

Sworn Statements

- A1 – 19 (Redacted)
- A20 – 35 (Redacted)
- A36 – 49 (Redacted)
- A50 – 69 (Redacted)
- A70 – 89 (Redacted)
- A90 – 109 (Redacted)
- A110 – 129 (Redacted)
- A130 – 149 (Redacted)
- A150 – 169 (Redacted)
- A170 – 189 (Redacted)
- A190 – 209 (Redacted)
- A210 – 229 (Redacted)
- A230 – 249 (Redacted)

A 1

DECLARATION OF DIANE ACAMPORA

1. My name is Diane Acampora. I am a female, over the age of 21, who resides in Buford, Georgia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in April 2002, as a Sales Associate at the Kay store in the Park City Mall, in Lancaster, Pennsylvania. I continued in that position for approximately three months, when I became the Repair Shop Manager at the Kay store in the Berkshire Mall, in Reading, Pennsylvania. I continued in that position for approximately four years, when I became a Sales Associate at that same store in 2006. I worked as a Sales Associate for a short time, and then I was promoted to Third Key at that same Kay store. I continued working as Third Key until approximately February 2007, when I was demoted to Sales Associate at the Kay store in the Exton Mall, in Exton, Pennsylvania. At the end of February 2007, I was promoted to Assistant Manager of the Kay store in the Berkshire Mall, in Reading, Pennsylvania. I worked in that position for a year, when I transferred as Assistant Manager to the Jared store in the Mall of Georgia, in Buford, Georgia, in February 2008. I continued in that position until June 2008, when I became a Bench Jeweler at that same store. I continued in that position until March 2009, when I left the company.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Jeff Yoder when I first began working for the company that employees are not to discuss their pay with other employees, and that it was

grounds for discipline, including termination. When I worked at the Kay store in the Berkshire Mall, in Reading, Pennsylvania, from 2002 to 2007, Store Manager Richard DiFrancesco told employees to not discuss their pay with each other. I was told this throughout my career at Sterling.

4. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
5. For example, **Male Employee** was the Assistant Manager at the Kay store in the Berkshire Mall immediately after I stepped down from that position in February 2008. I learned from other managers in November 2008 that **Male Employee** was paid \$20 an hour at this position. At the time he became Assistant Manager, **Male Employee** had been with Sterling approximately three months as a Manager In Waiting. When I held the Assistant Manager position I was paid \$16 an hour, and had been with Sterling about five years. Before coming to Sterling, I had six years' experience at Helzburg Diamonds.
6. **Male Employee** was another male who held the Assistant Manager at the Kay store in the Berkshire Mall, in Reading, Pennsylvania after me. I learned from **Male Employee** in November 2008 that he is paid \$18.50 an hour in that position. When I held that position at that same store I was paid only \$16 an hour. **Male Employee** had joined Sterling in approximately 2004, and had no previous jewelry experience.
7. **Female Employee** is a Sales Associate at the Kay store in the Berkshire Mall, in Reading, Pennsylvania. She has been with the company for at least ten years. In

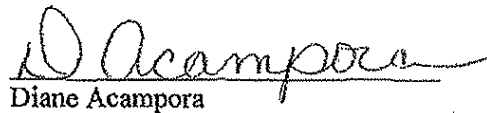
2005 or 2006, I learned from conversation with ^{Female Employee} [REDACTED] that she made around \$8.25 an hour. A male Sales Associate, Holland (LNU) was paid \$11 or \$12 an hour at that time. I learned Holland's pay from conversation with either ^{Female Employee} [REDACTED] or ^{Male Employee} [REDACTED].

8. There was a male Sales Associate hired at the Kay store in the Berkshire Mall, in Reading, Pennsylvania, some time between February 2007 and February 2008, while I was Assistant Manager at that store. I do not remember this Sales Associate's name, but I learned from conversation with Robert Kassas that this Sales Associate was paid more per hour than Missy Shade.
9. During my employment at Sterling, I observed that women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting of specific management openings.
10. During my employment at the Kay store in the Berkshire Mall in Reading, Pennsylvania, I observed that Cathy Malone was passed over for promotion to Store Manager, in favor of less qualified male employees.
11. I learned of Sterling's online system for expressing interest in promotions into management almost by accident when I was doing some filing. I saw an email that had been printed out when I was Assistant Manager or Third Key at the Kay store in the Berkshire Mall, in Reading, Pennsylvania, from March 2007 to

February 2008. Our Store Manager, Richard DiFrancesco, had not made a general announcement to employees in the store regarding this online posting system, nor had he otherwise explained that if an employee wanted to be promoted then he or she must post their interest online.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

1 day of April, 2008.


Diane Acampora

A 2

SUPPLEMENTAL DECLARATION OF DIANE ACAMPORA

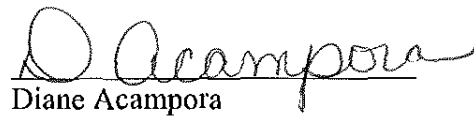
1. My name is Diane Acampora. I am a female, over the age of 21, who resides in Reading, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on April 1, 2009.
3. After having left my employment with Sterling Jewelers Inc. (“Sterling”) in April, 2009, I was rehired by Sterling in February, 2010, as a full-time Sales Associate at a Kay store located in Lancaster, Pennsylvania. I worked there approximately two weeks and was then promoted to Assistant Manager at the Kay store, in King of Prussia, Pennsylvania. Approximately one month later, I was transferred to the Kay store, # 1108, in Lancaster, Pennsylvania. I also worked short periods of time at two other Kay stores in that area during this time period. I left my employment with Sterling in October, 2010.
4. When I was rehired in February, 2010, my pay was set at \$14.00 per hour. I was given a \$.50 per hour raise later that year when I was promoted to Assistant Manager at the King of Prussia Kay store. During this time period, it was my understanding that a male Assistant Manager in the area named **Male Employee** was making approximately \$5.00 an hour more than I made even though I had more jewelry experience than he had. During this same general time period, it was also my understanding that **Male Employee** another male Assistant Manager of a Belden Store in the Berkshire Mall located in Reading, Pennsylvania, was also paid a higher salary than I was even though he, too, had less jewelry experience than I had.

5. Two corrections to my April 1, 2009 Declaration are needed. With respect to paragraph 2, I now recall that I was transferred to a Marks and Morgan store (not “Jared”) in the Mall of Georgia in February, 2008. I continued in that position until June, 2008, when I became a Bench Jeweler at a Jared Store (not “that same store”) in that area.
6. During my several years at Sterling working as a Repair Shop Manager (approximately 2002-2006), I attended Sterling’s annual ^{Annual Managers’ Meeting} Managers’ Meeting. It was common knowledge at the Company that these meetings provided abundant opportunity for heavy drinking and extramarital sexual activity between male managers, supervisors, and executives and subordinate female managers. I recall the Meetings being referred to as the “Vegas of Sterling,” which meant “what happened there, stayed there.” Spouses were not allowed to attend the Meetings.
7. I recall seeing Sterling’s ^{Exec} ~~Executive~~ ^{utive} ~~(~~ ^{s)}, on several different occasions at the Meetings. ~~had~~ had a well-known reputation at Sterling for being a womanizer including his having sexual relations with subordinate female managers at the Company. It was also well-known that this type of activity assisted some female employees with their careers at Sterling. This information was told to me by other Sterling Managers, some of whom were male.
8. I personally observed ~~at one of the~~ ^{Annual Managers’ Meeting} Managers’ Meetings drinking alcohol with female managers and dancing provocatively with them at the social events held at the Meetings. I felt the behavior I observed on his part was inappropriate ~~.~~ .

9. I was involuntarily involved in this uncontrolled sexual activity at the first Annual Managers' Meeting Managers' Meeting I attended in 2002. There had been a large party held one night at [REDACTED] at the [REDACTED] Resort. Much drinking occurred there. After the party was over, I was riding in one of the buses returning us to our hotel area. The activity in the bus got rowdy. There was a lot of flirting. Snide remarks about sex were made. At some point, I was physically pulled onto the lap of a male Sterling Manager and groped and fondled sexually. I resisted and when we arrived at the hotel, I quickly departed alone to my room.
10. During this same Annual Managers' Meeting Managers' Meeting, I was also approached by a male District Manager I knew who tried to kiss me. I told him I was not interested. A short while later that evening, I saw him obviously paired up with another female District Manager. This type behavior was a regular occurrence at the Annual Managers' Meeting Managers' Meetings and for everyone who attended, this behavior was not unexpected.
11. I recall another incident that occurred at an Annual Managers' Meeting Managers' Meeting in either 2005 or 2006 involving a large hot tub. One evening several friends and I were in a hot tub, clothed, when some other younger Sterling Managers also got in the hot tub. Sexual talk was started by them and at that point I decided to leave. The next day, I learned that several Sterling Managers who had been in the hot tub with us were caught by [REDACTED] Security having an orgy in the hot tub.
12. It was also common knowledge at the Company that the type of behavior described above concerning illicit sexual activity between Sterling male managers, supervisors, and executives, and their female subordinates also

occurred during the various Company sponsored cruises that were periodically held to recognize high performing employees. I was told this by several Sterling employees including Store Managers.

I declare under penalty of perjury that the foregoing Supplemental Declaration is true and correct. Signed this 22 day of April, 2012.


Diane Acampora

A 3

Declaration of Timeen Adair

1. My name is Timeen Adair. I am a female, over the age of 21, who resides in Rogers City, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. (“Sterling”) between approximately 1992 and December 2009. I began working for Sterling as an Office Manager at the Kay store in the East Mall, in Harrisburg, Pennsylvania, in approximately 1992. In that position I also sold jewelry on the sales floor. I continued working in that position until approximately 1997, when I was promoted to Assistant Manager at the Kay store in the Colonial Park Mall, in Harrisburg, Pennsylvania. I continued working in that position for approximately a year, when I was promoted to Store Manager at the Kay store in the East Mall, in Harrisburg, Pennsylvania, sometime in 1998 or 1999. I continued working in that position until approximately 2002, when I became the Store Manager of the Kay store in the Woodbridge Mall, in Woodbridge, New Jersey. I continued working in that position until approximately 2006 when I became the Store Manager of the Kay store in the Harford Mall, in Bel Air, Maryland. I continued in that position until December 2009, when I left Sterling.
3. While I was employed by Sterling, I earned several awards from the company. In 2001 and 2004 I won incentive trips. In approximately 1993 or 1994, I won the district-wide Office Manager of the Year award. Sterling also awarded me region-wide a customer service award 5 quarters in a row in 2003-2004.

4. While I was employed by Sterling, I was aware that Sterling had a policy prohibiting employees from discussing their pay with each other. I recall several of my supervisors instructing me on this policy. My first Store Manager, Thaddeus D'Ambrosia, told me that employees were not supposed to talk about their pay with each other. District Manager Jeff Yoder in Pennsylvania also told me not to discuss my pay when I was Store Manager of the Kay store in the East Mall in Harrisburg, Pennsylvania. Vice President Rick Davis also told me not to discuss my pay with other Sterling employees in approximately 2003, when I was the Store Manager of the Kay store in Woodbridge, New Jersey.
5. This policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I learned this through conversation or in my capacity as Store Manager.
6. For example, when I was the Office Manager at the Kay store in the East Mall in Harrisburg, Pennsylvania in approximately 1992 through 1994, I was paid around \$7.50 or \$8.00 an hour. During this time, I learned that **Male Employee**, was paid around \$13.00-\$14.00 an hour as the Office Manager at the Kay store in the Park City Mall, in Lancaster, Pennsylvania. I learned **Male Employee**'s pay rate from Christie (LNU), who held the Office Manager position before me at the Kay store in the East Mall.
7. At this time, I was performing better as Office Manager than **Male Employee**. My collection rate, which indicates how many past due accounts I was able to collect on, was at 97%; **Male Employee**'s by contrast was at 85%. I knew these collection rates

- because they were emailed to the stores. In addition to my Office Manager duties, I sold jewelry on the floor on a regular basis. Based on my performance, I won the district-wide Office Manager of the Year award.
8. When I learned I was paid less than a male in the same position, I complained to Store Manager Thaddeus D'Ambrosia. He told me that he didn't know what people were paid. I then complained to District Manager Mark Law when he visited the store. Law admitted that **Male Employee** was paid more, but said it was because the Kay store in which **Male Employee** worked was a larger store. I protested that I was performing better than **Male Employee**, and that my collections were better. Law seemed to brush off my complaint and tried to placate me by saying he'd "make sure" I got promoted to Assistant Manager. It did not seem right to me that a male who was not performing as well I was should be paid more than me, and that it was justified by the possibility of some future promotion.
 9. In the late 1990's, while I was Assistant Manager at the Kay store in the Colonial Park Mall, I was paid around \$12.00 an hour, which came out to be in the low to mid \$20,000's annually. Around the same time, I learned that Sterling paid **Male Employee**, an Assistant Manager at the Park City Mall in Lancaster, Pennsylvania, in the \$30,000's annually. **Male Employee** had told his pay rate to a group of employees at the Kay store in Harrisburg, Pennsylvania. When I was promoted to Store Manager soon after, at the Kay store in the East Mall in Harrisburg, Pennsylvania, I was paid around \$32,000 a year, not that much different than **Male Employee** salary who was working in the same area as only an Assistant Manager.

10. In 2002 or 2003, when I became Store Manager at the Kay store in Woodbridge, New Jersey, I was paid approximately \$42,000-\$43,000 a year. Within the year, I attended a district-wide meeting of store managers. [Male Employee] (LNU) was the Store Manager of the Kay store in Freehold, New Jersey was at a meeting in which he complained to a group of store managers that he was only making around \$70,000 a year. [Male Employee] (LNU), who managed a store in Rockland, New Jersey, agreed with [Male Employee] that \$70,000 was not that much, giving us the impression that he was making around that much, too. I was shocked that Sterling paid [Male Employee] this much. Another female Store Manager, Vinder (LNU) also appeared to be taken aback by his pay rate.
11. I complained to male District Manager Chris Filosa about this difference in Store Manager pay. Filosa tried to console me by saying that [Male Employee] was “on his way out” because his numbers were down. Rather than console me, the fact that [Male Employee] was paid so much more than me while performing poorly seemed only more unfair.
12. In approximately 2006, while at the annual [Annual Managers Meeting] Manager’s Meeting, I learned from conversation with other female store managers that [Male Employee] (LNU), who was Store Manager of the Kay store in Princeton, New Jersey, was making in the six figures annually. At this time, I was being paid in the mid-\$40,000’s annually as Store Manager. None of the female store managers present in this conversation indicated they made as much as [Male Employee].
13. In my capacity as Store Manager I learned the pay rates of the employees in my store. I observed a pattern in which female Sales Associates were hired at about \$1 an hour less than male Sales Associates.

14. This pay difference was not restricted to Sales Associates. In approximately 2006 or 2007, two of my Assistant Managers, one male and one female, were promoted to Store Manager within about six months of each other, and the male was paid more. [Female Employee] was promoted to Store Manager at the Kay store, while [Male Employee] was promoted to Store Manager of the J.B. Robinson store in Freehold or Edison, New Jersey. The male, [Male Employee], was paid substantially more than [Female Employee], the female. I learned of this pay difference because both of these employees told me their offers in conversation when they were considering whether to accept the offer.
15. During my employment at Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, Sterling promoted employees through a system in which the employee who was selected for a particular promotion was then notified of that opportunity. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else. I learned of the promotions I received during my career at Sterling from a manager above me telling me about that particular opening.
16. I was interested in promotions about a year after I began my employment with Sterling. I expressed interest in promotions at that time to District Manager Jeff Yoder.
17. In approximately 1994, I learned that [Male Employee], the Office Manager I discussed in paragraphs 6-8 above, was promoted to Office Manager of a new

Jared store in Pittsburgh. This was a more desirable position because it was at a Jared store, and a new one at that. I had not even heard of this opening when I learned Sterling had promoted [Male Employee] to this store. I complained to my District Manager at the time, either Jeff Yoder or Mark Law, that [Male Employee] got this promotion, I had not been notified of this opening, and I was interested in it. My District Manager told me that [Male Employee] got it because he was newly married and had twins.

18. Regional Vice President Ian Goldsmith, District Manager Mark Law, and Store Manager Raymond Yen told me about a “secret” promotion opportunity that was offered to me. While I was Office Manager at the Kay store in the East Mall in Harrisburg, Pennsylvania, Store Manager Raymond Yen came to me and asked me if I was interested in an Assistant Manager position that was coming open because the current Assistant Manager was going to be promoted. Regional Vice President Ian Goldsmith, District Manager Mark Law, and Yen all told me not to tell anyone about the offer while I was considering it. I ended up turning that promotion down because Sterling offered me about \$9.00 an hour, which was only .50 cents more than I was earning as Office Manager.
19. When I was promoted to Assistant Manager at the Kay store in the Colonial Park Mall in Harrisburg, Pennsylvania, I learned of the position when District Manager Jeff Yoder approached me about an open position Sterling wanted me to take.
20. Promotions at Sterling involved not only a change in positions, such as from Sales Associate to Assistant Manager, but also promotion to a higher volume store even while keeping the same position. I observed that female employees at Sterling

- were treated unfairly when it came to promotions to better stores. For example, [Female Employee] was the Assistant Manager at the Kay store in Harrisburg, Pennsylvania, in which I was Store Manager. I observed that [Female Employee] was an excellent employee and manager. After she was promoted to Store Manager, I expressed to District Manager Jeff Yoder that she deserved to manage a big store, but Sterling kept giving her the smallest stores in the district first the smallest and then the next smallest [Female Employee] had complained to me, "I'm getting the crappy stores." [Female Employee] was assertive and talented, and I would be surprised if she had not advocated for herself in being promoted to a higher volume store.
21. At some point in approximately 2007, I learned of the Career Advancement Registry (CAR). I went online and expressed my interest in obtaining promotion to higher volume stores. After I posted in this system, I did not hear anything back from Sterling, nor did I learn of any promotional opportunities at higher volume stores.
 22. I observed instances in which employees were told to post their interest in promotion on the CAR after they were told of a particular position that Sterling wanted to promote them to. For example, when I was Store Manager of the Kay store in Woodbridge, New Jersey, in approximately 2007, my Assistant Manager was [Male Employee]. He appeared content with the Assistant Manager position, and had not expressed interest in promotion to me or on the CAR.
 23. I was at the store when District Manager Chris Filosa approached [Male Employee] and said there was an opening for him as Store Manager at the J.B. Robinson store in either Freehold or Edison, New Jersey. I cannot remember which store Filosa

mentioned, but it was one or the other of these two stores [Male Employee] replied, “Really? O.K.” Filosa then said he [Male Employee] was not posted on the CAR, so he couldn’t be promoted. He instructed [Male Employee] to go online and post his interest, and then told me to make sure [Male Employee] did this. Filosa told me that [Male Employee] needed to apply online “or we can’t offer him the job.” I observed [Male Employee] post his interest in promotion that same day, and he received a promotion to Store Manager within a week.

24. I observed another instance of an employee being told to post on the CAR for a position that he was apparently already selected for. A male Sales Associate, [Male Employee] (LNU), at the Kay store in Woodbridge, New Jersey expressed interest in being promoted to Assistant Manager, but only at a particular store in Whitehall, New Jersey. In approximately 2008 or 2009, District Manager Kane Jowers visited the store and told [Male Employee] to post for an Assistant Manager position, and that a position at the store in Whitehall was opening up. Soon after posting, [Male Employee] was promoted to Assistant Manager. A female Sales Associate at my store, [Female Employee] (LNU) was interested in promotion to Assistant Manager and had already expressed her interest in this to me and on the CAR [Female Employee] complained to me about Sonny getting the promotion to Assistant Manager because it was common knowledge that [Male Employee] had not expressed such interest on the CAR prior to the Whitehall store opening up. I observed that instead of selecting between the employees who had expressed interest in promotion to Assistant Manager when filling this position, Sterling instead sought out a male and told him that the store was opening and he should post on the CAR for it.

25. I attended the [Annual Managers' Meeting] Managers Meetings [Annual Managers' Meeting] from approximately 1998 or 1999 through 2009. I observed there was a lot of drinking, and it was like a big wild party. Free alcohol was provided which encouraged excessive drinking,
26. I also observed male Executive(s) [redacted] hitting on female District Managers, and male District Managers hitting on female Store Managers at the [Annual Managers' Meeting] [redacted]. It seemed to me that at these meetings the men were on the prowl sexually, and the younger the better when it came to the females they pursued. It did not appear to make a difference whether the male was married or not. It was if they were single for the week, picking out their new partner.
27. I observed males dancing with females in a sexually suggestive manner, and it seemed inappropriate to me and other female Store Managers that I spoke with. Sterling seemed to encourage drinking, by providing free alcohol at the dinner tables and throughout the event. It seemed to me that with all the emphasis on drinking, it was like Sterling was encouraging the females to get drunk and thus act promiscuously.
28. I observed [redacted] at the [Annual Managers' Meeting] [redacted] was well aware of who he was at Sterling. I had met him in [redacted] in [redacted] Pennsylvania, and he visited the store. At the [Annual Managers' Meeting] [redacted] I saw him partying and dancing with attractive Sterling female managers at about five or six of these meetings. Throughout my employment with Sterling, [redacted] had the reputation of being a womanizer [redacted].
29. I observed that the drinking at the [Annual Managers' Meeting] [redacted] was excessive. I observed drunken managers throughout the meetings I attended. At the second meeting I attended, I

was woken up by loud noises, and looked outside and saw about eight naked men and women, all Sterling managers, chasing ducks at a little beach-like pond at the [REDACTED] resort at which we stayed.

30. Sexual harassment at Sterling was not limited to the [REDACTED] Annual Managers' Meeting. When I was the Office Manager at the Kay store in the [REDACTED] in [REDACTED] Executive(s) [REDACTED] occasionally visited the store. From approximately [REDACTED], I was aware that [REDACTED] requested attractive female employees go out for drinks and dancing with him the night before he visited the store. When he came into the store, he flirted with attractive female employees in the store.

31. On these occasions, District Manager [REDACTED] would call the store and tell us that [REDACTED] was coming to town. [REDACTED] told us that [REDACTED] told him which women from the store he was to arrange for him to party with at the club in the Marriot Hotel in [REDACTED]. It was apparent to me that [REDACTED] was arranging these evenings to find someone to hook up with sexually.

32. I spoke with my female Store Manager, [REDACTED], about [REDACTED]'s behavior in lining up female employees to go out drinking and dancing with. [REDACTED] told me that she felt very uncomfortable around [REDACTED] ever since he hit on her at the [REDACTED] Annual Managers' Meeting in approximately [REDACTED]. [REDACTED] told me that one evening [REDACTED] bought her some drinks, and that he then cornered her outside or in the elevator. [REDACTED] was upset about [REDACTED]'s behavior.

33. I observed that the female employees involved were not interested in going out with Executive(s) [REDACTED] and partying with him at the Marriot when he arranged these outings from approximately [REDACTED]. Store Manager [REDACTED] and

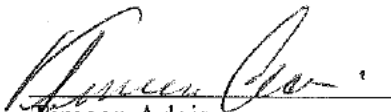
other employees complained to District Manager Law that we did not want to go. However, Law did not do anything about this. He would just reply that, "I don't want to go either, but [REDACTED] told me he is coming in and to get you guys because he wants to go out." We felt obligated to go when directed like this because, in part, Law continued to tell us to go, and because [REDACTED] typically was visiting the store the next day and no one wanted to get on his bad side.

34. The Marriot Hotel in [REDACTED] had a club where there was dancing, and on these occasions [REDACTED] would buy drinks for everyone. Typically, Law was there, too. I do not recall all the women who attended these evenings, but they including Store Manager [REDACTED], Assistant Manager [REDACTED], and Sales Associates [REDACTED] and [REDACTED]. [REDACTED], a Store Manager from the Kay store at the [REDACTED] in [REDACTED] also was there at times. I also was requested by Law to come out on these evenings, even though I did not want to go and tried to leave as early as I could once I got there.

35. I remember hearing employees talk in the days after these outings of women going up to [REDACTED]'s room at the hotel. I remember hearing about a time in which [REDACTED] told me she had to get a female employee from another store out of [REDACTED]'s bathroom, after the woman locked herself in there when she became scared by [REDACTED]'s behavior.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 23rd day of October, 2012.


Timeen Adair

A 4

SUPPLEMENTAL DECLARATION OF MANDY LEE ALVA

1. My name is Mandy Alva. I am a female, over the age of 21, who resides in Valparaiso, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on June 2, 2009 under my former name, Mandy Lee Baugh.
3. During my employment at Sterling, I knew who [REDACTED] was. He was a top executive at the Company and served as either **Executive** or **Exec** during the time I was employed there.
(s) (s)
4. I never met [REDACTED] in person to talk to him, although I did see him at the **Annual Managers' Meeting** Managers' Meetings that I attended in 2006. I never wanted to meet [REDACTED] in person because I was aware of his reputation at Sterling for being a womanizer who slept with subordinate female managers at the Company. I learned of his reputation through conversations I had with other Store Managers at Sterling, including Andrea (LNU), Nancy Young, and Donna Orosz. I recall being told by one or more of them that [REDACTED] would "do" anything that walked and that female managers needed to be careful about what clothes they wore when they were around him, so as not to provide him with any provocation to make sexual moves toward them.
5. I recall one nickname for [REDACTED] was "[REDACTED]." This referred to his being on the "make" and that female Store Managers should steer clear of him unless they wanted to get romantically involved with him.

6. The only [redacted] Annual Managers' Meeting I attended in 2005 was basically a "drunk fest." I did not drink alcohol at that time, but had no personal objection to others drinking. However, the amount of alcohol and its constant presence at this Meeting were disgusting. I recall another female Store Manager, named Donna Orosz, who was quite senior to me telling me to stay with her during the Meeting and I would be fine. She made clear to me, that there was reason to be concerned because of all the drinking and irresponsible and sexually inappropriate activity between male managers, supervisors, and executives and subordinate female managers. I followed her instructions by only attending the mandatory meetings and events and then going to my hotel room.
7. I also attended one Company cruise while I was employed at Sterling in 2007. These cruises were awarded to high performing employees based on sales. Unlike the [redacted] Annual Managers' Meeting where no spouses were allowed, spouses or other companions could be brought on the cruises. Even so, the reputation of these cruises was similar to the [redacted] Annual Managers' Meetings: Overindulgence in alcohol and lots of extramarital sex between higher ranked male Sterling managers and subordinate female managers. This reputation was consistent with the overall reputation of the Company, and it was that way until I left Sterling in 2007.
8. I did have one occasion to personally experience sexual harassment on the job. This happened in approximately 2003 when I returned to work after having had surgery for breast implants. While in my store, my male [redacted] [redacted] [redacted], commented on my implanted breasts in front of two other males, one of

whom was a co-employee. This comment was totally unprovoked and unwelcomed. I reported it to my Store Manager, Donna Orosz, who made a complaint to HR on my behalf. I never heard from HR about the complaint and as far as I am aware nothing was ever done about it.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

28 day of May, 2012.


Mandy Lee Alva

A 5

DECLARATION OF EMILY ALVAREZ

1. My name is Emily Alvarez. I am a female, over the age of 21, who resides in Houston, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began working for Sterling Jewelers Inc. (“Sterling” or “Company”) in approximately November 2005 at Kay Jewelers, Store 1398, in Humble, Texas. At Store 1398, I was hired and worked as a seasonal cashier until approximately March or April 2006 when I became a part-time cashier/office worker/sales associate working approximately 20 to 40 plus hours per week. In that position, I had sales goals and sold merchandise, operated the cash register, and managed the office. I worked in that position for over two years, and then left Sterling in approximately April 2008 upon the birth of my child. I rejoined Sterling in November of 2010 as a seasonal cashier at Kay Jewelers, Store 1401, in Houston, Texas. I worked in that position for approximately two months for the holiday season. I made \$9.50 per hour the duration of my employment with Sterling.

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. When I was first hired by Sterling, my Store Manager at the time, Lori Danel Dotson (f.k.a. Lori Leverett), told me about the policy and directed me that we were not permitted to discuss our pay with other employees. Because of that policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job.

4. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. For example, when I began working at Store 1398, Lori Danel Dotson was the Store Manager and [Female Employee] was the Assistant Manager. Then, sometime in 2006, Dotson left Sterling and the Store Manager position was never posted. Instead of promoting [Female Employee] (female), the Assistant Manager of 1398, to the Store Manager position, Sterling transferred a male named [Male Employee] from another store to become the Store Manager of Store 1398. Shortly thereafter, upset by being passed over for the promotion to the Store Manager position which was never posted, [Female Employee] (the Assistant Manager of Store 1398) also left Sterling creating a vacancy in the Assistant Manager position. Sterling never posted the Assistant Manager position either. Instead, Sterling promoted a male sales associate in Store 1398 named [Male Employee] to the position of Assistant Manager even though a female named [Female Employee] had been acting as Third Key for the Store. [Female Employee] left Sterling shortly after Sterling promoted [Male Employee] to Assistant Manager.

5. I was interested in being promoted to a full-time Sales Associate or Office Manager position during my employment with Sterling and expressed this interest to my managers, including to my Store Manager, [Male Employee]. I was qualified for these positions as I had a proven track record of performing the tasks of Sales Associate and of Office Manager, and had worked for Sterling since November 2005. Further, I was working close to or full-time hours since approximately March or April 2006. I was told the positions were unavailable at Store 1398 and was never promoted to full-time Sales

Associate despite several Sales Associate vacancies that occurred in Store 1398. For example, sales associate positions became vacant when a Sales Associate named Jenny Camacho left Sterling at the same time Dotson left; when Sterling promoted Sales Associate [Male Employee] to Assistant Manager; and when Sales Associate/Third Key [Female Employee] left Sterling not long after [Male Employee] was promoted to Assistant Manager. Instead of promoting me to full-time Sales Associate, Sterling hired a male named [Male Employee] [LNU], with no previous jewelry industry experience, to fill one of the Sales Associate positions. Within a few months, despite having no previous jewelry industry experience and despite the fact that he was not outperforming the other female Sales Associates, Sterling promoted [Male Employee] [LNU] to a management position at another store. Despite this additional Sales Associate vacancy, I still was not promoted to full-time Sales Associate. I was never offered a full-time Sales Associate or Office Manager position or a pay increase during my employment with Sterling.

6. Since approximately early 2007, all the management positions at Store 1398 were occupied by males during my employment there. Further, when I worked at Store 1401, all the management positions there were occupied by males (Stan Lynch was the Store Manager and Lewis [LNU] was the Assistant Manager). However, at both Stores 1398 and 1401, all the seasonal cashiers that Sterling employed (that I was aware of) were female.

7. By the end of my employment with Sterling at Store 1398, almost all the female employees had left, and all the management positions were occupied by males. In this process, I observed that males were promoted over equally or more qualified female employees. For example, Sterling promoted a male, [Male Employee], to be Store Manager

over a female, [Female Employee] who I believe was equally or more qualified and had been acting as the Store's Assistant Manager for some time whereas [Male Employee] was transferred from another Store and did not know Store 1398. Further, Sterling promoted a male Sales Associate named [Male Employee] to the Assistant Manager position over [Female Employee] a female Sales Associate at Store 1398 who had been acting as Third Key and was equally or more qualified than [Male Employee]. Finally, Sterling hired [Male Employee] as a full-time Sales Associate despite having no previous jewelry industry experience instead of promoting me to the full-time Sales Associate position when I was more qualified having been working as a part-time Sales Associate for Sterling since approximately early 2006.

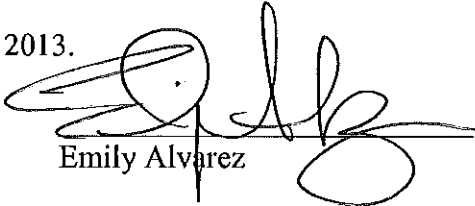
8. While employed by Sterling, I was never made aware of any formal way in which to register my interest in being promoted. I have never heard of the Career Advance Register and was never made aware while at Sterling that I should register my interest in any formal way to be promoted, including on the occasions I told my managers of my desire to be promoted to a full-time Sales Associate or Office Manager position.

9. I recently received a letter from Sterling with a document attached thereto which Sterling alleges is a declaration I signed on June 1, 2006. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had "signed a declaration under oath," and notified me that it had "attach[ed] a copy of [my] declaration for [my] convenience." Sterling then alerted me that attorneys for the women who filed the arbitration complaint might contact me to discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a "Christina Janice at (303) 665-6168" if I had any "concern[s] about how [I was] being treated by

either [Sterling] or attorneys representing individuals suing [Sterling] in relation to this matter.” Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

10. I found the language in Sterling’s letter telling me that I had signed the attached declaration under oath intimidating. I do not recall ever seeing this declaration before, nor do I recall ever being interviewed for this declaration or signing the declaration.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 12 day of March, 2013.



Emily Alvarez

A 6

DECLARATION OF AMY S. ANDERSON

1. My name is Amy S. Anderson. I am a female, over the age of 21, who resides in Elizabethtown, PA. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in April 1984 as a Sales Associate at the Kay store in Carlisle, Pennsylvania. In 1985, I transferred to the Tyson's Corner Store in McClain, Virginia as a Manager-in Waiting and remained there until 1986. In 1986, I worked at the Park City Kay store in Lancaster, Pennsylvania as an Assistant Manager until I left Sterling in 1991. I returned to Sterling and worked at the Park City Kay's store in Lancaster, Pennsylvania as a Sales Associate from April 1998 until August 2003. I was transferred to the York Galleria Kay store in York, Pennsylvania, as a Sales Associate until September 2007 and then transferred to the Tanger Outlet in Lancaster, Pennsylvania, as a Third Key from November 2007 until October 2008. Since October 2008, I have been back at the York Galleria Kay store as a Sales Associate.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with other employees. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. However, I am aware of at least one male employee who is being paid more than a woman doing the same job because I heard his pay being discussed.
4. **Male Employee** is a Sales Associate who worked in the Kay store in the Lancaster, Pennsylvania store. He transferred to the Wyomissing, Pennsylvania Kay's store approximately two or three months ago. **Male Employee** started with Sterling no more than six

months earlier than I did, yet he makes \$15.80 per hour and I make \$13.26 per hour.

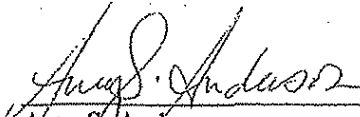
Male Employee

is not more qualified nor is he a better sales person than I am.

5. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific management openings. I believe some positions are now randomly posted on our internet system, but do not believe that this is a standard practice.
6. Employees at Sterling are encouraged to use an anonymous "TIPS" system to report instances of sexual harassment. This system utilizes a toll-free number that supposedly reaches someone in the HR department, who is then supposed to conduct an investigation. Although it is widely advertised that calls to the "TIPS" line are anonymous, this is not actually the case.
7. I am aware of a part-time Sales Associate who called in a complaint to the TIPS line about a Store Manager, [REDACTED] in 1999 or 2000. Shortly after the complaint was lodged, my Store Assistant Manager, Becky Jewart, told me that she and the District Manager were aware of the name of the person who made the complaint against Mr. [REDACTED]. I no longer have faith that if I need to make a complaint in the future, that it will be anonymous, as advertised. I probably would not be comfortable making a

complaint, if the need ever arose, knowing that the subject of the complaint may discover my identity and be free to confront me or retaliate against me.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 24th day of September, 2009.



Amy S. Anderson

A 7

DECLARATION OF NOREEN ARENA

1. My name is Noreen Arena. I am a female, over the age of 21, who resides in Rochester, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Kay store in the Marketplace Mall in Rochester, New York, in June 2005. I worked as a Sales Associate at this store until I left the company in April 2007.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. Store Manager Tanya Zahari told me that I should not talk about pay because it was a violation of policy. She also told me that I could be written up or terminated if I discussed my pay. I heard Zahari say the same thing to other employees during my employment with Sterling.
4. Store Manager Zahari reprimanded an employee, Loren (LNU), for discussing her pay with other employees. Loren was called into the back to talk with Zahari. When Loren came out she was upset, and told me that Zahari reprimanded her for discussing her pay.
5. Because Sterling had a policy prohibiting employees from discussing their pay, it was difficult for me and other female employees to identify instances where we were paid less than male employees. I was afraid to have such discussions with other employees because of the threats of discipline, including termination.
6. While employed by Sterling I experienced sexual harassment. A male employee, [REDACTED], would brush up against my breasts when I was working. I saw him do the same thing to other female employees. [REDACTED] [REDACTED] also

witnessed [REDACTED] sexual harassment. She would say things to [REDACTED] such as, [REDACTED] don't do that." I also heard [REDACTED] say, [REDACTED] you can't do that. You might do something to the wrong person and the company will get messed up for that."

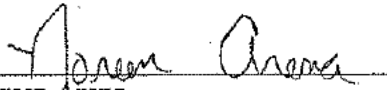
7. When I complained to [REDACTED] about [REDACTED] behavior, she told me that "we can't do anything" about it because [REDACTED] is black and he might bring a discrimination complaint against the company." [REDACTED] was eventually terminated for other reasons. [REDACTED] told me that [REDACTED] was fired because he was not meeting his sales goals. After I left the company I worked at Littman's Jewelers in Rochester, New York [REDACTED] had also worked there, and was fired from Littman's for touching and brushing up against female employees. I learned this from Littman's employees after I began working for Littman's in approximately May 2007.
8. Store Manager [REDACTED] showed employees pictures on her cell phone of herself naked. She would walk up to an employee with her phone and say, "Wanna see this?" and show them naked pictures on the phone. I saw pictures of [REDACTED] naked and it made me uncomfortable.
9. I complained to District Manager Wendy DiLorenzo about [REDACTED] and [REDACTED]'s sexual harassment. When I described [REDACTED]'s behavior, DiLorenzo told me, "It's not like I don't believe you, but it's hard to believe because it doesn't sound like the Tanya I have known so long." Neither [REDACTED] nor [REDACTED]'s behavior changed after my conversation with DiLorenzo, nor was I contacted by Human Resources or any other Sterling officials about this behavior. I am also not aware of any discipline they received.

10. Female employees were treated differently in other ways at Sterling. For example, our store's female Assistant Manager and myself were fired over the behavior of male Sterling employees, while these male employees kept their jobs. On Christmas Eve 2006, two male employees, [REDACTED] came to work that day and it was apparent they had been drinking. Store Manager [REDACTED] saw these employees and their condition. She left before the store closed. During the course of the afternoon, [REDACTED] continued to drink, sometimes with [REDACTED] the Store Manager of the [REDACTED] store located in [REDACTED]. A JB Robinson Sales Associate, a male named [REDACTED] also joined them in drinking during work hours on Christmas Eve.

11. In February 2007, the female Assistant Manager of our store, Adrian Sween, was fired for the Christmas Eve 2006 incident. [REDACTED] told me that Sween was fired because she failed to live up to the standard set for an Assistant Manager. In April 2007, Sterling terminated my employment over the same incident. A man from Sterling's Loss Prevention division told me that I was fired because I had not called anyone to report what was occurring, and that these employees could have killed someone on their drive home. [REDACTED] one of the employees drinking on the job, was not terminated for this incident. He was subsequently terminated, however, but [REDACTED] told me it was because he was showed up late for work. [REDACTED] the JB Robinson Store Manager at [REDACTED], was not terminated for drinking with these Kay employees, or for failing to report the incident to anyone. I believe he is still employed by Sterling as a Store Manager. [REDACTED] was not terminated for this incident, and I believe he is still

employed [REDACTED] [REDACTED] [REDACTED] in Rochester, New York. I believe that the only Sterling employees who lost their jobs over this incident were female.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this ____ day of May 28, 2008.



Noreen Arena

A 8

DECLARATION OF WENDY AVILA

1. My name is Wendy Avila. I am a female, over the age of 21, who resides in Saratoga Springs, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in July 2002, as a Manager In Waiting at the Kay store in the Colonie Center Mall, in Albany, New York. I continued in that position until October 2002, when I became the acting Store Manager at the Belden Store in the Rotterdam Square Mall, in Schenectady, New York. I worked in that position for approximately six weeks, when I was promoted to Store Manager at that same store in November 2002. I continued in that position until June or July 2003, when I became the Store Manager of the Kay store in the Wilton Mall, in Saratoga Springs, New York. I continued in that position until September 2008, when I left the company.
3. During my employment with Sterling, I won various monthly sales contests. In 2004, I won a bonus trip based on my store's performance under my management.
4. During my employment, I was aware that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Joanne Falta that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. As Store Manager, I instructed my employees about this policy. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid

more than women doing the same job because I learned their pay in my capacity as Store Manager.

5. **Male Employee** was a Sales Associate at the Kay store I managed in the Wilton Mall, in Saratoga Springs, New York. He was hired in approximately 2006. District Manager **Female Employee** set his pay rate at \$10 an hour. Female Sales Associates at my store were paid as low as \$8 an hour. **Female Employee** was a female Sales Associate who was paid \$8 an hour, and she had worked for Sterling for several years. Another female Sales Associate, **Female Employee** was paid \$10 an hour, but based on her excellent sales performance I believed she should be paid more.
6. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees Sterling was already interested in promoting were told of specific management openings.
7. As a Store Manager at Sterling, promotion within this position consisted of being promoted to higher volume stores in terms of sales. Managing a higher volume store was a promotion because Sterling paid higher salaries for managing higher volume stores, and also because a Store Manager could earn higher commissions. Since part of a Store Manager's compensation included a commission on the store's sales, managing a higher volume store in terms of sales would likely result in a greater commission for that manager.

8. I first expressed interest to District Manager Falta about managing a higher volume store in 2002. At that time I was managing the Belden store in the Rotterdam Square Mall, in Schenectady, New York. Instead of promoting me to a higher volume store, I instead transferred to a similar volume store, the Kay store in the Wilton Mall, in Saratoga Springs, New York.
9. In approximately late 2004 or early 2005, I again expressed interest to District Manager Falta about being promoted to manage a higher volume store. At that time, I managed the Kay store in the Wilton Mall, in Saratoga Springs, New York.
10. I was passed over for promotion to a higher volume store, in favor of a less qualified male, at the end of 2007 or beginning of 2008. At that time, Male Employee [REDACTED] was promoted to Store Manager of the Kay store in the Aviation Mall, in Queensbury, New York. This is one of the highest volume stores in the area, and I was interested in and qualified to manage this store. At that time Male Employee [REDACTED] had been with the company only two to three years, while I had been a Store Manager at Sterling for five years. I had conducted Male Employee [REDACTED] initial interview when he applied for employment with Sterling. He had no prior jewelry experience and had previously worked at a grocery store.
11. I was also passed over for promotion to a higher volume store in favor of a less qualified male in August 2008, when Sterling promoted Male Employee [REDACTED] to Store Manager of the Belden store in the Crossgates Mall in Gujderland, New York. This was a higher volume store than the Kay store I managed in the Wilton Mall, in Saratoga Springs, New York. Male Employee [REDACTED] had only been with the company for about ninety days as a Manager In Waiting. Additionally, Male Employee [REDACTED] failed to meet

the criteria that Sterling announced to employees as essential for becoming a Store Manager: meeting at least five of the six performance standards the company set. At the time [Male Employee] was promoted to Store Manager of this Belden store, he was zero or one for six on his performance standards. I saw his performance standards in emails sent by District Manager Falta to the stores in her district.

12. [Female Employee] was one of the employees I supervised as Store Manager. Converse worked for me at two different times: in 2004 as a Sales Associate at the Kay store in the Wilton Mall in Saratoga Springs, New York, and in 2007 as an Assistant Manager at that same store. [Female Employee] was an exceptional employee both times, and was qualified to be promoted to Store Manager. To my knowledge, [Female Employee] did was not interviewed for a Store Manager position during the time she was my Assistant Manager.
13. In a January 2008 meeting of Store Managers, Falta told us about an online system for posting interest in promotions. Until then I had not heard of this system. Falta said that if an employee wanted a promotion, then he or she had to post their interest online. I observed that if Falta was interested in promoting an employee, she would then tell that person to post.
14. During my employment, I observed that calls to Sterling's supposedly confidential complaint hotline, TIPS, were not in fact confidential. It was well known in the district that Falta found out the identity of those employees who utilized the TIPS line to make complaints. In 2005 or 2006, I learned from [Female Employee] that Falta had told her that she (Falta) had listened to the recording of

an employee's call to the TIPS line. Falta said she was able to identify the employee's identity from her voice and accent.

15. Because Falta was able to learn the identity of employees who utilized the TIPS line, it impacted whether employees would use it to bring complaints to the company's attention. For example, in 2007 or 2008, ^{Female Employee} [REDACTED] came to me about an offensive remark that Falta had made comparing gas prices to rape. I counseled ^{Female Employee} [REDACTED] not to call the TIPS line because Falta would find out that she had made the complaint and possibly retaliate against her for that.

16. I attended Sterling's annual Managers' Meetings, held in ^{Annual Managers' Meeting} [REDACTED] Florida, from 2002 to 2008. I observed that free alcohol was provided to those in attendance, and this resulted in excessive drinking. It was common knowledge that there was excessive drinking at these meetings. Falta had meetings with Store Managers in her district before these meetings in which she instructed us on how we should conduct ourselves during the event. Before the Managers' Meeting in 2007, she told us that if we saw someone who was drunk and needed help to get to their rooms, then we should provide that help. Conversely, if we were drunk, then we should not make a "scene."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

28 day of December, 2008.


Wendy Ayila

A 9

DECLARATION OF JACQUELINE BAILEY

1. My name is Jacqueline Bailey. I am a female, over the age of 21, who resides in Carrollton, Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in April 2007, as a Sales Associate, at the Jared store in Newport News, Virginia. I continued in that position until Sterling terminated my employment on January 28, 2008
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Al Perry and Assistant Manager Marie (LNU) that employees should not to discuss their pay with other employees, and that it was grounds for discipline. Sales Associate Judy Wels told me that she was reprimanded by Perry for discussing her pay with other employees.
4. Because of this policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I learned of men being paid more than women doing the same job through conversation.
5. For example, **Male Employee** was a male Sales Associate hired around the same time as I was. Throughout my employment with Sterling I was paid \$11 an hour. I heard **Male Employee** state that he made more than the women in the store.
6. **Female Employee** was a Sales Associate at the store. In 2007, she told me she made \$9 an hour. She had been with the company for four years. I overheard a

conversation that [Female Employee] had with a male Sales Associate, [Male Employee] in which she told him she was making \$9 an hour. [Male Employee] replied that he was making more than that.

7. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system in which only the employees that Sterling was already interested in promoted were notified of specific management openings.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

30 day of August, 2008.


Jacqueline Bailey

A 10

DECLARATION OF SUSAN BALLARD

1. My name is Susan Ballard. I am a female, over the age of 21, who resides in Charleston, South Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at a Marks & Morgan store in Savannah, Georgia, in approximately September 2002 as the Store Manager. In approximately January 2003, I was promoted to a higher volume Kay's Jewelers store in Charleston, South Carolina. I worked for Sterling until I resigned from Sterling in January 2004.
3. During my employment with Sterling, I witnessed women suffer discrimination because of the manner by which promotions are made. Job openings and promotional opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's predominantly male district managers and vice presidents via a subjective "tap on the shoulder" system. Because I knew how the "tap-on-the-shoulder" system worked, I made sure to inform my District Manager Aaron Roberts ("Roberts") that I was very interested in managing a larger volume store and that I aspired to be a district manager one day.
4. In approximately 2002, Roberts told me that a larger volume store in Charleston, South Carolina had become available, and I asked that he consider me for the promotion. Instead, Roberts offered the larger volume store to an inexperienced manager-in-training in my Store, **Male Employee**. I had trained **Male Employee** and he was not qualified to manage the larger volume store. Moreover, **Male Employee** didn't

even want the larger volume store because he did not want to relocate out of Savannah, Georgia. After ^{Male Employee} turned down the offer, I was given the promotion to the larger volume store.

5. During my employment with Sterling, I also witnessed women suffer discrimination in pay. Sterling has a policy prohibiting its employees from discussing their pay, so it is difficult for women to identify instances where they are paid less than their similarly situated male counterparts. My district manager Aaron Roberts told me that Sterling employees, including myself, were not permitted to discuss pay. I informed the employees in my Store of this policy. However, I still learned from reviewing store profit and loss statements as a store manager that male store managers were being paid a higher salary than me.
6. In approximately 2002-2003, Sterling hired a male part-time sales associate, ^{Male Employee}. As the store manager, I could not set pay rates without approval from my district manager. Roberts set ^{Male Employee} pay a few dollars higher than female associates in my Store who had more experience. I asked Roberts, "Why would you do this?" He said, because ^{Male Employee} had prior management experience. Other female sales associates in my Store also had prior management experience and all had worked for Sterling longer than ^{Male Employee}.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 21st day of July, 2008.



Susana Ballard

A 11

SUPPLEMENTAL DECLARATION OF SUSAN BALLARD

1. My name is Susan Ballard. I am a female, over the age of 21, who resides in Charleston, South Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on August 24, 2008.
3. I was employed as a Store Manager for Sterling from approximately September 2002 until I resigned in January 2004. I attended the Annual Managers' Meeting Managers' Meeting every year I was Store Manager. When I attended the Annual Managers' Meeting it was a huge drunk fest with lots of people drinking and partying.
4. One night at the Annual Managers' Meeting in 2002, my District Manager [REDACTED] (" [REDACTED] ") asked me to join him at a hot tub located in the Resort. [REDACTED] told me that other Sterling managers were drinking alcohol at the hot tub and pool. I thought his invitation to drink with him in the hot tub was highly inappropriate and it made me feel uncomfortable because I was married and he was my supervisor.
5. I met [REDACTED] at Annual Managers' Meeting in 2002. I was aware that he was a [REDACTED] executive at Sterling. When I saw [REDACTED] at meetings, he seemed pompous and arrogant. I would often see [REDACTED] smiling in a very creepy manner and leering at the female Store Managers who closely surrounded him. [REDACTED] had a reputation of being a playboy, someone who viewed women as sex objects and tried to have sex with as many women as possible. I recall hearing, from other female Store Managers, rumors of how [REDACTED] had a reputation of having sexual affairs with female employees of Sterling.

6. At the 2002 ^{Annual Managers' Meeting} my roommate was another female Store Manager who would drink with [REDACTED] at the event. One night, she returned to our room and said to me, "Oh my gosh, we were partying with [REDACTED]", she was very giggly and seemed intoxicated. She told me that she and other female Store Managers were drinking with [REDACTED], and that [REDACTED] had eventually gone back to his hotel room with a couple of the female Store Managers.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 5th day of March, 2013



Susan Ballard

A 12

DECLARATION OF HEATHER BALLOU

1. My name is Heather Ballou. I am a female, over the age of 21, who resides in Gulf Breeze, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. (Sterling) in October 2000, as a Sales Associate at the Kay store in the Cordova Mall, in Pensacola, Florida. I continued in that position until approximately March 2003, when I was promoted to Third Key at the Santa Rosa Mall, in Mary Esther, Florida. I continued in that position until June or July 2004, when I was promoted to Assistant Manager at the Kay store in the Cortana Mall, in Baton Rouge, Louisiana. I continued in that position until March 2005, when I was promoted to Store Manager at the Kay store in the Esplanade Mall, in Kenner, Louisiana. I continued in that position until September 2005, when I became the Store Manager of the Kay store in the Melbourne Square Mall, in Melbourne, Florida. I continued in that position until May 2006, when I was promoted to Store Manager of the Kay store in the Mall St. Vincent, in Shreveport, Louisiana. I continued in that position until August 2008, when I became the Store Manager of the Kay store at the Eastern Shore Centre Mall, in Spanish Fort, Alabama. I continued in that position until May 2009, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Gail Shockley when I was first hired that employees were not to discuss their pay with other employees, and that it was grounds for discipline including termination. This policy was reiterated to me throughout my employment with Sterling, by District Managers Tony

Kass, Brian Land, Duane Sallis, Reuben Barrera, Roni Wilson, and Vice Presidents Bill Mooney, Michelle McFarland Smith, and Steve Martz. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation or in my capacity as Store Manager.

4. For example, **Male Employee** was a male Sales Associate who I worked with at the Kay store in the Cordova Mall, in Pensacola, Florida, in the early 2000's. He was hired after me, and told me in 2001 or 2002 that he was paid \$14.50 to \$15.00 an hour. At that time, I was paid \$12.50 an hour. When I came to Sterling, I had two years' experience in the jewelry business, including one and a half years' experience as a Store Manager for Friedman's Jewelers.
5. **Male Employee** was promoted to Store Manager in 2007, at the Kay store in Bossier City, Louisiana. We started working for Sterling within a month of each other. **Male Employee** told me that in this first Store Manager position he was paid \$50,000 a year. When I was promoted to Store Manager of the Kay store in the Esplanade Mall, in Kenner, Louisiana, I was paid only \$36,000 a year. At that time I had made the President's Club two to three years, had been with Sterling for over four years, and had previous jewelry store manager experience.
6. **Male Employee** who previously worked for Sterling, was hired back from Helzburg Diamonds to be Store Manager of the Kay store in the Santa Rosa Mall in Mary Esther, Florida, in 2008. Vice President Bill Mooney told me in 2008 that **Male Employee** was not rehirable. The Kay store in the Santa Rosa Mall that **Male Employee** was given was one

that I had expressed interest in becoming Store Manager of, to District Manager Duane Sallis. When **Male Employee** became Store Manager of that Kay store in the Santa Rosa Mall, he told me he was paid \$60,000 a year. When I became the Store Manager of Kay store in the Eastern Shore Centre Mall, in Spanish Fort, Alabama, in August 2008, I was paid only \$40,000 a year. Before making his decision on which store I would manage, District Manager Duane Sallis told me that even if I became the Store Manager at the Kay store in the Santa Rosa Mall, in Mary Esther Florida (that ultimately was given to Peter Saccomanno) I would still be paid only \$40,000 a year. At that time I had been with Sterling almost eight years, with three and a half of those years as Store Manager.

7. During my employment at Sterling, I observed that female employees also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which Sterling told only those employees it was already interested in promoting about specific management openings.
8. For example, in approximately 2006, when I talked with District Manager Brian Land about leaving the Kay store in the Melbourne Square Mall, Land told me not to tell anyone of my plans to leave if I wanted to keep my job. He told me that he did not want to have to interview "all those people" who applied, so that he could put the person he wanted in that position. **Male Employee**
9. I expressed interest in management from the beginning of my employment with Sterling in October 2000. During my initial telephone interview with District Manager Ray Mitchell, I told him that I wanted to be a manager. When I interviewed with Store

Manager Gail Shockley, I also told her that I was a Store Manager at Friedman's and wanted to continue in management.

10. I worked as a Sales Associate for the next two and a half years. During this time I expressed interest in being promoted into management to my Store Managers Gail Shockley and Peter Saccomanno, and to District Manager Ray Mitchell, and then District Manager Tony Kass. Neither Mitchell nor Kass told me what I needed to do or learn in order to be promoted. I also expressed this interest in being promoted to Assistant Manager to Sterling Vice President Paul Kronick when he was at our store during a special sales event within the first months of my employment. Kronick said "great" but did not tell me what I needed to do in order to be promoted. I also expressed interest in being promoted to management to Store Manager Peter Saccomanno, and he only told me that I should tell the District Manager.
11. I talked to District Manager Brian Land, and expressed my interest in being promoted to Assistant Manager, from approximately the time he became my District Manager, until I was finally promoted in March 2005. Land would tell me he couldn't promote me to Assistant Manager because I was already making too much as a Sales Associate. Land told me that company-wide, Assistant Managers never made more than \$11.00 an hour. At that time, I was paid \$12.50 as a Sales Associate.
12. I was promoted to Third Key at the Kay store in the Santa Rosa Mall, in Mary Esther, Florida, in approximately March 2003. I did not receive a pay raise with this promotion. It did not appear the Third Key had very many managerial duties. Because of this, becoming Third Key did not feel like a promotion after being a Sales Associate for almost two and a half years. I told then Store Manager Duane Sallis that I had job offers

from other companies and would take one unless I was promoted. I was eventually promoted to Assistant Manager in June or July 2004, at the Kay store in the Cortana Mall in Baton Rouge, Louisiana.

13. After becoming Assistant Manager, I continued to express interest in promotion to Store Manager. I expressed this interest to my own Store Manager, Deryl Borne, at the Kay store in the Cortana Mall, and to District Manager Brian Land. Land told me that I had to "go through the steps" and that I wasn't ready for promotion. By that time, I had worked for Sterling almost four and a half years, was an Assistant Manager, had been in the President's Club several years, was certified in diamontology and gemology and had prior jewelry Store Management experience. Land told me that I had to meet my standards and make goals for my special events. I replied that I did all those things. He only replied that, "Well, we'll have to talk about it."
14. I also expressed interest in being a Store Manager to Regional Vice President Bill Mooney and Divisional Vice President John Liebler. They came to the Kay store at the Cortana Mall, in Baton Rouge in 2005 for a new store visit. I was introduced to Liebler, but I was in the middle of a sale and could not talk then, and told Land, Mooney, Liebler that. Later, when we were all talking, Liebler asked Land why I was not a Store Manager? Land had no reply. I was promoted to Store Manager about two months later, at the Kay store in the Esplanade Mall, in Kenner, Louisiana.
15. During my employment at Sterling, I also observed that female employees experienced sexual harassment. For example, when I expressed interest in being promoted to District Manager [REDACTED], in approximately 2001 or 2002, he tried to get me to go out and discuss it with him over dinner and drinks, in a manner that appeared inappropriate to me.

In the store he would come up to me and wrap his arms around me, and I would have to pull away. He told me not to tell his fiancée, who also worked for Sterling in the district. One time when a number of employees went out after work, he grabbed my butt in a sexual way.

16. In approximately 2001 or 2002, District Manager [REDACTED], my coworker [REDACTED], other employees, and I went out to a TGIFriday's restaurant after a special sales event to celebrate its success. [REDACTED] proceeded to get very drunk that evening, and we were concerned about him driving drunk. At that time, [REDACTED] and I were about to become roommates, but I had not moved in to her apartment yet. We drove [REDACTED] back to her apartment so he could get home from there, since he lived in the next apartment complex. However, he wouldn't leave, and we told him he could sleep it off on the couch. [REDACTED] would not go to sleep, and another friend that was with us, [REDACTED], gave [REDACTED] more drinks in an attempt to get him to finally go to sleep. At some point in the early morning hours, I noticed the apartment door was open, and [REDACTED]'s puppy had gotten out. When I went out to look for the puppy, [REDACTED] went into [REDACTED]'s bedroom, locked the door, and raped her. She told me that when she woke up, he was on top of her, and she couldn't push him off, and that he raped her. [REDACTED] apologized the next day, but also said he could get away with just about anything, like it was a joke. We didn't report the rape because we were afraid of retaliation.
17. At the time this occurred, it was common knowledge in the store that [REDACTED] had several sexual harassment complaints from female employees against him. However, he was not fired for sexual harassment until years later.


18. I also experienced sexual harassment from District Manager [REDACTED]. He was often making sexually inappropriate comments to me, and flirting with me. At Sterling's annual Managers' Meeting, held in [REDACTED] Florida, in 2005, [REDACTED] was a District Manager in [REDACTED] Florida, and I was a Store Manager in [REDACTED], Florida at the time. He asked me back to his hotel room. He told me that if I had sex with him, then he would make sure that I would be transferred back to the [REDACTED], Florida area whenever I wanted to make that move. From conversation with me, he knew that was something I was going to be interested in doing in the future. I had sex with him that night. When I wanted to make the move back to the [REDACTED] area in 2008, I called [REDACTED], who was District Manager over that area, and he did make that transfer happen.
19. After our sexual encounter in September 2005, [REDACTED] sent me numerous text messages asking me to meet him to "relieve" his sexual tension because he was so stressed out with work. He would offer to get hotel rooms for us to meet in to have "lots of sex," which he said would relieve our stress and help us to refocus on our jobs. I declined his offers. These text messages and offers only stopped when he found out, in late August or early September 2007, that I was pregnant. They resumed, however, at our last Manager's Meeting in [REDACTED] in September 2008. At that time, [REDACTED] asked who my roommate was at the meeting, and if I wanted to "try for time number two" with him, meaning have sex with him again. I again declined.
20. I became aware of Sterling's online posting system in via an email in approximately 2007, in which employees were to post their interest in promotions. I was aware that employees were asked to post their interest in a position after they were already selected for that position. For example, in May 2009, I was the Store Manager Kay store at the

██████████, in ██████████, Alabama. The store needed an Assistant Manager, and I talked with District Manager ██████████ about who should get the position. I wanted ██████████ Female Employee ██████████ to be my Assistant Manager, and that was the selection we agreed upon. I made the announcement that next Monday. Within a day or two, ██████████ told me to make sure that Chapman posted her interest in the position online.

21. I was also told to post my interest in a position after I was told I had it. In August 2008, I wanted to transfer from the Kay store in the ██████████, in ██████████, Louisiana, to a store in the ██████████, Florida area. After I learned ██████████ was given the Kay store at the ██████████, in ██████████, Alabama, to manage, ██████████ told me to post my interest in the position online.

22. As Store Manager of the Kay store in the ██████████, when I was looking to fill a position, such as Assistant Manager, I never saw a listing of employees who had posted interest in such positions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 23 day of July, 2009.


Heather Ballou

A 13

SUPPLEMENTAL DECLARATION OF HEATHER BALLOU

1. My name is Heather Ballou. I am a female, over the age of 21, who resides in Gulf Breeze, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a declaration concerning my employment at Sterling Jewelers Inc. ("Sterling") on July 23, 2009. The instant Declaration is a supplement to the July 23, 2009 Declaration.
3. While employed as a Store Manager at Sterling, it became clear to me from discussions with other Sterling managers, that [REDACTED], Sterling ^{Executive} [REDACTED], had a reputation for being a "player," which means a person who is looking for extramarital sex.
4. I met [REDACTED] for the first time in 2005 at the first Sterling Annual Managers' Meeting I attended in [REDACTED] Florida.
5. I recall two specific instances involving [REDACTED]'s inappropriate behavior at the [REDACTED] Annual Managers' Meeting Managers' Meetings I attended. The behavior I observed was consistent with his reputation.
6. The Annual [REDACTED] Annual Managers' Meeting was a several day event. I attended four of these Meetings from 2005 - 2008. These Meetings were attended by all of Sterling's Managers up to the [REDACTED] Executive level. In addition, staff from Human Resources and [REDACTED] Prevention also attended. I would estimate that over 1,500 Sterling [REDACTED]es would attend. Spouses were not allowed to attend. All of the Meetings I attended were at [REDACTED] in [REDACTED] Annual Managers' Meeting. A typical schedule was something like this:

Sunday: 1st day of conference; attendees arrive during the day.

Sunday Night: Attendees gathered at [REDACTED] Drinking alcohol was encouraged; for example, it was common practice for executives and higher level managers and supervisors to buy drinks and shots for their subordinates.

Monday: Free-time

Monday Night: "Opening Night Ceremonies," including a large ballroom party. Free alcohol provided to all attendees.

Tuesday: All day work related seminars, training, etc.

Tuesday Night: Awards Ceremony, Formal Attire. Free alcohol provided at dinner tables for all attendees.

Wednesday: All day work related seminars, training, etc; review of new merchandise.

Wednesday Night: "Party Night," generally held at a small privately reserved [REDACTED] Drinking encouraged; open bars provided throughout the Park.

Thursday: Closing Ceremonies; return home.

7. One of the two incidents I recall occurred during the night of the Awards Ceremony, which is a formal dinner/banquet affair. I had stayed at the banquet until it was winding down. I finally decided to leave and walk back to my hotel room. I was alone. My room was located some distance from the party. As I walked along a path toward my room, I heard voices and commotion coming from a swimming pool that was set back some distance from the path. I was curious

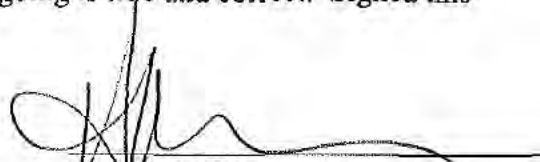
who might be using the pool so I walked closer to observe who was there. I got close enough to easily recognize the people who were in the pool. There was a group of about 10 female Sterling Managers in the pool. Two of them were totally nude. One or two others had removed their dresses and were clad in only bras and underwear. The remaining managers still had their dresses on. They were swimming and frolicking, and being boisterous. Some had drinks in their hands. Seated by the edge of the pool observing the women was [REDACTED], Sterling [REDACTED] ^{Exec} ^{utive}. He had a drink in one hand and a cigar in the other. It was a very disturbing ^(s) scene. I was uncomfortable watching it. I observed the scene for a couple minutes and then left. As far as I know, none of the participants, including [REDACTED], saw me observing them.

8. During the time I observed this activity, [REDACTED] said nothing to the women in the pool. He simply sat there gazing at them with a grin on his face.
9. The other incident I recall involving [REDACTED] and me occurred at the 2008 Managers' Meeting the first night of the Conference. A female Store Manager named [REDACTED] and I were standing at one of the bars in the hotel complex. [REDACTED] walked up to us and started a conversation while placing his hand on my lower back. I did not feel this was appropriate and made me uncomfortable. He asked us if we were enjoying ourselves and offered to buy us drinks. I recall that he was flirtatious during this conversation. He seemed interested in us "hanging out" at the bar with him. I felt that [REDACTED] was "putting the moves"

on me and Ms. [REDACTED] and I did not want to be part of that. After a short while, I became so uncomfortable that I decided it was time to leave.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

28 day of April, 2012.



Heather Ballou

A 14

Declaration of Amanda Barger

1. My name is Amanda Barger. I am a female, over the age of 21, who resides in Phoenix City, Alabama. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately June 2005 as a Part Time Sales Associate at the Kay store in the Peachtree Mall, in Columbus, Georgia. I continued in that position until approximately August 2005, when I was promoted to Full Time Sales Associate at that same Kay store. In approximately December 2005, I became the Third Key at that Kay store in Columbus, Georgia. I continued in that position until approximately April 2006, when I was promoted to Assistant Manager at the Kay store in the Colonial Mall, in Auburn, Alabama. I worked as Assistant Manager until September 2006, when I left employment with Sterling.
3. I next worked for Sterling in approximately October or November 2007, as a Part Time Sales Associate at the Kay store in the Peachtree Mall, in Columbus, Georgia. In April 2008 I left employment with Sterling.
4. I next worked for Sterling in approximately the summer of 2009 as a Part Time Sales Associate at the Kay store in the Peachtree Mall, in Columbus, Georgia. I continued in that position until later in the year, when I was promoted to Assistant Manager at the Marks & Morgan store in the Peachtree Mall in Columbus, Georgia. I continued working as Assistant Manager at that store until March 2010, when I left employment with Sterling.

5. I began working for Sterling in November 2012 as a Seasonal Sales Associate at the Marks & Morgan store in the Peachtree Mall, in Columbus, Georgia, and continue in that position to the present.
6. While I was employed by Sterling, Sterling managers told me that employees could not talk about their pay with other employees, and that I could get fired for doing so.
7. In 2006, Anita Carmen, a Sales Associate at the Kay store in the Peachtree Mall in Columbus, Georgia, told me and other Sales Associates that she wasn't paid enough. Somehow, Store Manager Chuck Nitterright heard about this, and told us employees that we should not talk about our pay, and that we could get fired for it.
8. Another time in 2006, when I was promoted to Assistant Manager at the Kay store in the Colonial Mall in Auburn, Alabama, District Manager Kane Jowers told me what my pay would be as Assistant Manager, and warned me not to tell anyone how much I was paid, even my Store Manager.
9. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I learned this through conversation.
10. For example, in 2009, while I worked as an Assistant Manager at the Marks & Morgan store in the Peachtree Mall, in Columbus, Georgia, male Sales Associate **Male Employee** told me that he made more than I did. At that time I was paid approximately \$12.00 an hour, and had told **Male Employee** this during a conversation.

He replied that both he and Sales Associate [Male Employee] were both paid more than me. [Male Employee] told me that he learned Scott's pay through conversation.

11. In approximately 2010, I complained to Store Manager Sara Mitchell about my pay. At that time I was paid only \$10.50 or \$11.00 an hour as Assistant Manager at the Kay store in the Peachtree Mall in Columbus, Georgia. Mitchell brushed off my complaint and said that the company periodically reviewed employee performance, and that I would be evaluated for a raise at that time.
12. I did not complain to Sterling at this time because I was trying to become promoted to Store Manager, and observed through my time at Sterling that employees who complained were not promoted. Additionally, I feared that I could get in trouble or be fired if Sterling learned I had discussed pay with other employees.
13. It appeared to me that decisions on pay were made by Sterling at the District Manager level or above. During the years of my employment with Sterling, I had conversations with Store Managers Sara Mitchell and Charles Nitterright in which they both said that pay rates had to be approved by the District Manager.
14. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, when there was an opening, Sterling selected an employee for the position, and a Sterling manager then notified that employee of that particular opportunity. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.

15. For example, in 2006 when I was promoted to Assistant Manager of the Kay store in the Colonial Mall in Auburn, Alabama, Sterling did not post this opening at the store. Rather, District Manager Kane Jowers called the Kay store at which I worked and told me of the opening, and offered me the position when I said I was interested in it.

16. I have been passed over for promotions in favor of less qualified male employees. In my most recent period of employment with Sterling, I was hired as a seasonal employee in November 2012 at the Marks & Morgan store in the Peachtree Mall, in Columbus, Georgia. This is one of the stores at which I previously worked as Assistant Manager. Since my re-hire in November 2012, I have expressed interest in a Full-Time Sales Associate position to Sara Mitchell, my Store Manager. I have repeatedly expressed interest in such a position at the Marks & Morgan store and the Kay store at the Peachtree Mall.

17. Instead of promoting me to a Full-Time Sales position, Sterling has hired less qualified males from outside the company for such positions. For example, ^{Male Employee} [REDACTED] was hired in December 2012 at the Marks & Morgan store in the Peachtree Mall as a Part-Time Sales Associate. In January 2013, Sterling promoted ^{Male Employee} [REDACTED] to Full-Time Sales Associate at the Kay store in the Peachtree Mall. ^{Male Employee} [REDACTED] had not worked in the jewelry business before, and was working at a cell-phone cover kiosk when he was hired by Sterling. Despite the fact that I had worked as an Assistant Manager for Sterling, had more years with the company, and was better qualified, ^{Male Employee} [REDACTED] was promoted to Full-Time Sales Associate over me.

18. I complained to Store Manager Sara Mitchell about being passed over for promotion in favor of ^{Male Employee} a less-qualified male. Mitchell seemed upset to learn that ^{Male Employee} was being promoted to another store, and exclaimed, "What?! Shauna is going to pull another one of my employees?" By this, I understood Mitchell to refer to Sterling District Manager Shauna Mason.
19. Sterling not only passed me over for the Full-Time Sales Associate position at the Kay store in the Peachtree Mall in Columbus, Georgia; another more qualified female, ^{Female Employee} (LNU) was also passed over. She was hired at the Kay store in the Peachtree Mall as a Part-Time Sales Associate in the summer or early fall of 2012. In conversation with me, ^{Female Employee} told me that she had also expressed interest in being promoted to Full-Time Sales Associate. I also learned in conversation with ^{Female Employee} that the time ^{Male Employee} was promoted over her, ^{Female Employee} was six for six in her performance standards, and was at about 200% of her sales goals.
20. I was passed over again for promotion to Full-Time Sales Associate in April 2013, when Sterling hired a male, ^{Male Employee} from outside of the company for this position at the Kay store in the Peachtree Mall, in Columbus, Georgia. Although he had worked for Sterling previously, including about a month as Assistant Manager, I was better qualified. I had worked for the company longer, and had been an Assistant Manager with Sterling for over a year.
21. Throughout my employment at Sterling, I observed that decisions on promotions were made at the District Manager level or above. For example, as described in paragraph 18 above, it was clear to me that the decision to promote ^{Male Employee} to Full-

Time Sales Associate was not made by my Store Manager, who did not even know of the promotion until I told her about it after Brian was promoted. Rather, based on her comment that District Manager Shauna Mason had “pulled” one of her employees, this promotion decision was made at least at the District Manager level.

22. During my employment with Sterling I experienced sexual harassment. In the summer and fall of 2009 I worked as a Sales Associate at the Kay store in the [REDACTED], in [REDACTED], Georgia. [REDACTED] was the District Manager in this region. [REDACTED] periodically visited the store, and appeared to flirt with me and other female Sales Associates.
23. I expressed interest in promotion to Assistant Manager to Store Manager Sara Mitchell and District Manager [REDACTED]. In the early fall of 2009, I received a text message on my cell phone from [REDACTED], telling me that he could get me moved up in the company, and that there was an Assistant Manager spot open in [REDACTED], Georgia. He asked me to attend an upcoming management meeting in [REDACTED] that Store Manager Sara Mitchell was going to attend. I travelled to this meeting in [REDACTED] with Store Manager Sara Mitchell and Assistant Manager Tiffany (LNU).
24. During a break in the meeting, [REDACTED] walked up from behind and pinched me in the arm in kind of a flirty way, and continued walking on. After the meeting the managers, [REDACTED], and myself went out to eat at the Chili’s restaurant in [REDACTED], Georgia. During the meeting, I heard my cell phone signal that I received a text message. I ignored the message. When my phone pinged again, indicating

another text, I looked down at the message on my cell phone. Both texts were from [REDACTED], who was sitting across from me at the table. The first text message I read said, "I want to come on your tits."

25. I was absolutely disgusted and stunned by this offensive sexual text from [REDACTED]. [REDACTED] I felt as if he invited me up to this meeting so he could do this to me. I was so taken aback I did not know what to do, and just sat there. [REDACTED] nudged me under the table. I did not respond to [REDACTED]'s advances, and left with Store Manager Sarah Mitchell and a Sterling Assistant Manager Tiffany (LNU), and drove the three of us back home to [REDACTED].

26. I thought carefully about how to handle this sexual harassment by [REDACTED]. [REDACTED] I wanted to report it to the right person at the company; yet was also concerned because I understood that as District Manager, [REDACTED] played a large part in whether I was promoted at Sterling. After I got back home, I called Paula Waller, a Sales Associate at the Kay store in the [REDACTED], in [REDACTED], Georgia, for advice on how to make a complaint. Within a week or so, Tom Parks and Mary Ellen Mennett from Sterling Human Resources called me.

27. This call from Parks and Mennett felt like an interrogation. They accused me of having a relationship with [REDACTED], but said that if I cooperated, I would not have to be worried about my job. I had done nothing wrong, I was the victim of sexual harassment, and these accusations from Sterling Human Resources offended me. I told Mennett and Parks about [REDACTED]'s behavior, what he did, and was

forthcoming. In response to their request, I got copies of my cell phone bill and sent them to Human Resources, to show that [REDACTED] had texted me.

28. I was further subjected to unfair allegations of an inappropriate relationship with District Manager [REDACTED], who had victimized me. In late 2009, male Sales Associate [REDACTED] and I worked together at the Marks & Morgan store in the [REDACTED] in [REDACTED], Georgia. He was often angry and irritable, and would say inappropriate things on the sales floor when he was mad. One time when he was angry with me, he said, "You're the one sleeping with the District Manager in order to get promoted." I was upset, stunned, and embarrassed he said this in front of customers and employees. I complained to Store Manager Sara Mitchell and Regional Vice President Steve Martz several times about [REDACTED]'s behavior and outbursts. Martz told me to "hang in there," and that he was trying to fire [REDACTED]. In a meeting with Mitchell and I, Martz said that Mitchell had the right to send [REDACTED] home if he was being abusive to me in the store.
29. [REDACTED]'s behavior and the situation continued for one to two months. Finally, in March 2010, [REDACTED] had another outburst at me in the store. He screamed at me about a sale. I asked Store Manager Sara Mitchell what she was going to do about [REDACTED], and if she was going to send him home. She said no. I finished the sale I was working on, and left. It was clear to me that Sterling did not take complaints seriously, and that I would be subject to this abuse by [REDACTED] if I continued working at the store.
30. During my employment with Sterling it was common for male employees and managers to make inappropriate comments about female customers. During 2007

to 2008, when I worked at the Kay store in the [REDACTED] in [REDACTED], Georgia, Store Manager [REDACTED] would say things like, "She has a hot body" when an attractive female customer walked into the store. [REDACTED] and other employees joked about the attractive females that he hired to attract male customers into the store, such as Sales Associate [REDACTED].

31. Throughout my employment at Sterling, Store Managers told me about Sterling's annual Managers' Meeting, held in [REDACTED] ^{Annual Managers Meeting}. They described this event as a big party. Store Manager Sara Mitchell told me that male managers and supervisors hit on female Store Managers. She told me of instances where male District Managers hooked up sexually with female Store Managers.
32. In approximately 2005 and 2006, I went out to eat one night with Store Manager [REDACTED], other managers in the District, and [REDACTED], who I understood to be a high level executive within the company. We ate at a Texas Roadhouse restaurant. During this dinner, [REDACTED] made inappropriate comments, crude remarks about women that made him sound like a pervert.
33. [REDACTED] had a reputation with Sterling employees of being a womanizer.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

26 day of May, 2013.


Amanda Barger

A 15

DECLARATION OF TEDDI BARNES

1. My name is Teddi Barnes. I am a female, over the age of 21, who resides in Traverse City, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately February 1992, as the Office Manager at the JB Robinson store in the Grand Traverse Mall, in Traverse City, Michigan. (At some time in 1994 or 1995, this store changed from a JB Robinson store to Kay store.) I continued in that position until approximately September 2002, when I became office and sales help at that same store. I worked as office and sales help until approximately January or February 2003. In January or February 2003, I transferred to the Osterman store in the Grand Traverse Mall, as office and sales help. I continued in that position for a year, until early 2004. At that time I became a Sales Associate at the Kay store in the Grand Traverse Mall, and continued in that position until I left the company in August 2007.
3. While employed by Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with each other. My Store Manager, Doug Zuncik, told me soon after I started that I should not discuss how much I made with other employees.
4. I believe that Sterling discriminates against its female employees in pay. Because of Sterling's policy, however, it is difficult for female employees at Sterling to identify instances in which they were paid less than male employees performing the same job.

5. In approximately 2006, while I was a Sales Associate at the Kay store in the Grand Traverse Mall, the Assistant Manager position at our store became open. Store Manager Adam Blair approached me about this position, and I told him I was interested in it. Blair told me that if I got the promotion, my pay would increase \$1 an hour, from \$11 an hour as a Sales Associate to \$12 an hour as Assistant Manager.
6. After Blair told me this, I overheard him on the phone talking with the former employer of ^{Male Employee} [redacted] who Blair was also considering for the Assistant Manager position. ^{Male Employee} [redacted] had worked at a clothing store. I heard Blair ask how much ^{Male Employee} [redacted] made, then heard him say, "\$30,000? We can do that." Sterling hired Keller from outside the company as an Assistant Manager, even though he had no jewelry experience. At that point I had been with Sterling for approximately 14 years. In the summer of 2007, ^{Male Employee} [redacted] told me that he was paid approximately \$14.25 or \$14.50 an hour as Assistant Manager.

I declare under penalty of perjury that the foregoing is true and correct. Signed this

14 day of July, 2008.

Teddi Barnes
Teddi Barnes

A 16

DECLARATION OF BRAD BARTL

1. My name is Brad Bartl. I am a male, over the age of 21, who resides in West Fargo, North Dakota. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately December 1989, as a Sales Associate at the Goodman store in the Northtown Mall in Minneapolis, Minnesota. I continued in that position for approximately 6 months, until I was promoted in 1990 to Assistant Manager at the Goodman store in the Brooklyn Center Mall, in Minneapolis, Minnesota. In approximately May 1990, I was promoted to Store Manager of the Osterman store in the Glendale Mall, in Indianapolis, Indiana. I continued in that position for approximately one year, when I transferred in the summer of 1992 to the Osterman store in the Markland Mall, in Kokomo, Indiana. I worked as Store Manager at that store for approximately 5 years, when I transferred in 1997 or 1998 to the Kay store in the Concord Mall, in Elkhart, Indiana. I worked as Store Manager of that store for approximately 5 years, when I transferred to the Kay store in Mishawaka, Indiana, in approximately 2004. I continued at that store until August 2006, when I left the company.
3. During my employment with Sterling, Sterling had a policy prohibiting its employees from discussing their pay with other employees. As Store Manager, I was responsible for informing my employees of this policy. Because of the policy, it was difficult for women to identify instances where they were paid less than males performing the same job.

4. During the time I worked at Sterling, I believe that female employees suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Instead, promotion decisions were made by Sterling's District Managers and Regional Vice Presidents via an informal "tap on the shoulder" system, where only those employees that management was already interested in promoting were selected. During my 15-year tenure as Store Manager, I regularly received calls from District Managers or Regional Vice Presidents asking if I had an employee in my store that was "promotable," usually for Assistant Manager positions. Once the District Manager or Regional Vice President decided on an employee, that person was then told about their selection for the vacant position.
5. There were six performance standards set for each sales employee: sales, credit applications, extended warranties, add-ons, payment protection plans, and repairs. Throughout my employment with Sterling, I observed that these performance standards were used as a pretext to justify various employment decisions, such as failure to promote or termination. They were clearly not used in a systematic way to be fair to all employees regardless of gender.
6. In approximately 2004, I was aware that a female named Lisa McConnell was promoted to Store Manager at a Kay's in Elkhart, Indiana. In approximately 2005, I talked with McConnell about her salary as Store Manager. She was making around \$34,000 per year at that time. I was also aware that my wife, Donna Bartl who was also a Store Manager in that area, was only making approximately \$32,000 - \$33,000 per year. I was aware that there were several

male Store Managers in that area at the time who were making considerably more than that even though they had comparable experience to McConnell and my wife.

7. I attended the annual Managers' Meeting held in ^{Annual Managers' Meeting} [REDACTED] Florida, from 1991 to 2005. These meetings involved excessive alcohol drinking by the Sterling managers and executives who attended them. The high level of drinking was encouraged by Sterling providing free alcohol to those in attendance. It was also common knowledge that many of the male managers and executives in attendance were engaged in extramarital sexual activities with their subordinate female managers.
8. I recall one year telling my District Manager that I planned on bringing my wife with me on the upcoming trip to Florida for the Managers' Meeting. He told me that if my wife showed up, I would not have a job. He said that spouses were not allowed on the [REDACTED] property during the Meeting because, "You are there for business." Given the amount of inappropriate activity at these meetings, this explanation was not credible. It was quite obvious that the real reason for barring spouses from the Meetings was so that they would not infringe on the freewheeling party atmosphere of the event, that included extramarital sex.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

28 day of May, 2012.



Brad Baril

A 17

DECLARATION OF DONNA BARTL

1. My name is Donna Bartl. I am a female, over the age of 21, who resides in Fargo, North Dakota. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in November 1999, as a Sales Associate at the Kay store in the University Park Mall, in Mishawaka, Indiana. I continued in that position for approximately eight to nine months, until I was promoted to Assistant Manager at that same store in 2000 or 2001. I continued as Assistant Manager for approximately eight to nine months until I was promoted to Store Manager at that same store in 2001. I continued as Store Manager there until I left the company in approximately August 2003.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, when I started working for Sterling I was told by District Manager Michelle McFarland that employees were not to discuss their pay with other employees, and that it was grounds for discipline. I was also told this by my Store Manager Bob Mrock. He told me that I could get fired for talking about how much I made with other employees.
4. As Store Manager, I told my staff that they should not discuss their pay with other employees. In approximately 2001, soon after I became a Store Manager, an employee asked me for a raise. He told me that another employee was making more than him. I told him that he was not supposed to discuss pay with other employees, and that I was going to speak to the other employee about this infraction. I then called Sterling's Human Resources in Ohio regarding the

policy. I spoke with Mary Ellen Mennett, and asked whether employees could discuss their pay with each other. Mennett replied absolutely not, that it was against company policy, and that an employee could be written up for violations of the policy.

5. Because of that policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned employees' pay during conversation, and also in my capacity as Store Manager.
6. For example, **Male Employee** was a Sales Associate at the Kay store in Mishawaka, Indiana, when I was Assistant Manager at the store. In approximately 2000, he told me he was paid \$12 or \$13 an hour. When I was a Sales Associate at the same store, just months before, I was paid only \$10 an hour.
7. A male Sales Associate at another Kay store in Indiana, whose name I cannot remember, told me that he was paid \$15 an hour. At the time he told me this I was an Assistant Manager; however, as a Sales Associate I was paid only \$10 an hour.
8. In approximately 2000, Store Manager **Male Employee** told me that he was paid \$40,000 to \$42,000 a year. He was the Store Manager immediately preceding my promotion to Store Manager at that same store in 2001. **Male Employee** was ultimately demoted for poor performance. When I became Store Manager, I was paid approximately \$32,000 or \$34,000 a year.

9. **Male Employee** was the Store Manager of the Kay store in Greenwood, Indiana. In 2001, I learned that he was paid in the upper \$40,000's or lower \$50,000's. He told my husband, Brad Bartl, how much he made, and Brad told me. Brad was the Store Manager of the Kay store in Elkhart, Indiana, at that time.
10. **Male Employee** was the Store Manager of the Osterman store in Ft. Wayne, Indiana. In 2000 or 2001, he told my husband Brad and another Store Manager, Rhonda (LNU) that he made in the upper \$40,000's. **Male Employee** had worked for Sterling previously and had been fired. His position and pay as Store Manager in 2001 occurred after he had already been fired by the company.
11. **Male Employee** was the Store Manager of the Kay store in Kokomo, Indiana, at the same time I was Store Manager of the Kay store in Mishawaka. He told me in 2002 that he was paid in the low-to-mid \$40,000's. **Male Employee** was hired from outside the company, and had previously managed a McDonald's restaurant. He was paid more despite the fact that I had been with the company for about three years, and had a strong, proven record as a manager. **Male Employee** was paid more than me even though he managed a lower-volume store than mine, based on merchandise sales. Sterling typically paid managers of higher-volume stores more than managers of stores with a lower volume of sales.
12. Near the end of my employment with Sterling, in 2004, District Manager Erin LaBranch had offered me a demotion to Sales Associate at \$13 an hour. Another male Sales Associate at the store, whose name I cannot remember, was paid \$15 an hour. He was a Sales Associate who had been demoted from Store Manager.


13. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified employees of promotional openings only if they were already interested in promoting that particular person.

14. Female employees at Sterling also experienced sexual harassment. For example, when I worked under Store Manager ^{Male Employee} [REDACTED] from November 1999 to 2001, he routinely made inappropriate sexual comments about women's bodies. For example, he would say things like, "Oh, look at that rack", referring to a female customer's breasts. I would tell him to stop, but he would smile, and then do it again.

15. I attended the Florida Managers' Meeting in 2002. There was a lot of drinking at the event, and inappropriate fraternizing between male managers and their female subordinates. For example, I saw Sterling ^{Executive(s)} [REDACTED] rub District Manager [REDACTED] on the buttocks while we all waited for dinner.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

1 day of Nov., 2008.


Donna Bartl

A 18

DECLARATION OF ANNA BATTAGLIA-LAGALANTE

1. My name is Anna Battaglia-Lagalante. I am a female, over the age of 21, who resides in St. Petersburg, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") in approximately August 2005 and left Sterling in approximately late 2006. Prior to working for Sterling, I had approximately ten years of sales experience working at Lord & Taylor.
3. I was hired by Sterling as a Sales Associate for approximately \$9.00 or \$9.50 per hour. I remained at this hourly rate for the duration of my employment with Sterling despite receiving my Diamontology certificate while at Sterling and working there for well over a year. I worked at Kay Jewelers, Store 367, in Tyrone Square Mall in St. Petersburg, Florida for over a year, and was then transferred to a Marks & Morgan store, also in Tyrone Square Mall in St. Petersburg, Florida, in mid to late 2006.
4. At Marks & Morgan, the Store Manager, Jill Fundora, approached me and told me that she wanted to train me to be the Assistant Manager. I told her I was interested in the promotion, but wanted to know if I would be paid more for occupying the Assistant Manager position and assuming the additional responsibilities and duties associated with the position. Fundora said she did not know and would have to get back to me. After she consulted whomever was responsible for making the decision, she informed me that I would not receive a pay raise for assuming the Assistant Manager position. Due to Sterling's unwillingness to increase my hourly rate for assuming the position of Assistant Manager, and assuming all the additional responsibilities and duties that came with the

position, I declined to accept the position. Discouraged with Sterling's refusal to provide me with a raise after working there over a year, and its refusal to increase my pay if I assumed the Assistant Manager position, I left Sterling shortly after it refused to increase my pay if I assumed the Assistant Manager position to work for Friedman's Jewelers as a Sales Associate for \$10 per hour, a higher hourly rate than Sterling was willing to offer me as an Assistant Manager. I was later recruited by Dillard's (also in the Tyrone Square Mall, St. Petersburg, Florida) to be the Assistant Manager of their fine jewelry department at an hourly rate of \$12.50 per hour, three or more dollars per hour than Sterling was willing to pay me to occupy the Assistant Manager position at its Marks & Morgan store in the same mall.

5. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. My Assistant Manager at Kay's, **Female Employee** informed me of this policy while I was working at Kay's. Because of this policy, it was generally difficult for women to identify instances where we were paid less than male employees performing the same job. However, I believe that women were paid less than male employees performing the same or similar jobs at Sterling. For example, I believe that a male Sales Associate named **Male Employee** who was hired after me at Kay's, Store 367, was paid more than me and many other female Sales Associates in that store. My understanding was that **Male Employee** was working at a kiosk in the mall prior to being hired by Sterling.

6. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and

promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Rather, Sterling utilized a “tap-on-the-shoulder” method of promoting. Because of the manner in which promotions were made at Sterling, employees would not necessarily know if a management position was opening and there was never an opportunity to apply for the position. For example, **Female Employee** the Assistant Manager at Kay’s, Store 367, was an excellent manager who taught me almost everything I know about the jewelry industry and essentially ran Store 367. It was well known that she wanted to be promoted to Store Manager and given her own store, but there was never a Store Manager position posted that she could apply for. Rather, she had to wait for Sterling upper management, who had known for some time that she very much wanted to be promoted to a Store Manager position, to tap her on the shoulder to assume a particular Store Manager position.

7. During my employment at Sterling, I observed that males were promoted over equally or more qualified females, and that males were typically promoted faster than equally or more qualified females. For example, although **Female Employee** had worked for Sterling for over 10 years, occupied the Assistant Manager position at Store 367 for several years, and had repeatedly expressed her interest in being promoted to Store Manager, it took Sterling several years before it finally promoted her from Assistant Manager to Store Manager. In contrast, Sterling promoted **Male Employee** who I believe was much less qualified and certainly had no where near the tenure with Sterling that

Female Employee had, to Assistant Manager and then to Store Manager at a much faster rate than

Female Employee

8. While employed by Sterling, I also observed inappropriate behavior and sexual harassment by male upper management. For example, [REDACTED] District Manager [REDACTED] [REDACTED] (male), would look me and other female Sales Associates with whom I worked up and down, stare at our breasts and rear ends, get very close in our personal space, and even reach into our shirts to stick tags back in. All the female Sales Associates with whom I worked, including myself, would talk about what a pervert [REDACTED] was. However, we were also afraid of him. He was our District Manager, and we felt our jobs were in his hands. I never complained while employed by Sterling of this inappropriate behavior for fear of retaliation. I was a single mother at the time and could not afford to lose my job or have my hours or pay cut.

9. Female Sales Associates were also encouraged to dress provocatively to increase our sales. It was routine, especially around the Christmas season, for female Sales Associates to wear little mini skirts and plunging necklines.

10. Several months ago, I received a letter from Sterling with a document attached which Sterling alleged was a declaration signed by me on May 21, 2006. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had “signed a declaration under oath,” and notified me that it had “attach[ed] a copy of [my] declaration for [my] convenience.” Sterling then alerted me that attorneys for the women who filed the arbitration complaint might contact me to discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a “Christina Janice at (303) 665-6168” if I had any “concern[s] about how [I was] being treated by either [Sterling] or attorneys representing individuals suing [Sterling] in

relation to this matter.” Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

11. I found the language in Sterling’s letter telling me that I had signed the attached declaration under oath intimidating because I did not recall ever seeing or signing the declaration it referenced in and attached to its letter. Furthermore, I do not recall being interviewed by any Sterling attorney or representative regarding this declaration or the statements contained therein. When I received the declaration from Sterling in the mail several months ago and read it, it was the first time I had ever read this declaration.

12. Furthermore, there are statements in the Sterling declaration that are not accurate. For example, in contrast to what is stated in paragraph 6 of the Sterling declaration, I do not believe I was fairly paid or that my pay rate and incentive were set without regard to gender. As previously explained, I believe **Male Employee** was paid a higher pay rate than I was because he is male. Further, I believe I should have received a raise after becoming Diamontology certified and working for Sterling for over a year, and should definitely have been offered an increase in pay if I assumed the Assistant Manager position at Marks & Morgan that was being presented to me. In contrast, I believe Sterling provided **Male Employee** a male, with an increase in pay upon promoting him to Assistant Manager. In addition, I did complain about Sterling refusing to increase my pay to my Assistant Manager, **Female Employee** and her response was that she understood how I felt, because Sterling had been failing to promote her to a Store Manager position for years despite her tenure with Sterling, her performance, and her desire to be promoted, and was essentially having to perform Store Manager duties without Store Manager pay. My understanding

was that [Female Employee] complained to [redacted] about not getting paid what she should and not being promoted to Store Manager to no avail.

13. Paragraph 7 of the Sterling declaration is also not accurate. I believe [redacted] [Female Employee] would have been promoted to Store Manager much sooner if she was male, as demonstrated by the much faster rate at which Sterling promoted [Male Employee] to Store Manager.

14. Paragraph 19 of the Sterling declaration is also not accurate as I do not recall being interviewed for the Sterling declaration or providing the information contained in the declaration to anyone, and do not recall ever seeing or reading the Sterling declaration prior to Sterling attaching it to a letter it sent me several months ago. Further, I cannot say I was provided with a full opportunity to carefully review the Sterling declaration at the time it was purportedly signed by me or to make any corrections or additions as I do not recall being interviewed for the declaration, nor do I recall anyone ever providing me with the declaration, explaining to me what it was, asking me to review it, or providing me with an opportunity to do so.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 28 day of January, 2013.


Anna Battaglia-Lagalante

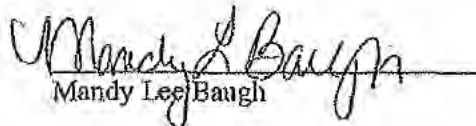

A 19

DECLARATION OF MANDY LEE BAUGH

1. My name is Mandy Lee Baugh. I am a female, over the age of 21, who resides in Valparaiso, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1996 as a seasonal sales associate at the Osterman Jewelers store in the Southlake Mall in Merrillville, Indiana. I continued in the position for about one year. I returned to work for Sterling in approximately 1999 as a full time sales associate in the same store. In approximately 2001, I became an Assistant Manager in that store and continued in that position until 2005 when I became a Store Manager at Kay Jewelers in the same South Lake Mall. Sterling terminated my employment on July 19, 2007, while I was on my second day of sick leave after undergoing treatment for cancer.
3. While at Sterling I consistently met or exceeded my sales goals.
4. When I was first hired, my Store Manager told me that it was company policy that I was not to discuss my pay with anyone. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job.
5. In about 2003, while I was an Assistant Manager, I learned that a male Sales Associate that I supervised, [Male Employee] was paid a higher hourly rate than I was paid as his Assistant Manager. [Male Employee] confirmed that he was paid approximately \$17 an hour as a Sales Associate, while I was earning only approximately \$10 to \$11 an hour as his Assistant Manager. Although Mrock had formerly served as a Store Manager, he had been demoted to a Sales Associate position and his job duties while I worked with him were similar to other Sales Associates that I supervised. In addition, my standards were higher than [Male Employee]s.

6. I complained to District Manager Jane Burke that as an Assistant Manager I was being paid less than a male Sales Associate whom I supervised. She said "there was no more money to be had," and refused to increase my pay.
7. In approximately 2004 or 2005, while I was an Assistant Store Manager, I learned that a male Sales Associate that I supervised, [Male Employee] was paid a higher hourly rate than I was paid as his Assistant Manager. I learned that [Male Employee] was earning approximately \$18 to \$19 an hour as a Sales Associate, while I was earning only approximately \$13 an hour as his Assistant Manager. Although [Male Employee] had formerly served as a Store Manager, he had been demoted to a Sales Associate position and his job duties while I worked with him were similar to other Sales Associates that I supervised. In addition, my standards were higher than [Male Employee]'s.
8. In 2005, when I became a Store Manager at Kay Jewelers, I replaced [Male Employee]
9. Soon after I became a Store Manager, I had a conversation with [Male Employee] at the mall in which he told me that while he was a Store Manager, Sterling had paid him a base salary that was approximately \$5,000 a year more than I was paid in that same position. The store was a higher volume store when I was the Store Manager than it was when [Male Employee] was the Store Manager. In addition, my standards were higher than [Male Employee].
10. I believe I was equally if not more qualified for the position than [Male Employee] yet Sterling paid me less to perform the same job duties because I am a woman.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 2 day of June, 2009.


Mandy Lee Baugh

A20

DECLARATION OF NATALYN BELANGER

1. My name is Natalyn Belanger. I am a female, over the age of 21, who resides in Colby, Wisconsin. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in August 2006, as a Sales Associate at the JB Robinson store in the West County Mall, in St. Louis, Missouri. I continued in that position for about three weeks, when I was promoted to Third Key at that same store. I continued working as Third Key until May 2007, when I left the company.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Jared Williams when I started working for Sterling that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
4. For example, [REDACTED] was hired as a Sales Associate at the JB Robinson store in the West County Mall, in February 2007. He told me around that time that he was paid \$14.75 an hour. At that time, I was paid \$13.50 an hour as Third Key, a position higher than Sales Associate. Additionally, I had a year's experience working as a Sales Associate at Zales Jewelers. I had also earned a B.S. in Marketing & Sales from Missouri State University, in Springfield, Missouri, in 2006. When I learned that [REDACTED]

was paid more than me, I complained to Store Manager John Peek, but he did not give me a raise.

5. In March 2007, Sales Associate ^{Male Employee} [REDACTED] was paid \$14 an hour. I learned his pay in conversation with other employees. At that time I was paid \$13.50 an hour as Third Key, a position higher than Sales Associate.
6. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific management openings.
7. I was interested in management positions at Sterling from the beginning of my employment with the company. I received recruiting calls in 2006 from Sterling, and I told the callers that I was only interested in management positions. Eventually, I was interviewed by District Manager Jared Williams in August 2006. I told Williams during my interview that I wanted to be a Store Manager. I said that I was willing to start as Assistant Manager. Williams told me that Sterling did not usually hire someone into management off the street, but that if I made my numbers I would be in management in six months.
8. I started as a Sales Associate in August 2006. At that time, the store's Assistant Manager was out on medical leave. In August she came back, but worked only a few days or a week before she quit. After she quit, I told Store Manager John Peek that I wanted the Assistant Manager position. He said, "We'll see, let's get you the key first," meaning a

promotion to Third Key. When I was promoted to Third Key, Peek said he would start training me for the Assistant Manager position. I never was promoted to the Assistant Manager position; instead, I was passed over for this promotion in favor of three less-qualified males.

9. Male Employee started as a Sales Associate at the JB Robinson store in which I worked about two weeks after I began there. He had worked for Sterling at a store in the Atlanta area. A few weeks after Male Employee started, Regional Vice President Joe Gifford visited our store. He took Swift out of the store to talk. I asked Store Manager Peek what they were doing, and he told me that Gifford was interviewing Swift for the Assistant Manager position. I was not interviewed. Sterling promoted Swift to Assistant Manager that day.
10. I complained to Peek about being passed over for promotion, and for not even being interviewed. When I asked him why Male Employee was promoted, Peek said that he did not know, and that Swift's numbers were "not that good" in Atlanta. I saw Male Employee performance numbers at our store—they were available for all employees to see—and he had met only two of Sterling's six performance standards at the time he was promoted.
11. Male Employee tenure as Assistant Manager was problematic. Some times he did not show up for his shift and did not call in. Other times he left hours early, sometimes leaving only one person in the store, which was a violation of Sterling policy. Male Employee sometimes opened the store late, which resulted in \$500 fines from the mall in which our store was located. He quit after two weeks as Assistant Manager.
12. After Male Employee quit, around October 2006, I again told Peek that I wanted to be promoted to Assistant Manager at the store. He put me off. Our store went without an Assistant Manager during October and November. During that time I performed the tasks of the

Assistant Manager, such as doing the scheduling, and the shipping, receiving, and transfers of merchandise.

13. After Thanksgiving 2006, ^{Male Employee} came into our store and said hello to Store Manager Peek. They were friends, and when ^{Male Employee} told him he needed a job, Peek hired him immediately as a Sales Associate. After two weeks, Marks was promoted to Assistant Manager. I again complained to Peek about getting passed over for promotion.
14. Around the end of January or early February 2007, ^{Male Employee} quit. Again, our store was left without an Assistant Manager during February and March. During that time I again performed the Assistant Manager's duties.
15. During this time, I heard talk around the store that Sales Associate [REDACTED] was going to be promoted to Assistant Manager at our store instead of me. This was very upsetting, as I had been passed over twice before in favor of less-qualified male employees. Additionally, before [REDACTED] was hired in January or February 2007, I overheard a conversation between District Manager Jared Williams and Store Manager John Peek regarding [REDACTED]. Williams said that he had heard some bad things about [REDACTED], and that he had been fired from Zales and Whitehall Jeweler's for sexual harassment. I heard Peek push for hiring [REDACTED], saying that he was a good seller. [REDACTED] was later hired as a Sales Associate.
16. Within a week of beginning employment at our store, [REDACTED] sexually propositioned me, offering to be my "guy on the side." I declined his offer. That same week he tried to hug me after he had walked me out to my car in the parking lot one night after work. Again, I told him that I was not interested.

17. I learned that [REDACTED] sexually harassed other female employees at the store. He began dating Sales Associate [REDACTED]. Their relationship lasted a few weeks before [REDACTED] ended it. [REDACTED] did not take this well. He would corner [REDACTED] in the back room and demand that she kiss him before he would let her pass by. On the sales floor he would touch [REDACTED] on her thigh or butt, behind the counter. [REDACTED] told me all of this in conversation at the time.
18. I complained to Store Manager Peek about [REDACTED]'s behavior, and told Peek what [REDACTED] had told me. I told him that I knew [REDACTED] had been fired for sexual harassment from other jewelry stores. However, Peek dismissed my complaints saying that [REDACTED] was just jealous because [REDACTED] had a girlfriend.
19. [REDACTED] was another Sales Associate at the store. She told me of an incident at a party in which [REDACTED] grabbed her and tried to kiss her. She was too scared to complain to our Store Manager about [REDACTED]'s behavior.
20. [REDACTED] and [REDACTED] complained to me about [REDACTED]'s behavior, and I urged them to call Sterling's TIPS line. In March 2007, I called TIPS and complained about [REDACTED]'s behavior, Peek's lack of response to our complaints, all after hiring a male they knew was fired from Zales for sexual harassment. I also told the TIPS operator of other company policy violations by [REDACTED]—he kept the safe combination in his cell phone, he left work for hours but did not clock out, and that I suspected he had stolen \$20 that was missing. I also said that other female Sales Associates from our store may be calling.
21. Both [REDACTED] and [REDACTED] told me that they also called the TIPS line, and relayed their experiences with [REDACTED].

22. Weeks went by and I heard nothing. I was not called back by the TIPS operator, or questioned by anyone from Sterling's Human Resources regarding my complaints. I then asked Peek what had happened, and he told me that Human Resources told him that [REDACTED] had explained his side of the story, and that the three female employees were just jealous that [REDACTED] did not want them.
23. It was after this I heard that [REDACTED] was going to be promoted to Assistant Manager at our store. I told Peek that if I was passed over for promotion again, and [REDACTED] was promoted to Assistant Manager, I would leave the company. Peek told me that he was pretty sure that [REDACTED] was getting the promotion.
24. Soon after, I obtained a position with Zales, and left Sterling in May 2007.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 26 day of February, 2009.

Natalyn Belanger
Natalyn Belanger

A21

DECLARATION OF SALLY BELL

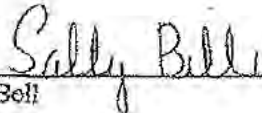
1. My name is Sally Bell. I am a female, over the age of 21, who resides in Maryland Heights, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in August 2005 as a Sales Associate at the Kay's store in the Crestwood Mall in St. Louis, Missouri. I worked in that position for approximately 2 to 3 weeks until September 2005 when I became Store Manager of the JB Robinson store at the Mid Rivers Mall in St. Louis, Missouri. As Store Manager, I earned approximately \$35,000 per year. I held this position until February 2006.
3. In February 2006, I transferred to the JB Robinson Store in West County Mall in St. Louis, Missouri and became the Assistant Manager. I held that position until October 2006 when I transferred as an assistant manager to the JB Robinson store in the South County Mall in St. Louis, Missouri. I held that position until March 2007. From March 2007 until January 2008, I held the position of sales associate at the JB Robinson store in the South County Mall.
4. In January 2008, I became the assistant manager of the Kay's store in the Northwest Plaza Mall in St. Louis, Missouri. I currently hold that position and earn approximately \$14.25 per hour.
5. During my employment with Sterling, I observed that Sterling has a policy prohibiting its employees from discussing their pay. I was instructed by my supervisors that employees are not to discuss their pay with other employees, and that it was grounds for discipline.

Because of Sterling's policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.

6. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Instead, employees only heard about promotional openings through word of mouth, or after they were filled.
7. I was interested in promotions from the beginning of my employment with Sterling. I expressed this interest to my District Manager.
8. In August 2008, I heard that my Store Manager, [Male Employee], was transferring to another store owned by Sterling Jewelers. Although I was the assistant manager of the store, I was not formally informed by my supervisors of [Male Employee] transfer and instead heard about it through word of mouth. No job vacancy was posted for the Store Manager vacancy.
9. When I heard about the job opening, I informed the district manager, Jarred Williams, of my interest in being promoted to the Store Manager position. Mr. Williams conducted a phone interview with me; however, I believe that had I not heard about the job vacancy and pursued it, I would not have been provided the opportunity to apply for the Store Manager vacancy. [Male Employee] was selected to become the Store Manager even though he was equally or less qualified than me.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 30th day of April, 2009.


Sally Bell

A22

SUPPLEMENTAL DECLARATION OF SALLY BELL

1. My name is Sally Bell. I am a female, over the age of 21, who resides in Maryland Heights, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein. This declaration supplements the previous declaration I executed on April 30, 2009.

2. I worked for Sterling Jewelers, Inc. ("Sterling" or "Company") from approximately August, 2005 until May, 2009 (however my last day of work was approximately September 14, 2008, after which I was out on Family Medical Leave Act). During my tenure with Sterling, I occupied the positions of Sales Associate, Assistant Manager, and Store Manager and worked in Kay Jewelers and JB Robinson stores in Missouri (typically in the St. Louis area).

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rates of pay with other employees. In fact, in manager's meetings, my District Manager at the time, Jarred Williams, directed me and the other managers he supervised that employees were prohibited from discussing their pay with each other. Because of that policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job. As Assistant Manager, I was not made aware of employees' pay rates. When I occupied the position of Store Manager, the guidelines for pay were set out by Sterling upper management, and I would have to get the pay for any employee I managed approved by Sterling, through my District Manager.

4. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and

promotional opportunities were not posted via a formal job posting system. Instead, employees only heard about promotional openings through word of mouth, or after they were filled. In addition, until about 2007, there was no formal system in place for employees to register their interest in being promoted. When Sterling came out with an intranet system in about 2007 for employees to register their interest in being promoted, I never received any training on it, nor to my knowledge did Sterling ever notify me of the new system or send me any memoranda explaining its purpose or how it worked.

5. In addition, I experienced that less or equally-qualified males were promoted instead of me. In approximately late 2006/early 2007, while working at the South County JB Robinson store in St. Louis, Missouri as the Assistant Manager, a male, **Male Employee** was hired as a part-time Sales Associate. I helped train **Male Employee**. In 2007, I heard from **Male Employee** that the Store Manager position at the Lake St. Louis Store (which I believe was a Kay's store) was opening. This position was never posted, and I am not sure how Mr. Hammond was made aware it was opening. **Male Employee** also told me that he had registered his interest for promotion online. This was the first time I can recall ever being made aware that Sterling had an online system for employees to register their interest in being promoted, and I am not sure how **Male Employee** was made aware of it since I had been working for Sterling much longer than he had. I was interested in being promoted to Store Manager and was interested in the Store Manager position at Lake St. Louis, and so I registered my interest in promotion online as well. Even though **Male Employee** had only been working as a Sales Associate for Sterling for approximately one year, and despite having no management experience at Sterling, Sterling promoted **Male Employee** to Store Manager of the Lake St. Louis Store instead of

me. I was much more qualified for the position. I had been with Sterling since 2005, had more prior sales experience than [Male Employee]¹ had helped train [Male Employee] had Store Manager experience with Sterling and was currently an Assistant Manager, and had consistently received monthly awards from Sterling for meeting my standards. Instead of promoting me to Store Manager, Sterling gave me a lateral transfer to work as the Assistant Manager at the NW Plaza Store (a Kay Jewelers store).

6. I was also passed over for a promotion to Store Manager again in 2008, a position which Sterling filled with a less or equally-qualified male. In 2008, at the Kay Jewelers NW Plaza store, [Male Employee] was the Store Manager and I was the Assistant Manager (I had been Assistant Manager at that store since January 2008). The store was doing very well under our management. Unbeknownst to me, [Male Employee] was leaving the Store Manager position and Sterling was aware the Store Manager position would be opening. Sterling never posted the position and never inquired with me regarding my interest in being promoted to the position despite the fact that the store was doing well under my and [Male Employee]'s management, and that I had previously registered my interest in being promoted to Store Manager. Instead, I found out [Male Employee] was leaving Sterling (the day before he left) from my daughter, Amanda Servais, who also worked for Sterling at the Kay Jewelers store in West County (St. Louis, Missouri). The day I was made aware the Store Manager position would be vacant (on about August 14, 2008), I called my District Manager, Jarred Williams, and asked him if the Store Manager position was opening. He confirmed it was opening, and I told Mr. Williams that I was interested in the position and wanted to be considered for it. I then asked Mr. Williams if the position

¹ I had approximately 3-5 years of experience in jewelry sales and 10-15 years experience in sales prior to coming to work for Sterling.

had been filled, to which Mr. Williams responded, "no." Mr. Williams then hesitantly proceeded to interview me on the phone for about 10-15 minutes. However, instead of promoting me to Store Manager of the store I was already managing, Sterling promoted a male, [REDACTED], to the Store Manager position and asked me to train him. Mr. [REDACTED] was an Assistant Manager at the [REDACTED] Kay Jewelers store (where my daughter, Amanda Servais, worked) prior to being transferred to the [REDACTED] store and taking the Store Manager position. Mr. [REDACTED] had no experience as Store Manager and did not know the [REDACTED] store, whereas I had previous experience working as a Store Manager with Sterling and had been managing the [REDACTED] store as the Assistant Manager since January 2008.

7. After Mr. [REDACTED] came to the [REDACTED] Kay Jewelers store and assumed the position of Store Manager, I discovered that Sterling had promoted Mr. [REDACTED] to the position prior to my August 14, 2008 telephone interview with District Manager Jarred Williams. Mr. [REDACTED] was scheduled to be off on vacation for a period of time in September 2008, and had marked on the store calendar/schedule that his time off had been approved by Mr. Williams on August 5, 2008, nine days prior to my "interview" for the position.

8. I also observed instances of sexual harassment and inappropriate behavior by male management at Sterling toward female employees. For example, while working as a Sales Associate at the JB Robinson [REDACTED] Store in approximately March or April 2007, Executive(s) [REDACTED] came to visit the store. Sterling had recently filled the Assistant Manager position with [REDACTED], a young, attractive woman with a large chest. When District Manager [REDACTED] introduced Ms. [REDACTED] to [REDACTED], he stated to [REDACTED], "look at my hot new Assistant Store Manager!" In addition, in about 2008, [REDACTED] (Store Manager of the Kay's [REDACTED])

█ store) began having an intimate relationship with one of the part-time Sales Associates that worked under him, █. █ was a tall, thin blond who also worked as a pole dancer at a local gentlemen's club. On one occasion, my sister, Diana Travis, who also worked for Kay's █ store as a part-time Sales Associate, observed that █ and █ went into the store bathroom together and remained in there for approximately 45 minutes with the door locked. As a result of engaging in this clandestine intimate relationship with our Store Manager, █ appeared to receive special treatment. For example, █ would typically come into work when she felt like it and not clock out for her breaks. She also would berate me and be verbally abusive with me at work, calling me a "worthless piece of shit," and nothing was ever done about it.

9. During my tenure with Sterling, I also observed that males were treated better or with less exacting standards than females at Sterling. For example, when █ became the Store Manager at the Kay Jewelers Store at the █, merchandise began disappearing from the store. I was █ Assistant Manager, and had been the Assistant Manager to the previous Store Manager, █. When Mr. █ was Store Manager, we always had almost perfect audits. However, as Store Manager, █ was not making sure piece counts were done, and merchandise was disappearing and the audits showed missing merchandise under his management. Also, █ was regularly opening the store late and closing the store early, which was against Company policy. He was also falsifying time cards. In April 2008, in a conversation and also via email, I notified our District Manager, Jarred Williams, of all of these issues. In June, 2008, I also notified our Regional Vice President, Joe Gifford, of these issues related to

██████████. However, nothing was done. In contrast, when I was accused of allegedly not putting ██████████ on the schedule in retaliation for not liking her, I was written up by my District Manager Jarred Williams, and Store Manager ██████████, even though I was not the one who made the schedule and was not the one who left ██████████ off of the schedule. ██████████ was the one who made the schedule. When I advised Mr. Williams that I did not want to sign the write-up without an attorney present, Mr. Williams told me I had to sign it then and there, and that I could not have an attorney present. I was also written up for interrupting ██████████ when she was speaking to someone from whom she claimed she was obtaining a credit application, whereas ██████████ received no write-ups or any disciplinary action that I am aware of for any of the much more severe infractions identified above.

I declare under penalty of perjury that the foregoing Supplemental Declaration is true and correct. Signed this 21ST day of September 2012.

Sally Bell
Sally Bell

A23

DECLARATION OF GLORIA DIANNE BLAKE

1. My name is Gloria Dianne Blake. I am a female, over the age of 21, who resides in Oakland, Tennessee. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment at Sterling Jewelers Inc. (“Sterling”) as a Sales Associate in approximately August 1989 at Belden, store number 268, located in Champlain Centre North in Plattsburgh, New York. In approximately October 1991, I transferred as a Sales Associate to store number 788, located in the Fashion Show Mall in Las Vegas, Nevada, and I was promoted to Assistant Manager in approximately June 1998 at this location. I transferred as Assistant Manager in approximately September 2000 to Kay, store number 1526, located in Greenwood Mall in Bowling Green, Kentucky. I was transferred as Office Manager in approximately February 2001 to Kay, store number 1505, located in Rivergate Mall in Goodlettsville, Tennessee. I was promoted back to Assistant Manager in approximately July 2001 at Kay, store number 329, located in Coolsprings Galleria in Franklin, Tennessee. I was promoted to Store Manager in approximately October 2001 at Marks & Morgan, store number 1965, located in Hickory Ridge Mall in Memphis, Tennessee. I transferred as Store Manager in approximately March 2003 to Kay, store number 1575, located in Oak Court Mall in Memphis, Tennessee. When I returned from neck surgery in approximately August 2003, I transferred as Sales Associate to Kay, store number 1510, located in Hickory Ridge Mall in Memphis, Tennessee. In approximately January 2004, I transferred as Sales Associate to Marks & Morgan, store number 1965, located in Hickory Ridge Mall in Memphis, Tennessee. In approximately March 2004, I transferred as Sales Associate to Kay, store number 790, located at Wolfchase Galleria in

Memphis, Tennessee. In approximately May 2004, I transferred as Sales Associate to Marks & Morgan, store number 1965, located in Hickory Ridge Mall in Memphis, Tennessee. In approximately June 2004, I transferred as Sales Associate to Kay, store number 790, located in Wolfchase Galleria in Memphis, Tennessee. I was promoted to Assistant Manager in approximately August 2004 at Kay, store number 1575, located in Oak Court Mall in Memphis, Tennessee. In approximately June 2005, I transferred as Assistant Manager to Kay, store number 1510, located in Hickory Ridge Mall in Memphis, Tennessee, and was promoted to Store Manager in approximately July 2006 at this location. After a tornado destroyed store number 1510 in February 2008, I transferred as Store Manager to Kay, store number 1575, located in Oak Court Mall in Memphis, Tennessee. In approximately April 2011, I transferred as Sales Associate to Kay, store number 782, located in Old Hickory Mall in Jackson, Tennessee and remained at this location until I was terminated in November 2011.

3. I was aware of Sterling's policy which prohibited employees from discussing pay.

4. In August 2000, I interviewed for an Assistant Manager position at Kay store number 1526. During the interview, District Manager James Wilson asked me why I wanted to transfer from Las Vegas to his district in Tennessee. I explained to him that I recently divorced and wanted to live near my relatives in Tennessee. Mr. Wilson asked me if I expected to receive a divorce settlement, and I acknowledged that I did expect a settlement. He then told me that my divorce settlement would probably be half of my ex-husband's retirement. When the discussion turned to my salary, Mr. Wilson told me that he would only pay me \$26,000 per year because my divorce settlement could supplement my income. At the time, I had worked at Sterling for approximately 10 years, and I was

astonished that my marital status was used to determine my pay rate instead of my work performance. I believe male Assistant Managers with less tenure at Sterling were paid more than I was paid, and he used my divorce settlement to justify paying me less than he would pay a male Assistant Manager.

5. At Sterling, women were paid less than men for doing the same or similar work. I learned of this during the years I worked as Store Manager and Office Manager (from approximately 2001 until 2003 and 2006 until 2011), when I had access to the biweekly payroll run, which included employees' name and pay rate. The payroll run along with store merchandise was mailed to each store from Sterling's corporate office. I observed that male employees were typically paid more than female employees for doing the same or similar work.

6. As Store Manager, I did not have the authority to set pay. When District Manager Waltchack hired female employees he would typically offer them a lower rate than he would offer male employees. When I questioned him on why female employees were offered less than male employees hired in the same position, he told me he had to follow the guidelines of Sterling's Wage Rate Generator ("WRG"). Although Mr. Waltchack explained that the WRG provided him with three rates he could offer a new hire, he did not explain how he chose between those three possible rates. I never complained about the pay disparities, but there were instances in which I persistently asked Mr. Waltchack to pay a female employee a rate equal to that of a male employee in the same position, but he typically refused.

7. In 2008, I learned from Assistant Manager Patrick Cotham at store number 1575 that he was paid the same as I was paid as a Store Manager. In addition to being in a

higher position than Mr. Cotham, I had been employed at Sterling for almost 20 years, and he had only been at Sterling for about three years at the time.

8. At Sterling, promotion opportunities were not posted in the store. Employees often found out about opportunities to advance when the District Manager singled out the employee he chose to promote.

9. Promotion opportunities at Sterling were easier to obtain for male employees than for female employees. For example, in late 2005 I observed from reading the employee standards that District Manager Dan Waltchack would email to each store that Assistant Manager **Male Employee** at store number 790, had low standards. In fact I recall that his standards were at or around 2 of 6 only a month or so just prior to being promoted to Store Manager at store number 2628. I never witnessed a female employee with standards so low be promoted so quickly to Store Manager. In fact, I had to wait over 10 years before I was promoted to Store Manager, but **Male Employee** obtained a promotion after being at Sterling only four years and even with subpar performance. At the time Mr. **Male Employee** was promoted, I had again expressed my interest in promotion to District Manager Dan Waltchack. He provided me no credible reason for my rejection.

10. Female employees were disciplined more severely than male employees at Sterling. For example, in approximately 2000 a female Sterling employee told me that she and District Manager **Male Employee** were having a sexual affair and he paid for her to get breast enhancements, liposuction, and a face lift. I later learned that they also had gone to **Male Employee** together. When Vice President of Regional Operations John Liebler learned about the affair, he relocated the female employee to another district, but **Male Employee** was allowed to remain as District Manager and was not relocated. Not long after

the female employee was relocated, [REDACTED] began another affair with a female Sterling Store Manager. Stories of [REDACTED] sexual misconduct extended into other Sterling stores as well. Other female employees told me they had sex with [REDACTED] because they wanted to advance at Sterling and felt this was a way to ensure their promotion. For example, at store number [REDACTED] in approximately 2003 three female employees would discuss how they would party at strip clubs with District Manager [REDACTED] and then return to [REDACTED] hotel room and have group sex together. They said this would occur almost every time [REDACTED] visited the store, which was typically at least once a month. These women believed that having sex with the District Manager ensured that they would be promoted into management at Sterling. I am not surprised that female employees at Sterling believed having sex with their superior would open the door to promotional opportunities. From the early 1990s, [REDACTED] and [REDACTED] crafted a culture at Sterling that reinforced and rewarded sexual promiscuity among Sterling employees. From the stories I heard throughout my over 20 years of employment, [REDACTED] was womanizing and preying on female employees throughout his rise to the top of the company. It is no surprise that the male Managers beneath him followed his lead and preyed upon the female employees within their reach as well.

11. Sexual misconduct was not limited to Sterling stores, it was also displayed at company meetings. I attended the Florida Managers' Meeting (Annual Managers' Meet [REDACTED]) at least five times as a Store Manager from approximately 2001 until 2010. Sterling provided ready access to alcohol throughout the Conferences, and it was common practice and expected that male and female Managers would drink excessively together. At the first Annual Managers' Meet [REDACTED] attended I was awakened to my roommate having sex in the bed next to me with Store

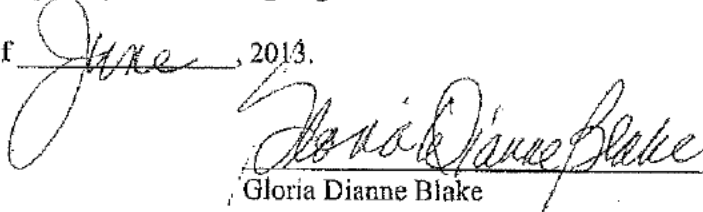
Manager [REDACTED] from store number [REDACTED]. The next day, I complained to District Manager [REDACTED] and requested a room change because I did not want to be exposed to the sexual behavior that occurred the night before. He merely laughed and did not allow me to change rooms. At [REDACTED] Annual Managers' M[REDACTED] in 2003 or 2004, I witnessed District Manager [REDACTED] drinking excessively with female Managers during the meeting. While waiting at the airport after [REDACTED] Annual Managers' M[REDACTED] that year, I overheard [REDACTED] loudly boasting to a couple male Sterling Managers that he had sex at [REDACTED] Annual Managers' M[REDACTED] with female Managers.

12. I met [REDACTED] in the 1990s when [REDACTED] [REDACTED] hosted wild parties that involved lots of alcohol and sex at the [REDACTED] in [REDACTED]. At the time, I worked at store number [REDACTED] which was located on the [REDACTED] [REDACTED] near the [REDACTED] and it was common for Sterling employees who were visiting the area to also visit my store. I had countless conversations with Sterling Store Managers and District Managers who were visiting [REDACTED] and had attended the wild parties hosted by [REDACTED] and [REDACTED] [REDACTED] at the [REDACTED] [REDACTED] and [REDACTED] would visit store number [REDACTED] when they were in [REDACTED] for different jewelry shows, such as Jewelers Week. Almost every time they were in the area, which seemed to be a few times a year, they would bring an entourage of people to the store, including Sterling female Store Managers. Other Sterling Store Managers and District Managers told me these parties "were on company money," meaning [REDACTED] and [REDACTED] were using Sterling's funds to host these wild parties. Some of the female Sterling Store Managers and District Managers who attended the parties told me that both [REDACTED] and [REDACTED] drank alcohol excessively and had sex with female Sterling Store Managers and District Managers at the parties. Other Sterling Store Managers and District Managers also told me that the female employees and

Managers who attended these parties and had sex with [REDACTED] and [REDACTED], would often be promoted shortly thereafter. In fact, I recall meeting one of the female Store Managers, [Jane Doe 1], who visited store number [REDACTED] with [REDACTED] and [REDACTED]'s entourage when they were in town to celebrate [REDACTED]'s birthday. Shortly after I saw [Jane Doe 1] with [REDACTED] and [REDACTED]'s entourage, she was promoted to District Manager. I heard from other Store Managers that she was promoted because she had sex with him at the party. [REDACTED] had a well-known reputation throughout Sterling for being a womanizer who preyed on female Managers and sales employees. I learned about his reputation from other Store Managers who were familiar with him. From the time I observed [REDACTED] visiting the [REDACTED] strip with his entourage in the 90s and throughout my over 20 years at Sterling, his womanizing reputation never changed up

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 10th day of June, 2013.


Gloria Dianne Blake

A24

DECLARATION OF LAILA BLAREK

1. My name is Laila Blarek. I am a female, over the age of 21, who resides in Foxworth, Mississippi. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in September 1999, at the Kay store in the Newmarket Fair Mall, in Newport News, Virginia, as an office worker/sales associate. I continued in that position until December 1999, when I was promoted to Assistant Manager at that same store. I continued as Assistant Manager until July or August 2000, when I became an office worker/sales associate at the JB Robinson store in the Chesapeake Square Mall, in Chesapeake, Virginia. I continued in that position until September 2000, when I transferred as an office worker/sales associate to the JB Robinson store in the Patrick Henry Mall, in Newport News, Virginia. I continued in that position until June 2002, when I left the company.
3. I next worked for Sterling in November or December 2002, as an office worker/sales associate at the JB Robinson store in the Patrick Henry Mall, in Newport News, Virginia. I continued in that position until September 2004, when I left the company.
4. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by my Store Manager, Lisa Hodge, when I first started working for the company that employees were not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify

instances where they were paid less than male employees performing the same job.

5. I also observed that women suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific openings.
6. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview with District Manager Al Kramer and Store Manager Lisa Hodge.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

3rd day of February, 2009.


Laila Blarek

A25

Declaration of Christine Blum

1. My name is Christine Blum. I am a female, over the age of 21, who resides in Rockton, Illinois. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately August 2001, as an Assistant General Manager at the Jared store in Madison, Wisconsin. I continued in that position until May 2007, when I left employment with Sterling.
3. Before I began employment with Sterling, I worked for Rogers and Holland's Jewelers approximately seven years, including two years as Store Manager.
4. While I was employed by Sterling, my General Manager, Tracy Kratz, told me that employees were not supposed to talk about their pay with each other. This policy made it difficult for women to identify instances where they were paid less than male employees performing the same job.
5. During my employment with Sterling, I observed that job openings and promotion opportunities weren't posted at the store, or anywhere else employees could see them. Instead, an employee who was selected for a promotion was then notified by the General Manager or District Manager of the particular opportunity. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.

6. During my employment with Sterling I observed that decisions on promotions were made at least at the level of District Manager. In conversation with General Manager Tracy Kratz, she told me she did not promote an employee unless the District Manager told her the employee could be promoted.
7. I was interested in promotion to General Manager. I had two years experience as Store Manager for Rogers and Holland's Jewelers before I began working for Sterling. I expressed interest in promotion to General Manager Tracy Kratz. I also expressed interest in promotion to General Manager to all my District Managers: Alan Rule, Dave Jacobson, and Bruce Weimer.
8. In approximately February 2006, the General Manager, Tracy Kratz, broke her ankle and was out for about six months. During that period I successfully managed the store as acting General Manager without an Assistant General Manager to assist me. I expressed interest to District Manager Bruce Weimer in becoming the General Manager should Kratz be unable to return to duty. He replied that I was already doing the job, and did not see why I could not continue doing it. Weimer did not tell me anything that I needed to do in order to get this promotion.
9. In approximately August 2006, District Manager Bruce Weimer called and told me that the "powers that be" decided that I was not getting the promotion to General Manager. I understood Weimer to mean Sterling's Regional Vice President or above made the decision. I told Weimer that I was disappointed in being passed over for promotion and he said they were bringing in a manager from Florida to get the store headed in the right direction.

10. Sterling passed me over for promotion to General Manager in favor of [REDACTED] a less qualified male employee. [REDACTED] was an Assistant General Manager who had worked for Sterling for three to four years. In contrast, I had worked for Sterling for five years at that point, and had two years' experience as a Store Manager at Rogers and Holland's Jewelers. Furthermore, I had been successfully performing the duties of General Manager without any problems while Tracy Kratz was on medical leave. Instead of selecting me, Sterling picked a male who was not from the area and who did not have acting General Manager experience at that store. [REDACTED] was not an effective manager, and was often abrupt and brusque with employees he managed.
11. General Manager Tracy Kratz told me about the Sterling's annual Managers Meeting in [REDACTED] that she attended. Kratz described these meetings as having a big party atmosphere, where there was excessive drinking, and inappropriate sexual behavior.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

4 day of May, 2013.

Christine Blum
Christine Blum

A26

DECLARATION OF BRANDIE BONNER

1. My name is Brandie Bonner. I am a female, over the age of 21, who resides in Plantersville, TX. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately September 2006 as a Sales Associate at the Kay store number 690 in High Point, North Carolina. In approximately February, 2007, I transferred to Kay's store number 1397 in [REDACTED], Texas. At this store, I worked as a part-time Sales Associate for a few months, then as a full-time Sales Associate and finally as a Third Key Holder. My employment with Sterling ended in December, 2007.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with other employees. Because of that policy, it was difficult for women, including myself, to identify instances where they were paid less than male employees performing the same job.
4. In approximately July or August of 2007, I received a raise, but based on my performance, especially when compared with that of another male Sales Associate, Jim Maxwell, thought that it should have been much higher. I told my Store Manager, Chris Jones, that it wasn't fair that Mr. Maxwell made more than me when he didn't even meet his standards and I consistently met mine and had the highest sales volume in the store. Mr. Jones later told me that he talked to the District Manager, Susan St. Raymond, and she said that was all that they could do.

5. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system in which Sterling notified only those employees it was already interested in promoting about specific management openings. The only way to know if a management position was available was if one became available in your store or you heard a rumor through the employee grapevine of a vacancy in a different store.
6. [REDACTED] the Sales Associate, who worked at the Kay's in [REDACTED] was very derogatory towards female Sales Associates. He would frequently snap at them, although he did not do this to the male Sales Associates. I and a couple of other female employees complained to our Store Manager, [REDACTED], about the way that Mr. [REDACTED] talked to us. Mr. Jones told me that he would take our complaints to the District Manager, [REDACTED]. However, as far as I know, he was never written up and his behavior did not change.
7. The main reason that I feel confident in stating that Sterling treats female employees less fairly than male employees is because my Store Manager [REDACTED] and I committed the same Company infraction, and my employment was terminated, but he was allowed to remain employed with only a warning.
8. Mr. [REDACTED] and I became involved in a romantic relationship. Our District Manager, [REDACTED] became aware of this and sent Loss Prevention to our store to investigate our relationship and the possible impact it might have had on

the store's operation. After Loss Prevention interviewed me about this matter, they suggested I call the District Manager, [REDACTED] and ask for a transfer, which I immediately did from the phone at work. [REDACTED] said she'd have to check with her supervisor, [REDACTED]

9. The next day, when I came in to work, I was fired. Several hours later, when the Store Manager, [REDACTED], came to work, he was only given a warning about breaking the rules.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

19th day of March, 2012.


Brandie Bonner

A27

DECLARATION OF REKEITA BOYD

1. My name is Rekeita Boyd. I am a female, over the age of 21, who resides in Pittsburgh, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in April 2003, as a Sales Associate at the Kay store in the Chesapeake Square Mall, in Chesapeake, Virginia. I continued in that position for a couple of months, when I was became an Office Manager at that same store. I worked as an Office Manager for approximately a couple of months, when I became a Sales Associate at the Kay store in the MacArthur Center, in Norfolk, Virginia, in the fall of 2003. I continued in that position until approximately July 2005, when I was promoted to Assistant Manager at the JB Robinson store in the Patrick Henry Mall, in Newport News, Virginia. I continued in that position until September 2005, when I left the company.
3. While employed at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Kim Owens and Assistant Manager Phil Knight in 2003, that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. When I became Assistant Manager in July 2005, my salary was \$26,000 a year. Around this time, my old Assistant Manager Phil Knight asked me how much I

was paid. I told him I was paid \$26,000. Knight replied, "That's all?" From this I inferred that he made more than me.

5. I observed that women suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific management openings.
6. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview with Store Manager Adeline (LNU). However, Adeline did not tell me what I needed to do or learn in order to be promoted.
7. I transferred to the Kay store in the MacArthur Center, in Norfolk, Virginia, in the fall of 2003. I expressed my interest in being promoted into management to Store Manager Kim Owens and Assistant Manager Phil Knight at that time. I was interested in becoming an Assistant Manager, but our store already had one. It was difficult to learn of openings for Assistant Manager at other stores because they were not posted. I continued to express interest in becoming an Assistant Manager to Owens and Knight during my employment at that store.
8. Around July 2005, a new District Manager, Bob Griffin, was assigned to our district. I told Griffin that I wanted to transfer to another district because I felt I wasn't growing professionally in my current position. Griffin told me of an open Assistant Manager position at the JB Robinson store in the Patrick Henry Mall.

9. I became the Assistant Manager at that JB Robinson store in July 2005. Within weeks, Griffin fired the Store Manager, and I became the acting Store Manager without an Assistant Manager of my own. However, I was not given proper support while in this position. For example, Griffin refused to let the Third Key open or close the store. He also caused division between me and my staff, by discussing store business and my performance with the former Assistant Manager who still worked at the store as a Sales Associate. Because of these difficulties, I left employment with the company in September 2005.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

24th day of November, 2008.


Rekeita Boyd

A28

Declaration of Linda Boyington

1. My name is Linda Boyington. I am a female, over the age of 21, who resides in Vero Beach, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately 2000, when Sterling acquired the Marks & Morgan store in the Indian River Mall in Vero Beach, Florida, in which I worked as Store Manager. This store then became a Kay store, and I remained as Store Manager. I worked as Store Manager until approximately 2001, when I left the company.
3. I next worked for Sterling in approximately 2005, when I was hired as the Store Manager of the Kay store in the Indian River Mall, in Vero Beach, Florida. I remained in that position until 2006, when I left the company.
4. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other, and violation of the policy would result in termination. When the Marks & Morgan store at which I worked was acquired by Sterling, there was an orientation at the store and off site about Sterling's way of doing business. I was told by various Sterling managers, including my District Manager, that there was zero tolerance for employees discussing their pay among each other. My District Managers told me that as Store Manager, I had to instruct and enforce this policy with the employees I managed. Accordingly, I told employees in my store that they could not discuss their pay with each other, and that they could be terminated for doing so.

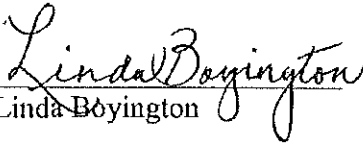
5. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. However, from discussions among Store Managers at the annual Annual Managers' Meeting [REDACTED] Annual Managers' Meeting [REDACTED] it was clear to me that female Store Managers were paid less than their male counterparts.
6. As Store Manager, I was not empowered to set the pay rates for the employees in the store. Instead, throughout my time as Store Manager, the various District Managers told me what employees in the store could be paid. I do not know if the rate was set by the District Manager, or the Regional Vice President, but it was the District Manager who told me the rate that new employees were to be paid and whether existing employees received raises.
7. For example, when a new employee was hired at the Kay store I managed, I had to call District Manager Brian Land to find out what the employee was to be paid.
8. During my employment at Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store. There was no formal process for employees to find out about openings, to express interest in such promotions, or to otherwise advance within the company.
9. During my time at Sterling, I observed that the Store Manager did not have authority to hire or promote employees. Similar to pay decisions, I would be told who was to be hired at my store, and if there was an applicant I wanted to work in my store, I could not decide this. Instead, I was told by the District Manager who was hired, and who was to be promoted in the store.

10. I attended the Annual Managers' Meeting (Annual Managers) for approximately three to four times between 2000-2001, and 2004-2005. There was excessive drinking at these meetings, and Sterling provided the alcohol. The male executives, supervisors, and upper-level managers were very flirtatious with female Store Managers. I observed such supervisors and upper level managers dance with female Store Managers in a sexual way, stand very close to them, touch them, and otherwise appear interested in them sexually.
11. I observed District Manager (Annual Managers Mee) drink and flirt with female Store Managers at the (Annual Managers Mee). He also danced with female Store Managers in a sexual manner.
12. Another male District Manager, (Annual Managers M), also appeared to pursue female Store Managers sexually at the (Annual Managers M). He was with Marks & Morgan before it was acquired by Sterling, and he was a flirt and a womanizer then. However, his behavior worsened after Sterling took over.
13. I was aware that (Annual Managers M) was a high-ranking executive at Sterling. I observed him drinking at the (Annual Managers M) and he was usually surrounded by a group of attractive female Store Managers after hours.
14. We were told that families were not allowed at the (Annual Managers). This contrasted when the store was owned by Marks & Morgan. At those annual meetings, families were allowed and encouraged, and the behavior of male executives, managers, and supervisors was professional.
15. Sexual harassment at Sterling was not limited to the (Annual Managers). For example, District Manager (Annual Managers) had a reputation among female Sterling managers as a

womanizer who pursued us sexually. When he visited my store, he made comments to me about how attractive particular female employees were, and commented on their clothing. For example, he commented on a female Sales Associate's skirt, and how short it was. He liked the younger female employees, and I observed him flirt with them in the store.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

24th day of January, 2013.


Linda Boyington

A29

DECLARATION OF LATOYA BROWN

1. My name is Latoya Brown, formerly Latoya Brown-Wells. I am a female, over the age of 21, who resides in Bessemer, Alabama. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling", "the Company") between October 1999 and 2008. I started as a Sales Associate at Marks and Morgan store #1887 in Brookwood Village Mall located in Birmingham, Alabama. After a few months, I was promoted to Third Key holder. Around 2000, I transferred to the Marks and Morgan store #625 in Central Plaza, also in Birmingham. I started as Third Key holder, and was promoted to Assistant Manager around 2002. I remained in this position until late summer 2003, when I stepped back down to a Sales Associate position for personal reasons. In September 2005, I resumed the Assistant Manager position, and in August 2006, I was promoted to Store Manager of store #625. I remained in this position until April 2007. At that time, I transferred back to Kay store #1887 in Birmingham, and worked as a Sales Associate until late July 2007. In October 2007, I returned to store 1887 after maternity leave, and I worked as a Sales Associate until 2008.
3. Prior to coming to work for Sterling, I had three years of experience in management and jewelry sales at Lorch Diamond Center, which later became West Jewelers.
4. During my time at Sterling, I was aware of a policy against discussing pay. I was told of this policy by my District Manager, Barbara Estes around the time I was

hired. Later, as Store Manager, I instructed the employees in my store to follow this policy. I believe that the policy made it difficult for female employees to identify instances where they were paid less than their male counterparts. Based on my experience at Sterling, however, I believe that women were paid less than similarly qualified male employees in the same positions.

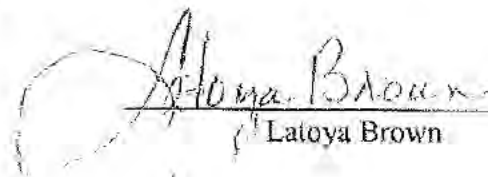
5. For example, around 2003, Store Manager Jeannine Frechette of store #625 told me that she was paid less than her husband, Store Manager Julius Winans of store #1887. Both of these stores were in the Birmingham area and were located within about 6 miles of one another. Ms. Frechette said she was paid less than him even though she had more experience at the company and had been a Store Manager longer than he had. In addition, Ms. Frechette had a stronger sales record than her husband.
6. I also believe that during my time as Store Manager in 2006-2007, I was paid less than male Store Manager Wade Pearson of Kay store #2636 in Trussville Alabama, even though Mr. Pearson did not have any additional experience and his store was less profitable than the store I managed, and his store was within about 12 miles of my store in Birmingham.
7. During my time at Sterling, I was not aware of any formal process for expressing interest in promotion to management. On both occasions, when I was promoted to Assistant Manager and when I was promoted to Store Manager, my District Manager Barbara Estes approached me and extended the offer on behalf of Sterling. As Store Manager, I was aware of Sterling's general procedure for recruiting new employees, which did not include posting openings in the store. It

was my understanding that Sterling's general practice was to informally advertise positions by word of mouth.

8. In my District, it appeared to me that management expressed favoritism for male employees in terms of promotion. For example, men were pushed into management jobs early on during their time at the company, while women had to work harder for it. I believe that Sterling management would select males to "tap on the shoulder" for promotion into management over equally or more qualified female candidates.
9. I attended the **Annual Managers' Meeting** Annual Managers' in 2006. At the meeting, I heard from other Store Managers that during past Annual Managers' M, Sterling employees, would drink to excess and engage in sexual affairs with other Sterling employees at the meeting.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 4 day of April, 2013.



Latoya Brown

A30

Declaration of Kari Bush

1. My name is Kari Bush. I am a female, over the age of 21, who resides in Euclid, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately September 1988, as a Sales Associate at the Osterman's store in Elyria, Ohio. I continued in that position until approximately December 1988, when I was promoted to Assistant Manager at the Osterman's store in Sandusky, Ohio. I continued in that position until 1990, when I was promoted to Store Manager of the Friedlander store in [REDACTED] California. I continued in that position for approximately a year, when I was demoted to Assistant Manager at that same store. I continued working as Assistant Manager at the Friedlander store in [REDACTED] [REDACTED] California, until some time in 1992, when I left the company.
3. While I was employed by Sterling, I earned several awards from the company. I won a Gucci watch as an award for my high sales, and also several certificates of appreciation and cash awards.
4. While I was employed by Sterling, I observed that Sterling prohibited employees from talking about their pay with each other. Sterling managers told me throughout my career that employees were not to discuss their pay with each other.
5. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job.

6. As Store Manager, I did not have the authority to set the pay rates or raises for the employees in the stores I managed. Instead, these decisions were made at the Vice President level or above. For example, when I was the Store Manager of the Friedlander store in [REDACTED] California, I could not set the pay rate or determine raises for the employees in the store. Instead, my District Manager, [REDACTED] told me that such pay rates and raises had to be approved by the Vice President.
7. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, a particular employee was selected for a management position and then notified of that particular opening by a Sterling manager. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
8. I observed that there was no formal process within the company for employees to express interest in, and be considered for promotions. I was not made aware of any such process.
9. I was interested in promotions throughout my career at Sterling, and expressed this interest to Sterling managers. For example, I expressed interest in becoming a Store Manager during my initial interview with the District Manager Guy (LNU). I continued to express interest in promotions regularly to my Store Manager and District Manager several times while I worked at the Elyria and Sandusky Osterman's stores.

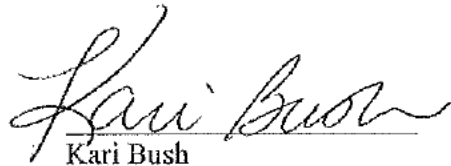
10. My sales were excellent in 1988 and 1989, and I was finally promoted to Assistant Manager at the Osterman's store in Sandusky, Ohio. I continued to express interest to both my Store Manager and District Manager that I was interested in being promoted to Store Manager. I had conversations with my District Manager about becoming a Store Manager, and told him I was willing to relocate anywhere for such a position. My District Manager would only say that I was not ready, without giving me any details on what I needed to do in order to become "ready."
11. Instead, as Assistant Manager, I trained three males who were brought in from around the country to be Store Manager at the Sandusky Osterman's store between 1989-1990. At that time, I was more qualified than all three males, yet was not even interviewed for the Store Manager position they were hired for. I continued to express interest in promotion to Store Manager, and I was finally offered a Store Manager position in California in 1990. I believe it was offered to me because Sterling did not believe I would accept it.
12. As Store Manager of the Friedlander store in [REDACTED] California, I was paid approximately \$32,000 per year. After satisfactorily performing as Store Manager for approximately one year, I was suddenly informed by my District Manager [REDACTED] that I was not fit to be Store Manager. He gave me no basis for this evaluation.
13. Sterling replaced me as Store Manager by a male who was new to the company, and I transferred to the [REDACTED] Friedlander store as Assistant Manager. I quit

about four months later because I realized I was not going to be treated fairly by Sterling in terms of either pay or promotion.

14. I attended the **Annual Managers' Meeting** in 1990. The atmosphere at this meeting was like a wild party. There was excessive drinking at the event and excessive fraternization between male managers and supervisors and subordinate female managers.
15. While I was Store Manager in California, from 1990-1992, I became aware that my District Manager, [REDACTED] had a sexual affair with a female Store Manager he supervised. We learned of this affair when the Store Manager's husband found out and complained to headquarters.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

24 day of Feb, 2013.


Kari Bush

A31

Declaration of Tracy McCullough Butler

1. My name is Tracy McCullough Butler. I am a female, over the age of 21, who resides in Peru, Illinois. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling") between 1997 and 2011. I started working at Sterling right out of high school, and during my time at the company I worked in several stores. From July 1997 through early 2000, I was an Office Assistant at Kay store 1534 in Peru Mall, Peru, Illinois. Later that year, I was made Assistant Manager at Kay store 1848 in Charlestowne Centre Mall, St. Charles, Illinois. From mid-2000 through June 2002, I was Assistant Manager at J.B. Robinson store 1750 in Spring Hill Mall, West Dundee, Illinois. Then in July 2002, I was promoted to Store Manager at J.B. Robinson store 1637 in Charlestowne Centre Mall. After about a year, I was demoted to Assistant Manager at J.B. Robinson store 1750, Spring Hill Mall. About one year later, I moved to a Sales Assistant position in Kay store 72 in Cherryvale Mall, Rockford, Illinois. Then in 2006, I transferred Kay store 1534 where I also worked as a Sales Assistant. A few months later, I was promoted to Store Manager of store 1534. I stayed at this store until 2008 when I took over as Store Manager of J.B. Robinson store 1749 in Louis Joliet Mall, Joliet, Illinois. I stayed in that position until I left the company in June 2011.
3. While I was at Sterling, I earned several awards from the company. In 1998 and 1999, I was recognized as a Sales Associate for selling the highest percentage of extended service plans in the country. As Store Manager in 2007 and 2008, I won

awards for selling extended service plans and a \$750 cash prize each year. In 2008, I won the award for the Ultimate Watch Plan, and a \$500 cash prize. From September 2012 through January 2011, I met my sales quota each month and won a Caribbean cruise incentive trip.

4. When I started with the Company, Store Manager Andrea Pyszka told me that there was a strict policy against discussing pay among colleagues, and violation of the policy would result in termination. In subsequent years, my District Managers Angelo Polizos and Jane Burke reinforced this rule and required me to enforce it as Store Manager. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I saw that my male peers could afford extravagant lifestyles that I could not afford and, as Store Manager, I witnessed pay disparities in my store.
5. For example, Store Manager Angelo Hill was with Sterling for the same length of time as I was. We were both Store Managers, but I had a much stronger performance record. For example, while I won awards and increased sales in my stores, Mr. Hill did not achieve such success. In fact, he was manager of a store in Boiling, Illinois for several years and sales went down under his management. In addition, he frequently called in to work sick and he served time in jail for personal reasons. I learned about this because District Manager Jane Burke and Assistant Manager Lisa [LNU] mentioned it to several Stores Managers, and the news of Mr. Hill's behavior spread throughout our District. Despite his performance issues, I saw Mr. Hill wearing expensive jewelry including a 2-Karat

diamond ring, several \$3,000 watches, and a big diamond necklace. He drove an expensive car and wore expensive clothes. I believe that all of this meant he was being paid more than I was because I know that I could not have afforded these things based on what Sterling paid me.

6. I also believe that another Store Manager Andre Fitch earned more than I did, even though my stores performed better in terms of sales than his stores did.
7. In addition, as Store Manager I learned that that female Sales Associates were paid less than male Sales Associates under my supervision. For example, in 2008 a Sales Associate [Female Employee] told me she had been hired at \$9.25 per hour to start. About year and half after she started, R.J. Rodriguez was hired as a Sales Associate in our store. Mr. Rodruiguez, who was hired on a part-time basis and had no jewelry experience, was paid more than [Female Employee] even though [Female Employee] had been with the company longer.
8. During my time at Sterling, I was not aware of a formal system for posting promotional opportunities in stores. When I wanted to move up at the company, I approached Sterling management and expressed my interest. On two occasions, first in 2006 and again around 2008, I told my District Manager Jane Burke that I was interested in being enrolled in the District Manager training program, and both times I was told that I was not ready. Even after I met all my standards, and improved sales in the Joliet store as Store Manager, I was told by Sterling that they "wanted me where I was" because I was performing well at the Store Manager level. By contrast, Store Manager Angelo Hill told me that he had been offered a position in the District Manager training program, despite the fact that

his performance at the Company was not as strong as mine had been. I also believe that Steven [LNU] was asked to be in the District Manager program. Steven was a strong Store Manager, but to my knowledge his qualifications and experience were not stronger than mine.

9. During my time at Sterling, I observed that men were treated more favorably than women in terms of employment decisions. For example, ^{Male Employee} [REDACTED] was demoted from Store Manager on three occasions for problems related to his job performance. I replaced him as Store Manager at store [REDACTED] and it took me nearly two years of hard work to hire and train adequate staff to increase sales back up to Sterling's standards. Nevertheless, I learned that ^{Male Employee} [REDACTED] was assigned to another Store Manager position. By contrast, I do not know of a single female Store Manager given a similar chance to redeem her career at Sterling, and I believe that women were routinely fired for less serious performance issues.

10. I attended the ^{Annual Managers'} Annual Managers' Meeting ([REDACTED]) in 2002, and again from 2006 through 2011. The atmosphere at the ^{Annual Managers'} [REDACTED] is like a big party. At my first meeting in 2002, I was shocked by the pressure to drink alcohol to excess. One night at the meeting, I was in the hallway of our hotel on my way to dinner with another female Store Manager, Lonnie [LNU]. Then-Store Managers [REDACTED] and [REDACTED] stopped us and invited us to come into their hotel room. I did not think it would be a problem and assumed I would be safe because I knew [REDACTED]. The two men pointed us to an open hotel room door, and we walked in and saw two other males who I did not recognize seated inside. In

the middle of the room they had a bottle of alcohol and glasses. [REDACTED] put his arm around me and said "we can stay here and have a couple of drinks before dinner." I quickly shrugged off his arm, and declined the invitation, saying that we were not staying because Lonnie and I were not drinking. I went toward the door, but one of the unknown men was standing there, as if to block us from leaving. I believe he may have locked the door, and I was terrified for my safety. Just then, a knock came at the door, and two other unknown male managers appeared at the door to join the party. Lonnie and I were able to get out the door and leave. I was so shaken by the event that I went home crying. The next day, I had planned to tell my District Manager [REDACTED] what had happened, but after he badgered and ridiculed me in front of my colleagues for not drinking, I felt that a complaint would be ignored by anyone at Sterling since this culture of drinking and bullying appeared to exist at all levels of the company.

11. It is my understanding that [REDACTED] and [REDACTED] were eventually terminated by Sterling, but this was not until many years after this incident occurred, and after both had moved up in the company. To my knowledge, they were allowed to continue this type of behavior without reprimand for quite some time. When they were terminated, it was in the aftermath of a serious sexual assault that took place at the [REDACTED] Annual Manager.
12. At [REDACTED] Annual Manager, it felt as though male managers were flirting with women and trying to get into our pants. For example, around 2002 I was walking past the pool at the hotel where the meeting was held when Executive(s) [REDACTED] shouted to my female colleague and me, "Hey, get over here...you guys look really

pretty....are you ready to get your drink on?" He was notorious for drinking a lot at these meetings and being drunk. I also heard rumors that [REDACTED] had sexual relationships with his female subordinates, despite the fact that he was a married man.

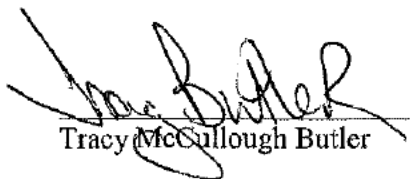
13. Then around 2008, I saw District Manager [REDACTED] and Executive(s) [REDACTED] [REDACTED] at the pool during the [REDACTED] Annual Managers [REDACTED]. I was aware that [REDACTED] had a reputation for having affairs with female subordinates. I observed [REDACTED] whistling and gawking at female Sterling employees in swimsuits. In my opinion, he was acting like a pig. I also observed him giving big hugs to these women wearing swimsuits, and giving a piggy back ride to a female Store Manager in a bikini.
14. Sexual harassment at Sterling was not limited to the [REDACTED] Annual Managers [REDACTED]. In 2000, at the opening of Kay store [REDACTED] [REDACTED] made inappropriately personal comments to me in my store that gave me the sense that he was a creep. He asked me whether I was single, and asked where I lived. When I responded that I had a boyfriend, he asked me if I was married. He was eyeballing me the whole time in a way that made me feel very uncomfortable.
15. Drinking was also part of the Sterling culture even outside the [REDACTED] Annual Managers [REDACTED] setting. On mandatory team building trips for Store Managers in the [REDACTED] Area, District Manager [REDACTED] would require employees to be at baseball games for these "work" events." There was always drinking involved and, as at the [REDACTED] Annual Managers [REDACTED] I was taunted for not drinking. On at least one occasion around 2002, a Sterling

manager who was driving several of us home was drunk behind the wheel following one of these work events.

16. I ultimately left Sterling in 2011, in the aftermath of an incident in which my Assistant Manager, [REDACTED], physically pinned me against a wall in the store and threatened me with his fist. I had written him up several times and alerted Sterling management to his behavioral problems before this incident. No one responded to my cry for help, and I was left fearful of this violent employee due to Sterling's lack of response. To my knowledge, [REDACTED] remains with the company to this day. I never saw this type of behavior tolerated in a female employee, because female employees were unequally disciplined for their actions.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 9 day of October 2012.

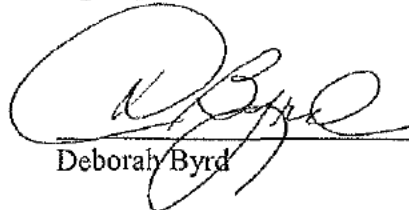

Tracy McCullough Butler

A32

DECLARATION OF DEBORAH BYRD

1. My name is Deborah Byrd. I am a female, over the age of 21, who resides in New Orleans, Louisiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling", "the Company") between October 2004 and February 2005. Following a brief training period for about a week in Florida, and at Kay store 1587 at The Esplanade in Kenner, Louisiana, I was part of the staff that opened Jared store 2416 in Metairie, Louisiana. I worked there as a Sales Associate until I left the company in February 2005.
3. Prior to coming to work for Sterling, I had five years of experience in jewelry sales, and nearly 25 years of experience in retail management of hotel gift shops.
4. During my time at Sterling, I was aware of a policy against discussing pay. I recall learning about it when I started at store 2416 from my Assistant Store Manager.
5. During my time at Sterling, I was not aware of a formal process for expressing interest in promotion to management.
6. I also recall from my time at the Company a sense that Sterling operated as an 'Old Boys Club'. Then-District Manager [REDACTED] perpetuated this culture. By this I mean that when he would come visit our store from his home in Florida, he regularly took the male managers out drinking and partying until two or three in the morning on Bourbon Street. I heard this from Mr. [REDACTED] himself, as he would talk about these outings when he visited the store.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 17th day of April, 2013.


Deborah Byrd

A33

DECLARATION OF ERICA CALDWELL

1. My name is Erica Caldwell. I am a female, over the age of 21, who resides in Nashville, Tennessee. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in May 2007, at the Kay store in the Greenhills Mall in Nashville, Tennessee, as a Third Key. As "Third Key" I carried a store key, and opened and closed the store in the absence of the Store Manager and Assistant Manager. In approximately September 2007, I was promoted to Assistant Manager of this Kay store, and remained in that position until my employment was terminated on April 24, 2008.
3. When I began my employment with Sterling, I had approximately three and half years of sales experience in retail jewelry stores, and had managed a jewelry store for over year.
4. I believe that female employees at Sterling suffered discrimination in pay. Sterling had a policy prohibiting its employees from discussing their pay, so it was difficult for women to identify instances where they were paid less than male employees doing the same job. Nevertheless, I learned of men being paid more than women doing the same job through my conversations with them.
5. For example, two male Sales Associates, **Male Employee** and **Male Employee** were both paid \$11.00 an hour. Neither had any prior jewelry experience. I was friends with both of these men and knew their work background through conversation. A female Sales Associate, **Female Employee** at this same store told me she was paid \$9.00.

6. My former Store Manager, **Female Employee**, told me she was paid \$35,000 per year to manage the Kay store in Greenhills Mall in Nashville, Tennessee. A male, **Male Employee** was Store Manager at that same store prior to **Female Employee**. **Male Employee** was the Store Manager when I began working at this store in May of 2007, and he told me he was paid \$44,000.
7. I also experienced and witnessed sexual harassment while I worked for Sterling. For example, male Store Manager **Male Employee** regularly made sexually inappropriate comments about female customers and females who walked by our store, such as, "Ooh, ooh, look at her. She's hot. I would do her. Isn't she hot?"
8. One time, while I was working, **Male Employee** told me that my job was to walk over to the Godiva chocolate store and ask the woman he was pointing at if she had a boyfriend. The woman he pointed at was an employee of the Godiva store. I did as **Male Employee** told me. The woman appeared surprised by my question, and her co-worker told me that the woman had a boyfriend.
9. **Male Employee** made comments about the bodies of the female employees at our store. For example, he talked about Sales Associate **Female Employee** "boobs." He said Sales Associate **Female Employee** was "fat." Soon after he came to our store, **Male Employee** said that he was going to "get rid of all the girls working here. We need cheerleaders and we'll make more money."
10. **Male Employee** also asked me to join him socially, and invited me out for drinks. He did this in person and on the phone. **Male Employee** also sent text messages to my cell phone, such as, "Ok I am so ready to drink!", and "Yeah I know I was trying to take a trip to the bar it has been a long day and I get to do it again tomorrow yeah me!!"

True and accurate copies of these text messages are attached as Exhibits 1 and 2.

These repeated requests to go out with him made me uncomfortable. My boyfriend was upset because [REDACTED] kept asking me out.

11. I tried to decline [REDACTED]'s requests to go out gracefully so he would not be offended. I did not want [REDACTED] to get mad at me for saying no to his invitations. I also told him that I had a boyfriend and that he was upset that [REDACTED] kept asking me out. He responded to me turning down his requests with text messages such as, "U _____ ing suck", "Yeah because that's mor [sic] important than hanging out with your boss who knows no one!! Jk", "Yeah yeah blowing me off for a friend again! 4200 today better but not there yet", and, "Your killing me I will just go drink by myself then!!" True and accurate copies of [REDACTED]'s text messages to my cell phone are attached to this declaration as Exhibits 3-6. [REDACTED] continued to ask me out even after I told him I had a boyfriend.

12. Some of the female employees at the store, including myself, did not like the comments [REDACTED] made about women. In conversation with a female Sales Associate, [REDACTED] I learned that she was going to call the TIPS line, a phone line on which Sterling employees could make complaints about company employees or actions to an organization that was supposed to be independent from the company. I talked to my District Manager [REDACTED] about [REDACTED]'s comments. I told Walchak that employee [REDACTED] was going to call the TIPS line about [REDACTED]'s comments. Soon after I told [REDACTED] about [REDACTED]'s plans to complain about [REDACTED]'s inappropriate comments she was fired.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this _____
day of June, 17, 2008.



Erica Caldwell

----- SMS Text -----

From: [REDACTED]
Sent: Jun 3, 2008 4:34 PM
Subject: Ok I am so ready to drink!!

Ok I am so ready to drink!!

EXHIBIT 1

----- SMS Text -----

From: + [REDACTED]
Sent: Jun 3, 2008 4:36 PM
Subject: Yeah I know I was trying to take a...

Yeah I know I was trying to take a trip to the bar it has been a long day and I get to do it again tomorrow yeah me!!

EXHIBIT 2

----- SMS Text -----
From: + [REDACTED]
Sent: Jun 3, 2008 11:00 AM
Subject: U ___ing suck!!

U ___ing suck!!

EXHIBIT 3

----- SMS Text -----

From: [REDACTED]

Sent: Jun 3, 2008 4:36 PM

Subject: Yeah because that's mor important...

Yeah because that's mor important than hanging out with your boss who
knows no one!! Jk

EXHIBIT

4

----- SMS Text -----

From: [REDACTED]
Sent: Jun 3, 2008 4:35 PM
Subject: Yeah yeah blowing me off for a...

Yeah yeah blowing me off for a friend again! 4200 today better but not there yet

EXHIBIT 5

----- SMS Text -----

From: [REDACTED]
Sent: Jun 3, 2008 4:34 PM
Subject: Your killing me I will just go...

Your killing me I will just go drink by myself then!!

EXHIBIT 6

CL-STR008604

A34

Declaration of Deci Call

1. My name is Deci Call. I am a female, over the age of 21, who resides in Taylors, South Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately 1994 as a Sales Associate at the Kay store in the [REDACTED] in [REDACTED], Virginia. I continued in this position until I left Sterling approximately 9 months later, in 1995. I began working for Sterling again as a Sales Associate at Shaw's Jewelers at the same mall, in approximately 1995 or 1996. I was promoted to Assistant Manager at that same Shaw's store in approximately 1996. I continued in that position until I left employment with Sterling in 1998.
3. After I left Sterling, I was hired as the Assistant Manager at the Marks and Morgan store at the Spotsylvania Mall in 1998. I was promoted to Store Manager within about three months. I continued working as Store Manager when, sometime in 2002, Sterling acquired Marks and Morgan, and my store became a J.B. Robinson store. I continued working as Store Manager at this J.B. Robinson store until I was promoted to Store Manager of the Kay store at the same mall, in 2003 or 2004. I remained in this position until I left Sterling in May or June 2009.
4. While I was employed by Sterling, I earned many awards from the company based on my performance. As Store Manager, I won approximately 6 bonus trips based on store sales. In 2006, I won the company-wide Training Manager of the

Year Award. I was the runner up for the company-wide Manager of the Year Award in 2006 or 2007. I won an award in 2002 or 2003 as Store Manager at the J.B. Robinson store for bringing the store's sales up to the next highest level. In approximately 2005, I won an award for bringing the Kay store that I managed up to \$4 million annually; and then again in 2006 for bringing sales up to \$4.5 million.

5. While I was employed by Sterling, I was aware that Sterling had a policy prohibiting employees from discussing their pay with each other. When I first began working for Sterling in approximately 1994, Store Manager John Colon told me that I should not discuss my pay with other employees. As Store Manager, I was responsible for implementing this policy.
6. During my time at Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere that employees could see such postings. Instead, employees were selected for promotion through a "tap on the shoulder" system in which an employee selected for promotion was notified of that opportunity by a Sterling manager. Other employees found out about job openings through word of mouth, such as when an employee was leaving a store, or after Sterling promoted another employee.
7. For example, when my store was going to need a new Assistant Manager, I told my District Manager, and we would discuss which Sales Associate should be promoted, all before the opening was announced. That employee would then be notified of the promotion. During my employment with Sterling, I observed that

Sterling did not conduct employee interviews when it made promotional decisions.

8. I was ambitious and interested in promotions. In my initial interview with Store Manager Joe Colon in approximately 1994, I expressed strong interest in promotions and moving up in the company.
9. I expressed interest in promotions to Store Manager Maria Apperson. In approximately 1996 Sterling promoted me to Assistant Manager at the Shaw's store in the [REDACTED] in [REDACTED], Virginia. I then expressed interest in promotion to Store Manager to Apperson, and she trained and mentored me for that position.
10. At some point in 1996 or 1997, my old District Manager at the Kay store, [REDACTED], became the District Manager of the Shaw's stores in our district. Store Manager [Female Employee] told me at the time that she believed she would be gone within six months.
11. As she predicted, [Female Employee] was fired soon after [REDACTED] became the District Manager. I believe that [Female Employee] was fired unfairly, and based on reasons that were a pretext to get rid of her. When the store had been remodeled a couple years before, [Female Employee] told me she called Sterling Home Office to ask if she could have the old jewelry display cases that were being thrown out. She said she received permission and took them home. Some time later, [Female Employee] husband wanted her to get rid of these cases, and she sold them to a customer who worked at a pawnshop. When some employees saw the old cases in use at the pawnshop, they reported this to Loss Prevention. [Female Employee] told me that she explained the

whole chain of events to Mark Neopolitan from Loss Prevention, but was fired anyway.

12. I was qualified for and interested in the Store Manager position at the Shaw's store that was open due to Apperson's firing. Despite this, Sterling filled this position with a male, ^{Male Employee} [REDACTED]. He was someone who was good at sales but did not appear to have very much interest in being a manager. For example, after he became Store Manager, when Long wanted to leave early, he would pay me \$50 to stay past my shift and close the store so that he could leave. I had never seen another Store Manager do this and I never did it when I was a Store Manager. It seemed unprofessional and showed a lack of commitment to his job.

13. I continued to express interest in being promoted to Store Manager, to both District Manager [REDACTED] and Store Manager ^{Male Employee} [REDACTED]. However, I was again passed over for promotion to Store Manager in approximately 1998. District Manager [REDACTED] did not tell me of this opening, but I heard rumors that the Store Manager position at the Kay store at that same mall was coming open. I expressed interest in the position to my Store Manager ^{Male Employee} [REDACTED]. He told me that he believed that ^{Male Employee} [REDACTED] was being promoted instead of me. My sales were excellent, and I was very well qualified for the position. I asked how that could be, and ^{Male Employee} [REDACTED] said, "I know, I know." I told ^{Male Employee} [REDACTED] that I believed I was being discriminated against because I was a woman, and that I was going to sue the company.

14. Within a couple hours of telling ^{Male Employee} [REDACTED] I was going to sue, District Manager [REDACTED] called me and offered me a Store Manager position at the [REDACTED]

██████████ Virginia. This was over two hours away, and I told ██████████ that this was not even an offer. He told me that it was temporary until something closer opened up. I asked ██████████ why ██████████ Male Employee was not put in that store, and I was promoted at the Kay store in the mall in which I worked. ██████████ put me off and did not give me a good reason for promoting ██████████ Male Employee over me. I turned down the offer to work two hours away because I believe I was unfairly denied the promotion at the Kay store, and it was a more desirable store to manage.

15. I quit my employment with Sterling soon after, and began working as an Assistant Manager at the Marks and Morgan store at that same mall in Fredericksburg, Virginia in approximately 1998. At that time Marks and Morgan was not owned by Sterling. I became Store Manager shortly after I was hired. In approximately 2002, Sterling acquired Marks and Morgan, and I once again was employed by Sterling. The store became a J.B. Robinson store, and I remained as Store Manager.

16. I continued to be interested in promotions to more desirable stores at Sterling, and expressed this interest to District Manager ██████████. At some point in approximately 2007, I learned of the Career Advancement Registry at Sterling. When I learned that a Jared store was being built at my mall, I went online and expressed interest in the Store Manager position for the Jared division. I did not hear anything after I posted my interest online, and the Store Manager position at the Jared store was filled without me even being interviewed for it. At that point,

I had been the Training Manager of the Year, and in the running to be the Manager of Year around that same time.

17. I attended the Annual Managers' Meeting [REDACTED] from 2003 through 2008. There was a lot of drinking at these meetings, and the atmosphere at the Annual Managers' Meeting [REDACTED] was like a big, wild party. I heard other managers who attended the Annual Managers' Meeting [REDACTED] talk about managers messing around sexually during the Annual Managers' Meeting [REDACTED]. A Sterling District Manager joked about the "walk of shame" that occurred early in the mornings when people would walk back to their own hotel room after having sex the night before.
18. I observed sexual harassment of female employees during my employment with Sterling. For example, District Manager [REDACTED] visited the female Sales Associates when he visited the stores in which I worked throughout my employment with Sterling. He seemed to especially like younger females under 25. I saw him hug and kiss these female employees when he entered the store. I heard him ask these females inappropriate questions about their personal life, such as, "Do you have a boyfriend?" I also heard him make comments about female employees, such as, "She's so cute."
19. I believe that [REDACTED] inappropriately gave a raise to one to one of the female Sales Associates that he flirted with. In approximately 1997 or 1998, when I was working at the Shaw's store, [REDACTED] came into the store and flirted with Sales Associate [REDACTED]. I heard [REDACTED] say to [REDACTED], in a girly voice, "I want a raise, [REDACTED]." [REDACTED] later told me that after she got off work

that day, [REDACTED] called her and invited her out to dinner that night. She went to dinner with him, and he told her that he gave her a raise.

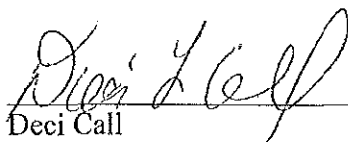
20. I learned of this raise when I inadvertently saw that [REDACTED] was getting the discount on merchandise that Office Managers received. We already had an Office Manager, and in my experience there were not two Office Managers at Sterling stores. Store Manager [REDACTED] called Home Office, and at that time he and I found out that [REDACTED] was listed as an Office Manager at the store. We believed that a change in position was the only way in which a pay raise could go through outside of the annual evaluation process. I complained to [REDACTED] ^{Male Employee} and asked him what he was going to do about it. [REDACTED] replied, "Are you kidding me?" He was not going to complain about the pay raise.
21. I complained to Store Manager [REDACTED] about [REDACTED]'s behavior towards female employees, but it did not appear that he did anything about it. I also complained to [REDACTED] who was the Store Manager at the Kay store when I worked at the Shaw's store. I also complained to Store Managers [REDACTED] [REDACTED] and [REDACTED] but his behavior did not change, and I do not believe they took the matter any further.
22. I did not call the TIPS line or contact Human Resources, in addition to complaining to numerous Store Managers, about [REDACTED]'s behavior. It was so outrageous that I believed someone must have reported it to Human Resources and through the TIPS line because it was so open and outrageous. The fact that he still had his job made me believe that Sterling would not do anything about this sexual harassment if I made additional complaints, and I worried about retaliation.

23. I believe that Sterling retaliated against me for complaining about sex discrimination. I sued Sterling for sex discrimination in 1998 after I was passed over for promotion to Store Manager. As described, I eventually began working for Sterling again in 2002 when Sterling bought the jewelry store chain at which I worked. In 2009, I chose to work for Eloquence by Mark Whittaker (MWI), a company that put on jewelry shows for Sterling. I resigned from Sterling in May or June 2009, planning to work for MWI putting on jewelry shows for the company.
24. In August or September 2009, Linda Gigoli from MWI called me and told me that Sterling told her that I would not be allowed in Sterling stores to put on jewelry shows for MWI. Gigoli asked me why Sterling would do that, and I had no idea, until I thought about my lawsuit for sex discrimination. I called Perry Bignotti and asked why Sterling would do this, and he said he didn't know, but that he would check with Vice President Joe Beck. I talked with Bignotti later, and he said that Beck did not seem to know why she had been blacklisted by Sterling. I knew of other former Sterling employees who went on to work for MWI and whom Sterling allowed in their stores. I cannot think of any reason, other than retaliation for complaining about sex discrimination, for Sterling adversely affecting my employment with MWI by refusing me entry into Sterling stores.
25. This retaliation for complaining about sexual discrimination at Sterling continues to this day. In January 2012, I learned of an opening for Store Manager at the Jared store in ^{W/C} ~~Fredericksburg~~ North Carolina. I talked with Gary Fesperman, who I knew from working at Marks and Morgan before it was acquired by

Sterling. Fesperman is currently the Store Manager at the Jared store in Charlotte, North Carolina. He told me that he spoke with his District Manager about the possibility of me becoming the Store Manager of the Jared store in Fredericksburg, and that his District Manager was excited about the possibility of hiring me, and we set up an interview. Before the interview could occur, I learned that it was abruptly cancelled. I cannot think of any reason, other than retaliation for complaining about sex discrimination, that Sterling refused to consider me for employment again.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 30 day of October, 2012.


Deci Call

A35

DECLARATION OF BETTY CAMBRA

1. My name is Betty Cambra. I am a female, over the age of 21, who resides in Antioch, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") in 1993 as a Sales Associate at Kay Jewelers, Store # 569, in Antioch, California. I left Sterling to work for Zales as a sales associate for a period of time, but returned to Sterling in 1996 as a Sales Associate in the same store I previously worked at, Store # 569. I was paid \$8.50 per hour when I was rehired by Sterling in 1996 and remained at this rate for years, despite excellent performance and regularly meeting or exceeding my standards, until I asked for a raise, at which time Sterling increased my hourly rate to \$9.00 per hour. I became an Assistant Manager around 2000 and remained in that position for approximately two years, until I chose to step down from Assistant Manager to Sales Associate. I decided to step down from Assistant Manager to Sales Associate because Sterling refused to increase my pay for occupying the position of Assistant Manager which required I work longer hours and take on a heavier workload and more responsibility. In addition, although I was qualified, eligible and interested in becoming Store Manager, after two years as Assistant Manager, it appeared I was not going to be promoted to Store Manager. Since Sterling was going to pay me \$9.00 per hour regardless of whether I worked as a Sales Associate or an Assistant Manager, which required much more time and effort on my part, and since it appeared my prospects for being promoted to Store Manager were small, I saw no benefit for me to remain in the Assistant Manager position. I remained in the position of Sales Associate at Store # 569

until I left Sterling in approximately 2007, at which time I was making approximately \$11.00 per hour.

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. I was informed of this policy on both occasions on which I was hired by Sterling (in both 1993 and 1996) by my District Manager, Paul Chur, who told me that if I discussed my hourly pay with anyone, I would be fired. When I asked Mr. Chur the reason for this policy, he replied that some people were not getting paid the same amount and they would feel discriminated against.

4. Because of this policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job. However, based on information I obtained while working at Sterling, I do believe that women were paid less than male employees performing the same or similar jobs at Sterling. For example, a male employee named Kenny [LNU] with no jewelry experience who was hired in from the outside to work for Sterling at Store #569 as the store's Assistant Manager disclosed to me that Sterling hired him in at and was paying him an hourly rate that was significantly greater than the hourly rate Sterling was paying me. This was very disconcerting because I was much more qualified than Kenny [LNU]. I had years of jewelry experience, whereas he had none. I was usually rated the highest in my store for meeting my standards, was even often rated the highest in the Company, and was in the President's club several times. Thus, I had years of proven performance and experience working at Sterling, whereas Kenny [LNU] had none. Yet, Sterling was paying this less

qualified male, who had never worked for Sterling or in the jewelry industry before, more money per hour than me.

5. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Rather, Sterling utilized a "tap-on-the-shoulder" method of promoting. Because of the manner in which promotions were made at Sterling, employees would not necessarily know if a management position was opening and there was never an opportunity to apply for the position. In fact, during my employment at Sterling, I was aware of no system or process in place at Sterling for an employee to register his or her interest in being promoted.

6. During my employment with Sterling, I observed that males were routinely promoted over equally or more qualified females, promoted faster than females, and were hired from outside the Company into management positions in my store, having less qualifications than female employees in the store who were currently employed by Sterling. For example, Sterling hired Kenny [LNU], a male with no prior jewelry experience or experience working at Sterling, as Assistant Manager of my store instead of promoting a more qualified female, such as myself, and paying her an amount equal to that which it was willing to pay a less-qualified male. In addition, Sterling hired a male from outside the Company, named Ali Alamdar, to occupy the position of Store Manager at my store after it had asked me to act as Store Manager while it conducted its search to fill the position, and I had been successfully doing so for months without any increase in

pay. Yet, although I had a proven ability to occupy the position of Store Manager and was clearly qualified to do so, Sterling gave the position to a less qualified male from outside the Company instead of me, and then asked me to help train him.

7. On May 25, 2006, I was interviewed by a Sterling executive or attorney representing Sterling, I am unsure which position the woman who interviewed me held. My Store Manager at the time, Cindy Gonzalez, told me that the woman was there to interview us. I did not ask to be interviewed and felt compelled to participate. The interviews took place in the back room of the store during work hours. I remember feeling uncomfortable being interviewed, and was concerned that if I said the wrong thing, I could be fired. At the conclusion of the interview, which lasted approximately 20-30 minutes, I believe the woman from or representing Sterling handed me a document to sign. I do not remember her asking me to read the document. I felt very rushed because there were people waiting behind me to be interviewed, and did not fully or carefully read the document she handed me before signing it. I do not remember ever receiving from the interviewer a copy of the document I signed.

8. There are several areas of the May 2006 declaration that were not accurate, are missing relevant information, or are no longer accurate. Paragraphs 1, 18, and 19 are not accurate because I felt pressured to sign the declaration that was handed to me. I felt like if I did not participate in the interview and sign the document handed to me, that I would be seen as a "troublemaker," and Sterling got rid of troublemakers. I also felt very rushed and did not have an opportunity to carefully and fully review the declaration.

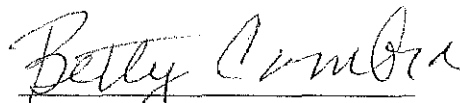
9. The sentence in Paragraph 7 which states "I believe that my pay rate, raises, and incentives are set without regard to gender" is also not accurate, and is certainly not my

current understanding of what was happening while I was employed by Sterling. I believe, based on the information I have provided above as well as other information and things I experienced, that Sterling discriminated against women in pay because it would hire males and pay them more money than equally or more qualified females already working for Sterling. Sterling was a Man's Company. Men always seemed to be paid more and promoted more quickly, and men always held most all of the highest positions in the Company.

10. In addition, paragraph 8 which states that I was not interested in being promoted to management and that I have never been denied a promotion because of my gender, is not accurate and is missing important information. It was not that I was not interested in being promoted to management. I was. I just was not interested in being promoted to a manager position, which required much more responsibility and much longer hours, without any additional compensation, which is why I stepped down from the Assistant Manager position I had worked in for two years. I was interested in being promoted to management; Sterling was just not interested in paying me anything more than I was making as a Sales Associate for occupying a manager position. Yet, it readily paid more money to less qualified males it hired in from outside the Company to occupy the very positions I had occupied (I had worked as Assistant Manager and acted as Store Manager while Sterling searched for a less qualified male to hire for the position). I do believe I was denied a promotion because of my gender, particularly when I was performing the duties of Store Manager, which Sterling asked me to do, but then hired a male to occupy the position I was already performing the duties for. I was frankly disgusted with the Company with the way it discriminated against women.

11. Paragraph 9 of the 2006 declaration is also inaccurate and is missing information with regard to the sentence which states I have never reported a complaint of discrimination or harassment to management. I complained to managers Alan Kaplan, Ali Alanddar, Sylvia Suarez, and others that men with less experience or qualifications were getting paid more than I was.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 26 day of Sept, 2012.


Betty Canbra

A36

DECLARATION OF GIOVANNA CANONICO

1. My name is Giovanna Canonico. I am a female, over the age of 21, who resides in Henderson, Nevada. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately November 1998, as a Sales Associate at the Kay store in the Galleria Mall, in Henderson, Nevada. I continued in that position for approximately three years, when I was promoted to Assistant Manager at that same store. In approximately 2004, I became a Sales Associate at that same store. I continued in that position for approximately a year, when I was promoted to Assistant Manager some time in 2005. I continued in that position until approximately 2006, when I was demoted to Sales Associate at that same store. I continued in that position until some time in the summer of 2007 when I left the company.
3. I next worked for Sterling beginning in November 2007, as a Sales Associate at the Kay store in the Galleria Mall in Henderson, Nevada. I continued in that position until the end of January 2009, when Sterling terminated my employment.
4. During my employment at Sterling, I was a member of the President's Club every year, and went on about ten trips as part of this award. I also won two Leo Diamond contests, in 2007 and 2008, based on the amount of Leo Diamonds I sold in a four to six month period.
5. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by

Store Manager Bob Scalio that employees were not to discuss their pay with other employees.

6. In 2004 or 2005, **Male Employee** was hired as a Sales Associate at the Kay store in the Galleria Mall, in Henderson, Nevada. I saw his paperwork on the desk, and saw he started at \$13 an hour. I told Assistant Manager Anna Ventura, who was upset because, as she told me, that was more than what she made as Assistant Manager. Ventura then complained to Scalio, who reprimanded me for discussing pay with other employees.
7. Because of Sterling's policy forbidding employees from discussing their pay with other employees, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
8. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of specific management openings.
9. After working as an Assistant Manager for three to four years, I expressed interest to Store Manager Bob Scalio about becoming a Store Manager myself. I also spoke to Sterling Vice President Rick Davis about being promoted to Store Manager. Davis told me that there was no reason that if Scalio retired then I wouldn't have that opportunity.

10. When I was a Sales Associate at the Kay store in the Galleria Mall, in October or November 2008, the Assistant Manager position at our store came open. I expressed interest in the position to my Store Manager, Charles Freeman. Freeman told me that he had asked District Manager Dee Damannski to make me his Assistant Manager. Instead, Sterling promoted ^{Male Employee} [REDACTED] a male Manager In Waiting who had been with the company about 90 days. ^{Male Employee} [REDACTED] knew that I was more qualified than him for the Assistant Manager position and told me so soon after he started. He said, "You have been here ten years and know the store inside and out." ^{Male Employee} [REDACTED] also said he didn't know why they did not promote me instead of him.

11. I complained to Damannski about getting passed over for promotion to Assistant Manager. She told me that she knew that I knew everything there was to know about the store. She also said that she made decisions on promotions on what fit the store best, but she did not explain how promoting a less qualified male employee fit the store better.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

19 day of February, 2009.


Giovanna Canonico

A37

DECLARATION OF PATSY CASE

1. My name is Patsy Case. I am a female, over the age of 21, who resides in Cape Canaveral, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately May 19, 2011, I started working part-time as a Sales Associate at Kay's Store, number [REDACTED] located in [REDACTED] in [REDACTED] Florida.
3. Upon hiring, during one of our training sessions, my Store Manager, James Krell, told us not to talk about our pay.
4. Approximately six weeks after I was hired, I was approved to become a full-time Sales Associate. Despite my good job performance, I was not given a raise. Then, after four months, I was promoted to Third Key, but was not given a raise for this promotion. At that time, my pay was about \$9.35 per hour.
5. Around March 2012, a 26-year-old male employee, [REDACTED] Male Employee was given a raise upon being promoted from part-time to full-time Sales Associate. I learned this from Courtney Cubano, the Assistant Manager, who had seen his paystubs. [REDACTED] Male Employee had no jewelry experience. When I complained to Store Manager Anthony Scoppettuolo that this was unfair, he confirmed that [REDACTED] Male Employee's pay rate was now equal to, or higher than, mine. He said I may not have received a raise because I had been promoted too quickly from part-time to full-time. He also blamed the former Store Manager James Krell for not giving me a raise. When I asked Mr. Krell, who had been transferred to a store in Orlando, about this, he responded that did not have the authority to approve raises.

6. During the time I worked for Sterling, I regularly witnessed sexual harassment occurring. For example, [REDACTED], and later [REDACTED], would openly make remarks about attractive women who passed the store in front of me and other women employees. They also encouraged this type of behavior from their employees. For example, male employees would make comments like "I'd do her" and "look at that one" in front of me and other women employees and both [REDACTED] and [REDACTED] would join in making comments. Also, female employees would feel each others' breasts in the store and [REDACTED] and [REDACTED] would watch and laugh. On a few occasions in early 2012, the female employees began dancing provocatively around the store. [REDACTED] [REDACTED] happened to not be present when this occurred. When I complained to him about the dancing and loud music in the store, he just told the employees to turn down the music in the future. Neither of these managers tried to curb the sexually inappropriate actions of these employees.
7. In addition, a short time after I started working at Kay's, my daughter came by the store to visit me. Assistant Manager [REDACTED] saw my daughter, and asked that I provide him with her phone number. This made me uncomfortable, but he was my supervisor and I had a friendly relationship with him so I provided him with her number for fear of falling out of his favor. However, after my daughter never responded to [REDACTED] [REDACTED]'s text messages asking to get together, he became very pushy and began to repeatedly ask me why my daughter was not responding to him. This made it very awkward to work with him and I felt it was unprofessional of him to use his authority over me in this manner.

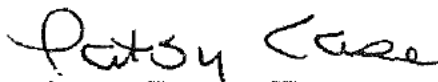
8. Shortly thereafter [REDACTED] started having an affair with a young female Sales Associate named [REDACTED], who was hired around the same time I was. Neither of them hid their affair from other employees. Ms. [REDACTED] was treated with favoritism during the affair, for example she was allowed to play iPhone games in the store during work hours, and [REDACTED] would help her meet her standards by giving her completed credit card applications to enter toward her daily goal. The relationship soured after about a month, and Ms. [REDACTED] no longer received special privileges. [REDACTED] stopped talking to her all together and would use me as the middle man if he needed work related information from Ms. [REDACTED]. [REDACTED] told [REDACTED] that she was going to call Human Resources about the affair. When rumors of her threat to call Human Resources circulated to Store Manager [REDACTED] Male Employee Mr. [REDACTED] Male Employee announced publicly that he was cutting her hours to one day a week. Shortly after this, [REDACTED] resigned. No action was taken to discipline [REDACTED]. In addition, during my time at Kay's, I am not aware of any male employee who had hours cut after having a consensual relationship with another employee. I did not complain about [REDACTED] and [REDACTED]'s affair because the Store Manager already knew about it and failed to address it.

9. Early in 2012, I complained to Store Manager [REDACTED] about the unprofessional behavior of two Sales Associates, [REDACTED] and [REDACTED], who were very intimate with each other. They would flirt with each other, have hushed conversations and go off to the backroom together. I did not use the Tips Hotline to complain because I sensed that the hotline would not be confidential, since nothing in the store was confidential. [REDACTED] did not address my complaint. Instead, he

shared my complaint with the other employees, which confirmed my suspicion that my complaints would not be held confidential. As a result, this created a strained work environment for me and effectively discouraged me from making additional complaints in the future.

10. I was terminated on March 26, 2012 for accepting a credit application over the phone, something that I had seen my Assistant Manager, [REDACTED] do. I believe that I was actually fired in retaliation for my complaints about pay and sexual harassment in the weeks leading up to my termination.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 15 day of August, 2012.



Patsy Case

A38

DECLARATION OF MARY CASILLO

1. My name is Mary Casillo. I am a female, over the age of 21, who resides in Crown Point, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began working for Sterling Jewelers Inc. ("Sterling") as a Diamond Sales Associate at Jared in Orland Park, Illinois in approximately August 2003. Approximately one year later, I transferred to Jared in [REDACTED] Florida and worked as a Diamond Sales Associate for a little over a year. In approximately late 2005, I transferred to Jared in [REDACTED] Indiana and remained at that store as a Diamond Sales Associate until August, 2010, when I left Sterling.

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees, and that violation of that policy was grounds for automatic termination of employment. I was informed of this policy by District Manager Alan Ruffner when I was initially hired by Sterling in 2003.

4. Because of that policy, it was difficult for me and other women to identify instances where they were paid less than male employees performing the same job. However, based on how pay decisions were made and the way that Sterling treats its female employees, I believe that women were paid less than men for performing the same jobs.

5. In approximately March, 2010, I was told by my Store Manager Eden Shikwana that I would not be receiving a raise in 2010, even though I was one of the two top sellers in the state. It is my understanding that other male sales associates in my store did receive raises.

6. During my employment at Sterling, I observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Until fairly recently, promotion decisions were instead made by Sterling via a "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific openings. Information about openings for management positions was only provided in an e-mail if Sterling could not find a particular person to give the position to before they had to advertise for it.

7. Prior to working for Sterling, I had approximately 20 years of retail jewelry experience, as well as some retail management experience. While at Sterling, I was always number one or number two for sales in my store. I won many company-wide awards for my sales, including two trips. I also received customer service awards and consistently exceeded the standards I was supposed to meet. During the first four or so years of my employment, I was interested in obtaining promotions and becoming a Diamond Department Manager. I followed company procedure and mentioned this interest several times to the General Store Managers, but nothing ever came of it.

8. I am aware of a currently employed female who was passed over for a promotion to a General Manager position that instead went to a less qualified male. Her name is **Female Employee** and she was the Assistant General Manager of a Jared store in St. Petersburg, Florida. Ms. **Female Employee** was an excellent, long-term employee, well qualified for the General Manager position. In fact, for a period of time, Ms. **Female Employee** was acting General Manager of her store, while there was no General Manager. However, in approximately the Spring of 2010, **Male Employee** a male who had much

less Sterling experience than Ms. [Female Employee] was promoted to the General Manager position instead of her.

9. Approximately two or three years ago, a new Jared store opened up in Mishawaka, Indiana, while I was working in Merrillville, Indiana. A male, whose name I do not recall, was brought in as General Manager. He was brand-new to Sterling and had no jewelry experience of which I am aware. He had previously worked at a hardware store. I heard about this through word of mouth. I believe that there were qualified and experienced females in the district who could have and should have been offered that position instead.

10. Sexual harassment is prevalent at Sterling, and I am aware of at least two noteworthy incidents that illustrate this. Sometime in approximately 2004 or 2005, female Assistant General Store Manager [REDACTED] was passed over for a promotion to General Manager at her store in [REDACTED] Florida. The position instead went to a female sales person, [REDACTED], who was rumored to have been performing sexual favors for the District Manager, [REDACTED]. After [REDACTED] became Store Manager, Ms. [REDACTED] walked in on [REDACTED] and District Manager [REDACTED] engaged in sexual behavior in the stockroom. Ms. [REDACTED] did not report it because she was afraid of losing her job. Ms. [REDACTED] told me this.

11. Sometime in 2010, a sales associate, [REDACTED] sent a pornographic text message to everyone working in our store, including all management employees. The text showed a silhouette of a woman engaged in oral sex. Instead of reprimanding [REDACTED], the General Manager, [REDACTED], responded via text to the message and asked [REDACTED] if the person in the text was a Jared employee. It is general knowledge within the store that General Manager [REDACTED] has gone out for drinks with

██████████. I was offended by this behavior and found it totally inappropriate. In addition, I was aware of Sterling's policy that managers were not allowed to fraternize with associates after hours.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

27th ~~Feb~~ day of Feb, 2012.

Mary Casillo
Mary Casillo

A39

DECLARATION OF DARLENE CERLANEK

1. My name is Darlene Cerlanek. I am a female, over the age of 21, who resides in Massena, New York.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1999. I was recruited to become an Assistant Manager in the Massena, New York Kay Jewelers ("Kay") in the [REDACTED] after the Store Manager there observed my work serving customers at another store in the mall. I resigned after only working for Sterling for a short time because I heard from other employees about theft going on in the store and was not comfortable working there.
3. On approximately March 15, 2007, I returned to work for Sterling in its Belden Jewelers ("Belden") store in the St. Lawrence Centre as a part-time sales associate. After approximately six months, I was promoted to a full-time sales associate. In the spring of 2007, I was promoted to Third-key Associate and held that position until I was promoted to Assistant Manager of the Kay store in [REDACTED] in approximately November 2008. I currently hold this position.
4. Prior to my employment with Sterling, I worked in large retail department stores for more than six years. In addition, I operated and owned two restaurants; I operated and owned a gas/convenience store; and I managed a hotel.
5. Although Sterling required that I work for at least six months before being promoted to a full-time sales associate position, several male employees, including [REDACTED] Male Employee [REDACTED] Male Employee [REDACTED] and Male Employee [REDACTED] were hired into my store as either seasonal or part-time sales associates and were quickly promoted into full-time positions within weeks of hire.

6. While being employed at Sterling, I have witnessed gender discrimination that has limited opportunities for women in the store. For example, I observed women being denied promotions in favor of equally or less qualified men. **Male Employee** was hired as a seasonal sales associate in December 2007. In January 2008, he was promoted to Office Manager. There were several qualified female sales associates, like **Female Employee** and **Female Employee**, who had worked for Sterling longer and were interested in this position but were not given the opportunity to interview for the promotion.
7. Likewise **Male Employee** who had been with Sterling for approximately a month was quickly promoted from part-time sales associate to full-time sales associate and to Third-key Associate. I was interested in the Third-key Associate position and asked the Store Manager Janice Bond why she decided to promote this new male employee instead of me. She told me that I was not ready. **Male Employee** was in his twenties and had only worked for Sterling for a few weeks, whereas I had significant management experience prior to my employment with Sterling, had worked for Sterling for several months, and was performing well in all my standards. I was eventually promoted to Third-key Associate in the spring of 2007.
8. Throughout my employment, I was interested in promotional opportunities. I only learned of Sterling's career registry program around October 2008, when I expressed my interest in interviewing for the open assistant manager position in my store. The Store Manager, Brittany Rushlow (formerly Morris), told me that to be considered for the position I need to sign-up through Sterling's online system. At the time, I didn't know how to do this or that it was even required. Throughout my employment, I have not seen job openings and promotional opportunities posted on a formal job posting system. I

often was not aware that a promotional opportunity was available until one of my managers told me or until after the position was filled.

9. The assistant manager position in my store became available after the Store Manager, Ms. Bond, stepped down and the Assistant Manager, Ms. Rushlow, was promoted into her position. Ms. Rushlow walked me through how to register my interest in the computer so I could be considered for the promotion to assistant manager. As we entered my information, however, the computer prompted me to enroll in the Manager Training School. Ms. Rushlow was not sure if I was allowed to enter any additional information into the system until I was enrolled. Ms. Rushlow did not know how to proceed and needed to call our district manager Joanne Falta for assistance with the online registry program.
10. I have not been given the opportunity to enroll in the Management Training School, nor have any of my managers informed of the selection process for this management training. However, I am aware that **Male Employee** who has less experience with Sterling and in management than I do, has attended the Management Training School on more than one occasion.
11. I was not the only employee who was not familiar with Sterling's career registry system before October 2008. For example, Judy Smith also wanted to apply for the open Assistant Manager position left by Ms. Bond's demotion, but she did not know that she needed to sign-up through the registry program to be considered either. She was only informed about the registry program after the position was filled.
12. Moreover, I do not believe Sterling's career assistance registry program is implemented fairly. My Store Manager, Steven Campbell, had not been working a full-time schedule,

and I have worked extended hours to cover his shifts. In about February 2009, I heard from others that Sterling was looking to promote from within to replace him, and that the current Assistant Manager of the Belden store in St. Lawrence Centre, Andrew Vanest, may be promoted into his position. Mr. Vanest's promotion to Store Manager of Kay, would create an opening for an assistant manager in the Belden store. The Belden store is a higher volume store than the Kay store I currently work in as Assistant Manager, so the Belden Assistant Manager position would be a higher paying position.

13. Ms. Rushlow told **Male Employee** who is the Third-key Associate at Belden, to register his interest in the Assistant Manager position online so he could be promoted to assistant manager of Belden should there be an opening. No one discussed with me the promotional opportunities that may be available with Mr. Campbell's pending departure. I called Ms. Rushlow to inquire about who was being considered for the promotion to store manager of my store, and to discuss with her my interest in other positions that may be available as a result. She told me she could not discuss this with me, and that I should call our District Manager Joanne Falta to discuss this. Before I had the opportunity to call her, Ms. Falta called me and said that I should not ask Ms. Rushlow questions about management position that do not concern me and that whomever fills these positions is really none of my business. As the Assistant Manager of Kay who was running the store in Mr. Campbell's absence, I believe these issues did concern me. In addition, I was interested in being considered for the Assistant Manager position at Belden. However, Ms. Falta's unfriendly tone made it apparent that I was neither being considered for the Assistant Manager position, nor would further discussion concerning my interest in the position be welcome.

14. In mid-March, Sterling announced that **Male Employee** would be promoted to the Assistant Manager position at Belden.
15. It is my understanding that **Male Employee** did not have management experience, had less experience with Sterling, had lower performance standards than I did, and had previously been terminated by Sterling. Yet, despite my interest in and greater qualifications for the position, Sterling passed me over for the position.
16. There appears to still be a secretive, tap-on-the-shoulder, way in which promotional decisions are made even though Sterling now has an online career registry system. Sterling has not made clear whether my earlier registration of interest would alert managers to consider me for the assistant manager position of the larger volume Belden store or whether I would need to re-register my interest to be considered for such a position.
17. Since I began as Assistant Manager at the Kay store in November 2008, my Store Manager **[REDACTED]**, has engaged in sexually explicit and demeaning conduct toward women in the store. For example, on a number of occasions, when women came into the store to apply and interview for sales associate positions, **[REDACTED]** would make inappropriate comments, such as "I'd like to have that one sit on my face." He would also discuss his affinity for the backsides of various female job applicants and employees. He would engage in similar behavior with female customers, propositioning them and making sexually explicit comments. I made clear that I did not appreciate his comments, but he continued his comments, which I found sickening.
18. Throughout my employment, I have had no way to determine whether I am paid fairly. Sterling has consistently maintained a policy that prohibits its employees from discussing

their pay. My Store Manager Ms. Bond informed me about this policy and I currently enforce this policy among employees of the Kay store as Assistant Manager.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this ^{VP}24 day of March, 2009.


Darlene Cerlanek

A40

DECLARATION OF RUSHIKA CHATMAN

1. My name is Rushika Chatman. I am a female, over the age of 21, who resides in Houston, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling", "the Company") from March 2009 until July 2011 as a Sales Associate in Kay store 2127 at the Mall at Cortana in Baton Rouge, Louisiana.
3. Prior to working for Sterling, I had worked in the jewelry department at Macy's as a seasonal sales employee for about 3 months. And prior to that, I worked at a retail clothing store, 579, as a sales associate and key holder. For two and a half years before that I was a sales associate at Hearts, a retail novelty store, where I was promoted to shift manager for my last six months.
4. I became aware of Sterling's policy against discussing pay with other employees when my store's acting Store Manager, David Adams, and I overheard two Sales Associates discussing their pay. Mr. Adams interrupted them and instructed us all that we were not allowed to discuss our pay with one another.
5. Based on my experience, I believe that males were paid more than female Sterling employees for similar work. For example, around summer 2010, Sales Associate **Female Employee** and I were in the store when a newly hired male Sales Associate, **Male Employee** came in and said to us "I earn more than all of y'all." I believe that he was telling the truth about earning more than **Female Employee** even though this seemed unfair given that **Female Employee** had been there for nearly a year.

6. Then in late 2010, another newly hired male Sales Associate **Male Employee** with no previous experience in retail sales or management told me he was earning close to \$10 per hour at the time he was hired. At the time, I had been with the company longer and had more experience, but I was only earning approximately \$9 per hour, and Sales Associate **Female Employee** was earning even less than I was. When I learned this, I complained to my Store Manager Latoya Washington that I was not paid enough, and asked for a raise. Ms. Washington told me that District Manager Ronetta Wilson said that before I or any other female employees would be eligible for a raise, the store's sales would have to improve, and we would also need to make 6 out of 6 standards for three consecutive months. After hearing this, I felt it was a fundamentally unfair standard and that the Company was exhibiting gender bias. I recall that **Female Employee** complained about Mr. **Male Employee** pay to Ms. Washington, and she told me that nothing was done about it.

7. During my time at Sterling, I recall promotional opportunities were not posted in my store. I further believe that Sterling favored men for advancement opportunities over similarly or more qualified female employees. For example, in late 2010, I told acting Store Manager David Adams that I wanted the Third Key position as a way to build leadership experience and prepare me to take an Assistant Manager, and then a Store Manager role. I had been an Assistant Manager prior to coming to Sterling, and I saw Third Key as a step up the ladder into management at the Company. Mr. Adams told me that he had told District Manager Ronetta Wilson about my interest in advancement. Soon thereafter, Ms. Wilson came in to our store and told me that she was considering me and


Male Employee

as candidates to fill the Third Key opening at our store. At the time, I was a more experienced and qualified candidate. In fact, I was training Male Employee because he was still a relative newcomer, and he did not have as much retail experience or tenure with the Company as I did. Even so, Male Employee was offered the Third Key position over me.

8. While at Sterling I also observed that women were disciplined more harshly for offenses, while men were more often excused for bad behavior. For example, I recall when Sales Associate Donalvon Lewis came in to work nearly an hour late some time in 2010. He did not call, and he came strolling in like there was no problem. To my knowledge he was not reprimanded and nothing was done. By contrast, when Sales Associate Crystal Wade came in about 30 minutes late another day shortly thereafter, she was written up and disciplined, even though she had notified the store that she was running behind. On several occasions, I called HR and spoke with Tom Parks about my concerns at store 2127. He said he would look into my concerns about Donalvon Lewis's background and loss prevention issues as well as my complaints about being passed over for the Third Key position. I never heard from Mr. Parks about the issue again.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

3 day of April, 2013.



Rushika Chatman

A41

DECLARATION OF SHERRI CHEGINI

1. My name is Sherri Chegini. I am a female, over the age of 21, who resides in Orlando, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Kay's in Milford, Connecticut in the early 1990s as a part-time Sales Associate. I also worked the Kay's in Meriden, Connecticut as a part-time Sales Associate during this timeframe.
3. From approximately 1996 to 2000, I worked for Learner New York Company, a woman's fashion store, as a store manager.
4. On approximately February 29, 2000, I was hired by Marks & Morgan at its [REDACTED] store located in [REDACTED], Florida as an Assistant Manager. Shortly after this, Sterling purchased Marks & Morgan and I was assigned to be a Sales Associate. The Store Manager of the [REDACTED] Store when Sterling took over was [REDACTED]. [REDACTED] treated female associates in a degrading manner. For example, at one point he cussed at me and told me to get out of his store. He was followed by [REDACTED] in approximately July 2000 and then [REDACTED] in approximately 2002. Each of these managers were part of what they called the "boy's club," which included District Managers [REDACTED], [REDACTED], and [REDACTED]. The boy's club at Sterling consisted of male managers who played golf together, went to strip clubs, and made sexual conquests of female associates. It was well known throughout the time I worked at Sterling that [REDACTED], Sterling's current Exec
utive
(s), was a part of the "boy's club"

and that he was having affairs with female associates. District Managers [REDACTED] and [REDACTED] and Store Manager [REDACTED] told me that [REDACTED] had a reputation for having affairs with Sterling female associates.

5. In approximately January or February 2001, I was promoted to be the Store Manager of the Marks & Morgan store in [REDACTED] Florida. I stayed there for three months and then was transferred back to the Marks & Morgan at the [REDACTED] in [REDACTED], Florida as an Assistant Manager. The female Store Manager at the [REDACTED] was having an affair with [REDACTED], the District Manager.
6. In approximately 2004, I was transferred as an Assistant Manager to the Kay's Jewelers store at the [REDACTED] in [REDACTED], Florida. The female Store Manager of this store was having an affair with [REDACTED], the District Manager.
7. In approximately November 2005, I was transferred to the Kay Jewelers store located at the [REDACTED] in [REDACTED], Florida as a Sales Associate. The Store Manager of this store was [REDACTED], who had been demoted from a District Manager position. In approximately June 2006, my employment with Sterling was terminated.
8. During my employment with Sterling, I received numerous awards. During several years, I had close to or more than a million dollars in sales. I was a member of Sterling's Million Dollar Club.
9. Throughout the time I worked for Sterling, I was aware that the Company had a policy and practice of telling its employees that they were not to discuss their pay in the stores. This policy made it difficult for women to identify instances where

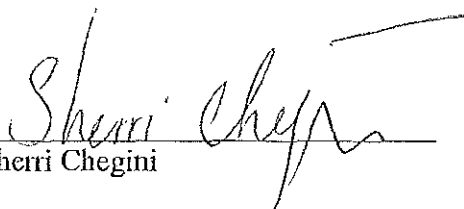
they were paid less than male employees. In spite of this policy, I am aware that I was paid less than some men who worked in similar jobs as I did. For example, when I was demoted from a Store Manager position in the Marks & Morgan in Altamonte Springs, Florida in approximately 2002, the male who replaced me, [Male Employee], was paid a salary of approximately \$38,000 while I was paid a salary of approximately \$37,000 for performing the same job. In 2005, [Male Employee] was an Assistant Manager at a Kay's store in Orlando and was paid approximately \$38,000 to \$39,000, while I was paid approximately \$35,000. In approximately 2006, [Male Employee] was paid approximately \$22.00 per hour and I was paid approximately \$16.65 per hour even though we were both top sales associates working in the same Kay Jewelers store in Orlando, Florida.

10. During my employment with Sterling, the Company did not post job openings or promotional opportunities. Instead, promotions were made by a tap on the shoulder system where Sterling's upper level management would pick whoever they wanted for open positions and generally the associates were not aware of the openings until someone was asked to fill the position. After I was demoted to an Assistant Manager position and a sales position, I continued to be interested in promotions to store manager, but was not considered for these positions.
11. In approximately 2005 or 2006, in the Kay's store in [redacted], Florida where I worked with [redacted], [redacted] would regularly sexually harass me. For example, he would make crude comments like, "Momma, you look so pretty" and would take pictures of me on his cell phone. I complained to Sterling's HR department about [redacted], but nothing was done to my knowledge and [redacted]

continued to act in an inappropriate manner towards me and other female employees of Sterling.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 14 day of Feb, 2013.



Sherri Chegini

A42

DECLARATION OF KELLY CHIAVAROLI

1. My name is Kelly Chiavaroli. I am a female, over the age of 21, who resides in Tarpon Springs, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately October 2003, as seasonal office and sales help at the Jared store in Citrus Park, Florida. I continued in that position until approximately February 2004, when I was promoted to Office Manager. I worked as Office Manager until approximately March 2005, when I became a Sales Associate. I continued in that position until approximately June 2006, when I left the company.
3. While employed by Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with each other. I believe Store Manager Lucia Scott told me that I should not talk about my pay with other employees.
4. I believe that Sterling discriminates against its female employees in pay. Because of Sterling's policy, however, it is difficult for female employees at Sterling to identify instances in which they were paid less than male employees performing the same job.
5. Sometime in 2005 or 2006, Sterling's attorneys came to our store and had employees sign a paper regarding their pay. I felt pressure to sign the paper, which I did sign. At the time, I did not know that some employees refused to sign the paper. Had I known this, I would have felt more comfortable and would have refused to sign it as well.

6. During my employment with Sterling, I observed that promotional opportunities were not posted or available for employees to look at. Employees heard about promotional openings through word of mouth.
7. After I became a Sales Associate in approximately March 2005, I was interested in promotions to department manager and then Assistant Manager.
8. In approximately April or May 2006, I learned that the Perimeter Manager position was becoming open because the current Perimeter Manager, Dan Meckle, was leaving. The Perimeter Manager was responsible for the merchandise and training in the perimeter, which consisted of timepieces, colored gemstones, and gold jewelry. I told my Store Manager, Avind Mohip, that I was interested in the position. He asked me to submit an Action Plan for the department, which I did. I interviewed with Mohip and Assistant Manager Judy Reed. Instead of me getting the position, Sterling promoted a less qualified male employee. Male Employee
[REDACTED] He had been with Sterling for approximately 6 months; at that time I had been with the company for approximately two and a half years. Male Employee
lasted approximately 1-2 weeks in the position before he stepped down.
9. I began looking for a job soon after because I did not believe I would be treated fairly at Sterling and receive the promotions I was qualified for.

I declare under penalty of perjury that the foregoing is true and correct. Signed this

13 day of August, 2008.


Kelly Chavaroli

A43

SUPPLEMENTAL DECLARATION OF KELLEY CHIAVAROLI

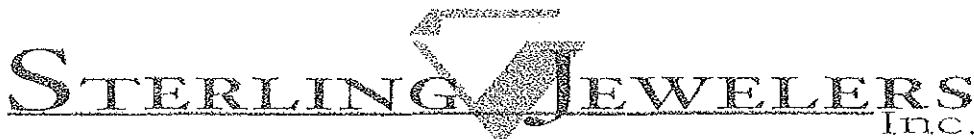
1. My name is Kelley Chiavaroli. I am a female, over the age of 21, who resides in Tarpon Springs, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a declaration in this matter on August 13, 2008 attesting to discrimination I experienced because of my sex (female) while employed by Sterling Jewelers Inc. ("Sterling").
3. In Paragraph 5 of the declaration I signed on August 13, 2008, I mentioned that in 2005 or 2006, attorneys representing Sterling came to my Store (the Jared in Citrus Park, Florida, Store 443) and had employees sign a paper regarding their pay. I explained that I felt pressured to sign the statement. Almost seven years later I received a letter from Sterling with this statement enclosed. The statement was titled "Declaration of Kelley Chiavaroli" and was dated November 9, 2005. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had "signed a declaration under oath," and notified me that it had "attach[ed] a copy of [my] declaration for [my] convenience." Attached hereto as Exhibit 1 is a copy of the letter from Sterling. Sterling then alerted me that attorneys for the women who filed the arbitration complaint might contact me to discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a "Christina Janice at (303) 665-6168" if I had any "concern[s] about how [I was] being treated by either [Sterling] or attorneys representing individuals suing [Sterling] in relation to this matter." Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

4. I found the language in Sterling's letter telling me that I had signed the attached declaration under oath intimidating. I did not remember the document Sterling attached as my declaration, and did not agree with all the statements made therein. Paragraph 12 states that "I was provided with a full opportunity to carefully review this affidavit and freely make any corrections and additions of any kind." However, this was not true. During the meeting with the two attorneys who prepared this declaration, I informed them that Paragraph 5 was incorrect. Paragraph 5 states: "I believe that I am fairly paid and that my pay rate, raises, and incentive are set without regard to gender. I have never complained to any member of Jared management about my pay or incentive, nor have I heard of any other employee doing so." I pointed out that I had complained about my pay and that I was denied a merit increase. However, no corrections were made to Paragraph 5.
5. I also thought I was required to sign the November 9, 2005 declaration. It was not my understanding at the time that I could refuse to sign it.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 8th day of March, 2013.

Kelley A. Chiavaroli
Kelley Chiavaroli

EXHIBIT A



June 5, 2012

Ms. Kelley Chiavaroli
551 MANISHA PL
TARPON SPRINGS, FL 34688

Dear Ms. Chiavaroli:

As you may remember, some current and former retail sales employees of Sterling Jewelers Inc. have asserted that the company discriminated against female employees in promotion decisions and compensation. The women who initiated this claim purport to act for themselves and certain other female retail sales employees of Sterling. The case, which is being arbitrated, is called *Jock, et al. v. Sterling Jewelers Inc.* The women who filed this complaint seek money and other forms of relief. Sterling believes that it has at all times abided by federal and state law and that the allegations by the individuals are unfounded. At the same time, the company takes these matters very seriously and has investigated the facts and is evaluating the claims.

As part of the investigation and evaluation process, company representatives contacted you in the Fall of 2005 or Spring of 2006 to ask you questions about your experiences at Sterling and to gain knowledge about these issues that you possess. Following those discussions, you signed a declaration under oath. You should have received a copy of this declaration after you signed it, but in case you did not or have misplaced it, we are attaching a copy of your declaration for your convenience.

Recently, counsel for the women who filed the arbitration complaint formally requested that Sterling provide them with your contact information. Sterling is required to provide this information to those attorneys. As a result, those attorneys may contact you to discuss your declaration. As was explained to you before you spoke to Sterling's counsel, you are not required to speak to counsel for either Sterling or the arbitration claimants, and you have the right to hire a lawyer to represent you during any discussions with either side, if you choose. Even if you decide to speak with attorneys for either side, you may choose to end your discussions at any time. Regardless of whether you choose to speak with the attorneys who are litigating against the company or not, Sterling has a policy prohibiting retaliation against any employee simply because that employee chooses to participate in a lawsuit or investigation concerning alleged violations of federal or state law.

If at any time you become concerned about how you are being treated by either the company or attorneys representing the individuals suing the company in relation to this matter, please do not hesitate to contact Christina Janice at (330) 665-6168, so that we can attempt to address your concerns. We appreciate your time and attention to this matter.

Very truly yours,

Handwritten signature of Michael D. Lynch in cursive script.

Michael D. Lynch
VP Employee Relations

Encl. Declaration

375 GHENT ROAD AKRON, OH 44333-4600
(330) 668-5000

CL-STR009743

EXHIBIT A

DECLARATION OF KELLEY CHIAVAROLI

I, Kelley Chiavaroli, having a business address of 8104 Citrus Park Drive, Tampa, Florida, do hereby swear, affirm and attest as follows:

1. I am over 18 years of age and competent to testify to the matters stated in this affidavit. I make this affidavit based upon my personal knowledge. This affidavit is given voluntarily. I have not been promised any benefit, coerced or threatened in any manner in exchange for the testimony in this affidavit.

2. I am currently employed at Jared Store No. 443 in Tampa, Florida. I have been an employee of Jared's since October 2003 and have worked in Store No. 443 for that entire period of time. I began as a seasonal worker and was promoted to the position of Office Manager in February 2004. As an Office Manager, I was paid at a rate of \$10.50 per hour. I worked in that position until March 2005, when I became a sales representative. My starting rate of pay as a sales representative was \$10.50 (plus commissions). My current supervisor is Avind Mohip.

3. As a sales representative, I am currently paid at a rate of \$10.50 per hour. I am considered an hourly, non-exempt employee.

4. Prior to working at Jared, I sold craft items at craft shows for approximately two years. Otherwise, I had no sales, management or customer service experience prior to joining Jared and had never worked in the jewelry business as a sales employee.

5. I believe that I am fairly paid and that my pay rate, raises, and incentive are set without regard to gender. I have never complained to any member of Jared management about my pay or incentive, nor have I heard of any other employee doing so.

CONFIDENTIAL
SJI 00011542

SJI 00011542

CL-STR009744

EXHIBIT A

6. I have received regular performance reviews since beginning my employ Jared. I believe that the reviews that I have received fairly and accurately assess my performance.

7. When I was hired by Jared, I received an employee handbook and completed the Associate Training System ("ATS"). ATS included training on Jared's payroll practices and described how incentive pay is computed.

8. When I was hired, Jared also provided me with training on its payroll system and the proper method for reporting my working time. I understand that the Company policy prohibits employees from working "off the clock."

9. While employed with Jared, I have understood that I am required to clock-out if I take a meal break of 30 minutes or longer, and clock back in after I complete my meal break. I have also understood that I am not required to clock-out for breaks of less than 30 minutes and that I will be paid for these breaks.

10. Based on my experience working for Jared, I believe that the Company makes promotion decisions fairly, considering factors such as an employee's past performance. I also believe that promotion decisions are made by Jared without regard to gender.

11. I understand that I am not required to provide the testimony in this declaration. I further understand that it would be a violation of Jared's policy for anyone to retaliate against me for providing or refusing to provide the testimony in this affidavit. I have agreed to notify the Company immediately if I ever believe I am being subject to any retaliation in violation of its policies.

12. I have provided this declaration voluntarily without any promise of benefit or threat of any kind. Prior to signing this affidavit, I was provided with a full opportunity to

EXHIBIT A

carefully review this affidavit and freely make any corrections and additions of any kind. I

verify that the information I have provided in this affidavit is true and correct.

PURSUANT TO 28 U.S.C. § 1746, I DECLARE UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.

Executed on November 9, 2005

Kelley A. Chivarsoli
(Print Name)

Kelley A. Chivarsoli

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A44

DECLARATION OF ANTHONY CHRISTY

1. My name is Anthony Christy. I am a male, over the age of 21, who resides in Grayslake, Illinois. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers, Inc. ("Sterling" or "the Company") beginning as a full-time Sales Associate in October, 1997 at Kay store [REDACTED] in [REDACTED], Indiana. I also worked for Sterling at J.B. Robinson stores in [REDACTED] and [REDACTED] Illinois. Beginning in July 2000, I worked as a Store Manager at several stores including the J.B. Robinson store in North Riverside (2000-2001), a Kay store in Rockford, Illinois (2001-2002), and a Kay store in North Riverside, Illinois (2002-2003). I also worked as a Sales Associate at a Shaw's store in Greendale, Wisconsin (2003). After a break in service at the Company starting in 2003, I returned for a couple months in late 2005 and 2006 as a seasonal part-time Sales Associate and again in 2008 as a full-time Manager-In-Waiting and Assistant Manager at a Jared's store in Germantown, Tennessee. I have not worked for Sterling since 2008.
3. During my employment at Sterling, I was aware of Sterling's policy that employees were not allowed to discuss their pay with one another. As a Store Manager, I was responsible for informing my store employees of the policy and enforcing it. Violation of the policy could result in discipline, including termination.
4. During my employment at Sterling, and especially during my years as a Store Manager, I was able to witness the manner in which the Company operated

regarding its treatment of women. In general, I would describe the top executives of the Company as being a “boys’ club.” There was basically a clique at the top of the Company that consisted of the primary male executives. These included, among others, [REDACTED] and Executive(s) [REDACTED], [REDACTED], [REDACTED], and [REDACTED]. These executives had a reputation at the Company for engaging in intimate sexual relations with subordinate female managers at Sterling. I learned that from discussions with other Store Managers and District Managers at Sterling.

5. [REDACTED] was my District Manager in 1997 and 1998. He was subsequently promoted to Executive(s) [REDACTED]. It was common knowledge at Sterling that [REDACTED] was involved in affairs with female employees in his stores. In addition, I was told by a young female front office employee at the Kay store [REDACTED] that [REDACTED] had made sexual advances toward her. She was approximately 19 or 20 years old at the time, while [REDACTED] was much older and married at the time. [REDACTED] was viewed by his employees as a sexual predator.
6. I attended several of Sterling’s annual Managers’ Meetings that were generally held at the [REDACTED] Resort in [REDACTED] Annual Managers’ Meeting. These meetings provided much opportunity for Sterling’s male executives and managers to have sexual encounters with subordinate female managers in attendance. Male executives used the power and prestige of being Sterling executives to find and coerce lower-level female employees at Sterling to have sexual relations with them. Based on my personal observations of executive behaviors and from discussions with other Sterling

Managers, it was apparent that this inappropriate and warped activity was well-known throughout the Company, and it encouraged lower-level male managers to engage in similar behavior. The behavior District Manager [REDACTED] engaged in, which I described above, is an example of that.

7. In addition to the sexual harassment that female employees experienced at Sterling, I was also aware of other gender discrimination that occurred there. For example, in 1999, I was the highest paid Sales Associate in my district, even though there were other female Sales Associates in my district who had been with Sterling longer and sold as much or more jewelry than I did. I knew what the females got paid because my Store Manager, Fonz Harris Nialone, told me.
8. I also witnessed Sterling's failure to promote qualified females. Sterling's failure to promote these women can only be due to their gender, as they were much more qualified than the men who were selected. For example, in approximately early 2003, Male Employee [REDACTED] was promoted to District Manager in St. Louis. At the time he was promoted there were several highly qualified female Store Managers in the area who had more experience than Male Employee [REDACTED] and should have been selected for promotion to District Manager before Male Employee [REDACTED].
9. This was not an isolated example. While attending the annual Managers' Meetings, I observed the high number of female Store Managers who received awards and accolades for their high performance stores, yet they were not promoted. Meanwhile, I observed male Store Managers being promoted at a much greater rate than their female counterparts. The reason for this discrepancy

in the promotion of female Store Managers seemed obvious – it was because of their gender.

10. Sterling supposedly had a policy of “promoting from within.” Notwithstanding this policy, I can recall several instances where males were brought in from outside the Company and placed in Store Manager positions passing over highly qualified women who worked at Sterling and would have been interested in the positions.

11. I do not remember a single time during my many years at Sterling where a female was brought in from outside the Company and placed in a job which would have resulted in a promotion denial for an incumbent Sterling male employee.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

30 day of May, 2012.


Anthony Christy

A45

DECLARATION OF KATHERINE CHRISTY

1. My name is Katherine Christy. I am a female over the age of 21 who resides in Southaven, Mississippi. I make this declaration upon personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") for approximately 15 years, from 1991 until September of 2006.
3. I began working for Sterling at the Kay store in 1991 at the Lakehurst Mall in Waukegan, Illinois as a part-time Sales Associate. I was promoted to Assistant Manager in 1992, approximately six months after I was hired. In approximately 1993, I was promoted to Store Manager of the Kay store at the Lakehurst Mall, and continued as Store Manager there until approximately 1995. From there I became the Store Manager of the Kay store at the Lincolnwood Mall in Lincolnwood, Illinois and held this position until approximately 1998. At that time, I became the Store Manager at the Kay store in the Cherryvale Mall in Rockford, Illinois, and held that position until August of 1999. From August 1999 until approximately January 2000, I was the Store Manager of the Jared store in Skokie, Illinois. From approximately January 2000 until October of 2000, I was the Store Manager of the Kay store in the Lincolnwood Mall. From there I became the Store Manager of the Kay store in the Hawthorne Center Mall in Vernon Hills, Illinois. I held this position until May of 2005. At that time I became the Store Manager of the JB Robinson store in the Woodfield Mall in Schaumburg, Illinois, until I left the company in September of 2006.

4. I received many district and corporate awards for my performance as Store Manager. For example, I won the district-wide Manager of the Year award in 2001, as well as the district Training Manager of the Year award in 2001. I won the district Training Manager of the Year awards in 2002 and 2003. I also won the corporate-wide Training Manager of the Year award in 2005.
5. Sterling had a policy prohibiting employees from discussing how much they were paid. When I was Store Manager, I instructed my employees to not discuss their pay among each other. This policy made it difficult for female employees to identify instances in which they were paid less than males performing similar work. However, I sometimes learned the pay of male employees through conversation.
6. Throughout my employment with Sterling, I was paid less than male employees with similar or less experience and tenure with the company. For example, in approximately 1993 when I was the Store Manager at the Kay store in the Lakehurst Mall in Waukegan, Illinois, my salary was \$28,000. My then-husband, **Male Employee** was paid \$38,000 as the Store Manager at a similar-level store, the Kay store at the Harlem-Irving Plaza in Norridge, Illinois, at the same time.
7. Additionally, **Male Employee** was paid \$30,000 for his first Store Manager position at the Kay store at the Lakehurst Mall in Waukegan, Illinois, in approximately 1990. When I was promoted to my first Store Manager position in 1992, I was paid a base salary of \$28,000.
8. **Male Employee** was another male Store Manager who was paid more me. He became the Store Manager at the Kay store in the Lakehurst Mall after I left that

store in 1995. At the time I left my salary was \$28,000. When [Male Employee] became the next Store Manager immediately following my departure, he was paid \$35,000. I learned [Male Employee] salary from conversation with him. He had no prior jewelry store experience and previously worked as a district manager for gas stations.

9. I believe that other women suffered discrimination in pay while employed with Sterling. Sometime in approximately 1995 to 1997, an email that revealed the salary of a male Store Manager Fontillist Harris was inadvertently sent to the entire district. I remember a number of female Store Managers in the district being upset at how much higher his salary was compared to theirs.
10. Female employees at Sterling also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Sterling's District Managers and Vice Presidents instead made promotion decisions via a subjective "tap on the shoulder" system in which Sterling informs an employee of a promotional opportunity only when the company is interested in promoting that particular person. Often times I heard about a promotional opportunity only after it had been filled by a less qualified male employee.
11. I suffered from discrimination in promotions at Sterling in two ways: I was passed over for promotion to higher volume, more desirable stores where less qualified males were selected; and I was passed over for promotion to District Manager in favor of less-qualified male employees.

12. Once an employee became a Store Manager, a promotion within this position occurred when that Store Manager was awarded a "higher volume" store, meaning the store sold more merchandise. Since a Store Manager's compensation consisted in part of a percentage of the store's sales, managing a higher volume store likely resulted in higher compensation for that Store Manager. Sterling ranked its' stores according to the sales level of the store, with "AAA" referring to the highest class of store, then descending to "AA", "A", "B", with the lowest-level store ranking a "C".
13. Typically, Sterling paid Store Managers a higher base salary based on the class or level of store they manage, with the Store Managers of "AAA" stores paid a higher base salary than at a "AA" store, and so on. Several times there was an opening at a higher volume store in which I was qualified and interested, but not made aware of the vacancy until after a less qualified male was promoted to that store.
14. For example, some time in approximately 1996 to 1998, Male Employee started with Sterling as a Manager In Waiting at the Kay store in the Lakehurst Mall in Waukegan, Illinois. I was the Store Manager at the time and trained him how to be a store manager. He was promoted to Store Manager within 90 days of joining Sterling to manage the Kay store at the Harlem-Irving Plaza in Norridge, Illinois. This was a higher volume, more desirable store than the one I was then managing. I was interested and qualified to manage this store, and had expressed my interest in the position to my District Manager Greg Waidmann.

15. Another male Store Manager, **Male Employee** was promoted to manage the JB Robinson store in the Springhill Mall in Dundee, Illinois in approximately 1998. At the time Sterling promoted **Male Employee** was Store Manager of the Kay store in the Lincolnwood Mall in Lincolnwood, Illinois. The JB Robinson store was a higher volume, more desirable store than the Kay store I was then managing. I was interested and qualified to manage this store, and had expressed my interest in the position to my District Manager Angelo Polizos.
16. **Male Employee** was awarded the Kay store to manage in the Woodfield Mall, in Schaumburg, Illinois, over me in 2005. I was interested and qualified to manage this store, and had expressed my interest in the position to my District Manager Angelo Polizos. This was a highly desired store in the Chicago area because of its' high volume of sales. **Male Employee** had less seniority than me, was promoted from West Virginia and was not as familiar with the Chicago area market as I. Moreover, I had a strong, proven track record as a Store Manager with Sterling.
17. I also experienced sex discrimination in promotions by being passed over for promotion to District Manager in favor of less qualified male employees. I observed that Sterling had no formal process to express interest in or apply for a District Manager position. I began expressing interest in becoming a District Manager in approximately early 2002 to District Manager Angelo Polizos.
18. I asked Polizos from approximately 2002 onward what I needed to do in order to be promoted to District Manager, but he did not give me all of the information I needed in order to become promoted. For example, in late 2004 or early 2005 he told me he would get me into the District Manager Training Program. I found out

later there were additional things to do, such as attend District Manager training meetings at the corporate headquarters in Akron, Ohio. Polizos did not tell me about these meetings.

19. I began the District Manager training program in late 2004 or early 2005 under Polizos. This program involved helping out the district manager with his duties and handling them in his absence, such as handling manager and employee issues, conducting training meetings in the district, handling customer complaints, and assisting in running and staffing other stores in the district, as well as managing my own store. There were supposed to be some criteria for the District Manager training program, but they were not provided to me.
20. Polizos did not do some of the things he needed to do in order for me to advance through the District Manager training program. For example, there was a management-training booklet that I was to complete; upon completion, the District Manager was to verify its completion and sign off on the booklet. I completed the booklet in approximately April 2005, but Polizos did not sign it. He did not visit my store very often because he said there were other stores that needed his help. When I called Polizos and reminded him he needed to sign off on my training booklet, he put me off by saying, "We'll get to it." He never signed off on my training booklet.
21. I spoke with other Sterling officials to express my interest in becoming a District Manager and in an effort to find out what I needed to do in order to be promoted. I spoke with Greg Waidmann, who was a Sterling Vice President. This is when I

learned that there were two-day district manager training meetings that I needed to attend. I was never invited to attend these training meetings.

22. I also spoke with Sterling Vice President Joe Maisano when he held a meeting for district managers in the Chicago area in approximately April 2006. I asked Maisano about being promoted and getting my own district, and he told me that, he would see about the promotion after he had the district manager's meeting the next January.

23. In July of 2005, I was passed over for promotion to a District Manager position for the Georgia district. By this time I had a proven record as a Store Manager for approximately 14 years and I had been in the District Manager training program for over a year. I had repeatedly expressed interest in being promoted to District Manager to Sterling District Managers and to other upper management employees. In July of 2006, Sterling promoted [Male Employee] to District Manager for the Georgia district. I was not notified of this opening. [Male Employee] had failed to meet his year to date performance standards. However, once he barely met the year to date standard in July 2006, by approximately \$500, Sterling promoted him to District Manager.

24. Women were treated differently by Sterling in other ways that hampered their professional growth and advancement in the company. For example, when vice presidents and district managers were in town, they would often ask my then-husband David Adams to join them on social outings. It was through such events that important relationships were made or strengthened. Despite the fact I was also a Store Manager, I was never invited to join them. On these outings that my

husband attended, the male executives would go out drinking and/or to adult clubs.

25. I also experienced sexual harassment while employed at Sterling. For example, my District Manager, [REDACTED], often made inappropriate sexual comments to me that made me uncomfortable. He made comments about my breasts and legs. On one occasion, when [REDACTED] visited the Kay store at the [REDACTED] in [REDACTED], Illinois, we walked around the mall. We sat down on a couch in a public area. In the middle of the conversation he said, "Oh my god. Looking at your legs makes me hard. We have to get up and walk around." I did not make a complaint about his comment because I did not believe the company would take it seriously, and because I feared what a harassment complaint would do to my career with the company and in the industry.
26. Another time on the phone, I told [REDACTED] that I had interviewed a man that I knew for the Assistant Manager position at my store. The interviewee was somewhat uncomfortable during the interview with me. When I told this to [REDACTED], he asked, "Are your breasts still swollen?" At this time I had just returned from maternity leave.
27. Inappropriate sexual comments from male managers and executives at Sterling were commonplace and occurred often at company events and outings.
28. I attended the annual Manager's Meetings from 1995 through 2006 that were held in ^{Annual Managers M}[REDACTED] Florida. There were excessive amounts of alcohol provided at these events, and Sterling managers and executives drank till the early hours of the morning.

29. The atmosphere of heavy drinking was part of the company culture at Sterling.

One female store manager from western Illinois, [REDACTED], whose last name I cannot remember, was apparently a recovering alcoholic. She had relapsed and started drinking at the 2003 Manager's Meeting. She had missed some meetings, and **Executive(s)** [REDACTED] asked a number of us whether we had seen [REDACTED]. I heard [REDACTED] had said that she could not be at these meetings because of the excessive alcohol and partying atmosphere. I heard from other Sterling employees that [REDACTED] told [REDACTED] that if she went home from the meeting that she should no longer consider herself a manager. I later heard from other Sterling employees that [REDACTED] left the meeting and was subsequently demoted.

30. I regularly observed and heard about inappropriate behavior at the Manager's Meeting in Florida. For example, a Sterling employee told me about managers having sex in elevators at the hotel and that there was a lot of sleeping around and fraternizing between male managers and their female subordinates. I tried to stay with groups of people that I knew for safety and to prevent any rumors or stories being told about my own behavior.

31. At the Manager's Meeting in ^{Annual Manager Meeting} [REDACTED] Florida in 2003, I attended a party with Dawn Sartore, a Store Manager with whom I was rooming. There was a lot of liquor at this party. [REDACTED], a male District Manager came over to me. I knew [REDACTED] from when he was a District Manager in the [REDACTED] area. He was drunk. We were dancing at the party when [REDACTED] said, "I need some air." He put his hand on my elbow and led me off the dance floor and outside. After we got outside, he suddenly grabbed my arm and dragged me off to the bushes

nearby. I was stunned. He reached through the front of my dress and fondled my breasts and kissed me on the mouth. I pushed him off with both hands, and kneed him on his inner thigh. I ran away very upset and crying.

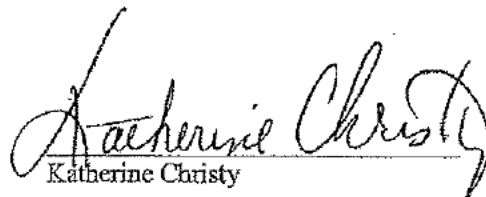
32. I went back inside, found Dawn Sartore, and told her we had to leave. We went back to the room. I was still upset and crying.

33. The next day, [REDACTED] saw me and said, "Kat, I'm sorry. I had so much to drink. I don't even remember what happened."

34. After I returned to the [REDACTED] area, I was speaking with District Manager [REDACTED], when he asked if I had heard that [REDACTED] was arrested at the Florida meeting for raping some girl. I was shocked and said no, and asked what happened. After [REDACTED] recounted that [REDACTED] was arrested for sexually assaulting an employee I exclaimed, "Oh my god. Something similar happened to me." I then told [REDACTED] in detail about what [REDACTED] did to me at the party that night. I was never contacted by anyone from Sterling about what [REDACTED] had done to me that night at the Manager's Meeting in 2003.

35. [REDACTED]'s arrest for rape and the lack of follow up about my own assault confirmed my view that the company would not take seriously a complaint of sexual harassment, including one of sexual assault.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 25 day of August, 2008.


Katherine Christy

A46

SUPPLEMENTAL DECLARATION OF KATHERINE CHRISTY

1. My name is Katherine Christy. I am a female, over the age of 21, who resides in Grayslake, Illinois. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter dated August 25, 2008.
3. As stated in my August 25, 2008 Declaration, I was a Store Manager at Sterling Jewelers, Inc. ("Sterling" or "the Company"), either in Kay or Jared stores for over 13 years – from 1993-2006. As a Store Manager at Sterling, I knew Mr. [REDACTED], who was a very high ranking executive of the Company during this time period.
4. I met Mr. [REDACTED] on many occasions, including many times at the [REDACTED] Annual Managers' Meeting Managers' Meetings. I also met him on the annual company-sponsored trips that were generally held in the Spring. These trips were sponsored to recognize high performance employees. They sometimes involved a cruise or a destination resort trip to places like Hawaii, Puerto Rico, or Acapulco. I estimate that I attended more than 20 of the [REDACTED] Annual Managers' Meeting Managers' Meetings and Spring trips combined.
5. These meetings and trips provided me with regular opportunities to converse with other Sterling managers and executives from around the country. Mr. [REDACTED]'s behavior and reputation was often a topic of conversation among these other managers and executives. Mr. [REDACTED] had a reputation at the Company for pursuing and engaging in romantic affairs with subordinate female managers at Sterling. He had this reputation during the times when he was married and when he was not married. Other Sterling managers told me that Mr. [REDACTED] had a "list of

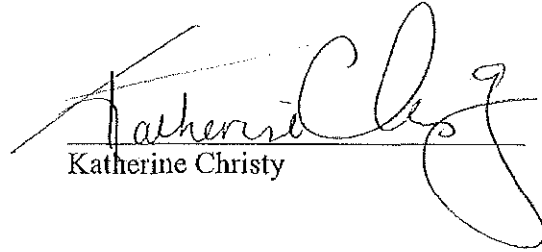
pretty girls” that he was especially interested in at the Company. It was understood that female managers who Mr. [REDACTED] included on his “list” could receive special employment-related treatment and benefits at the Company.

6. It was also common knowledge at the Company that there were other high-ranking male executives who, like Mr. [REDACTED], were also engaged in sexual affairs with female subordinates in the Company, and that special benefits were conferred upon those female managers who engaged in such activity.
7. As I stated in my prior Declaration, the annual ^{Annual Managers' Meet} [REDACTED] Managers' Meeting provided significant opportunity for extramarital sexual activity between Sterling's male managers and executives and subordinate female managers. Spouses were not allowed to attend these meetings. To my knowledge, I never heard of any female managers sexually exploiting subordinate male managers. It was common knowledge that Mr. [REDACTED] was involved in these inappropriate activities with his female subordinate employees, which included skinny-dipping swim parties with female Sterling managers, held by Mr. [REDACTED]. Subjects such as these were often discussed among female management level employees, both during these conferences and back in the field.
8. I was a female Store Manager at Sterling who was not willing to participate in these sexual activities with superior male managers and executives. I felt it unfortunate, unfair, and depressing that my employment opportunities at Sterling were limited because of that. This practice compounded the lack of opportunity for women at Sterling given the other gender discrimination that occurred there. I

described examples of other gender discrimination I experienced in my previous
declaration.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

29 day of May, 2012.


Katherine Christy

A47

DECLARATION OF SADIE CISNEROS-McMILLAN

1. My name is Sadie Cisneros-McMillan. I am a female, over the age of 21, who resides in Lake Jackson, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately June 2003, I began working for Sterling Jewelers, Inc. ("Sterling" or "Company") as a full-time Sales Associate at Kay Jewelers, Store # 1781, at the Bay Brook Mall in Friends Wood, Texas where I did my training. After my approximately two-week training, I and the entire Kay's staff at the Bay Brook Mall store were transferred to a new Kay Jewelers, Store #1674, in Lake Jackson, Texas and I was promoted to Third Key. I remained in this position and at this store for the duration of my employment with Sterling which ended when I resigned in September, 2006.
3. I had extensive experience in the jewelry industry and an impressive track record prior to my employment with Sterling. I had worked in the jewelry industry in sales and/or management for approximately 20 years at large jewelry retailers comparable to Sterling where I was a top sales performer, had received numerous sales performance awards and recognitions, and had substantial experience working as a store manager. My performance record continued at Sterling where, every year, I ranked as one of Sterling's top 20 to 25 sales associates nationwide and was also a President's Club winner.
4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. Because of that policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job. However, based on

information I obtained while working at Sterling, I do believe that women were paid less than male employees performing the same or similar jobs at Sterling.

5. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities.

6. During my employment at Sterling, I observed that males were routinely promoted over equally or more qualified females. For example, in approximately 2004, **Female Employee** who had 16-17 years of experience in sales and management in the jewelry industry, expressed interest in the Store Manager position at the Kay's store in Lufkin, Texas. However, instead of being promoted to the Store Manager Position, Sterling gave her the Assistant Manager position and gave the Store Manager position to a lesser qualified male **Male Employee** [LNU], who was an athletic shoe store manager with no experience in jewelry sales or management in the jewelry industry.

7. I also personally experienced gender discrimination in promotions while at Sterling. When I applied for hire with Kay's (i.e. Sterling), I filled out an online application indicating that I was applying for a management position. At the time of my application, I was told that all the management positions in the Kay's Stores I was hired to work at were filled. However, in approximately 2004, the Store Manager position became vacant at the Kay Jewelers, Store #1674, in Lake Jackson, Texas where I was working. The position was not posted, nor was there any formal way to apply for or register my interest in the promotion. I told the District Manager, Susan St. Raymond, that I was interested in the Store Manager position. St. Raymond told me she would "put

my name in the hat' and let me know. Although [Male Employee] (who was the Assistant Manager at the time) rarely, if ever, reached his personal sales goals and quotas, he was promoted over me to Store Manager. I never missed my personal sales goals or quotas, was in the President's Club and one of the top 20 sales associates nationwide in Sterling that year (and all the years I was employed by Sterling), and had over five years experience as a store manager in the jewelry industry.

8. When [Male Employee] was promoted to Store Manager, the Assistant Manager position became vacant. The Assistant Manager position was never posted. However, I told [Male Employee] the new Store Manager, that I was interested in being promoted to Assistant Manager. Instead of promoting me to the Assistant Manager position, Sterling promoted a less qualified male named [Male Employee] for the position. While I had over 20 years experience in jewelry sales and over five years of experience as a store manager in the jewelry industry, as well as a proven ability as one of the top 20 sales associates in Sterling nationwide, Sterling instead promoted [Male Employee] who had worked at an athletic shoe store and had no experience in jewelry sales or management in the jewelry industry.

When I complained to the Store Manager [Male Employee] about not receiving the promotion to Assistant Manager and that Sterling instead hired a lesser qualified male [Male Employee] [Male Employee] justified the decision stating [Male Employee] ha[d] a family to support."

9. I also complained to the Sterling's Director of Human Resources at the time, Joe Spagnola, that [Male Employee], who was much less qualified and had no experience in the jewelry industry, was given the Assistant Manager position over me. To my knowledge, no investigation was undertaken and nothing was ever done to address the issue.

10. At the Kay's Store where I worked (Store #1674), there were six female employees (five after Cheri Gaston left) and two male employees, yet the management positions in the store (Store Manager and Assistant Manager) were filled only by the male employees despite many of the female employees being much more qualified.

11. I also observed other forms of gender discrimination during my employment at Sterling. Our Store Manager, Male Employee created a hostile work environment for the female employees in the store, being verbally abusive and screaming and cussing at us in the store on almost a daily basis. However, he did not dole out this harsh treatment on the male employee, Male Employee. In fact, on one occasion, the District Manager instructed one of the female sales associates with whom I worked, Karen Vickers, to change the greeting on the store's voicemail. When Male Employee heard the newly recorded greeting that evening, he exclaimed and accidentally recorded on the store's greeting, "Oh no she didn't. That bitch, this is my store!" When I and the other female Sales Associates, such as Karen Vickers, complained to Human Resources or to our District Manager about this hostile behavior and conduct directed at the female employees, nothing was done.

12. In addition, male employees received preferential treatment and were not held to the same standards as the female employees at Sterling. For example, Male Employee repeatedly engaged in conduct which was terminable, such as issuing Santa Certificates off of other customer's receipts to his friend who used them to buy a \$10,000 diamond for approximately \$2,000. When I and other female sales associates reported Male Employee's conduct to Male Employee Male Employee told us to "leave it alone," and reminded us that Male Employee "need[ed] his job because he [had] a family to support." In addition, when I reported Male Employee's conduct to the District Manager, as well as Male Employee's verbally abusive behavior toward the female

employees, the District Manager advised me, "if you are not happy here you should consider employment somewhere else," and did nothing about the behavior or conduct I was reporting. Female sales associates did not receive such preferential treatment.

13. In fact, I was retaliated against for reporting ^{Male Employee} terminable conduct. After reporting ^{Male Employee} conduct, ^{Male Employee} and ^{Male Employee} cut my hours from 40 hours per week, to 30 hours per week even though I made 35-40% of the store sales and was one of the top 20 to 25 sales associates in the entire Company. ^{Male Employee} and ^{Male Employee} also changed my schedule in retaliation, forcing me to work on Sundays when it was a condition of my taking the job that I would only work Monday through Friday and I had been scheduled to work only Monday through Friday since I was hired approximately three years prior. Finally, in retaliation for reporting ^{Male Employee} conduct, my car was keyed down its entire side. When I complained to the District Manager about the retaliation, including ^{Male Employee} and ^{Male Employee} drastically reducing my hours and scheduling me to work Sundays, St. Raymond told me I had to comply with the schedule and did nothing about the retaliation.

14. In addition, it was widely known and accepted as part of the Company culture that male management and upper management engaged in sexual harassment of and sleeping around with female employees under them. It came to my attention that a Kay Jewelers' Store Manager was having an affair with one of his female sales associates. In addition, it was strongly rumored that a Kay Jewelers' Store Manager, ^{Male Employee}, who later became a District Manager for Kay Jewelers' ^{Male Employee} region, had an affair with his female Assistant Manager, ^{Male Employee}.

15. In 2006, when the HR Director, Joe Spagnola, was promoted to another position, a new HR Director was hired. When I advised her of the complaints I had previously

brought and the fact that no action had been taken, and of the continuing hostile work environment, she told me "this is over -- we are moving forward." When I tried to advise her about what was happening, she scolded, "we are done with this." I resigned from Sterling in September 2006 because I could no longer work in such a hostile work environment, and it was clear that it was not going to change.

I declare under penalty of perjury that the foregoing Supplemental Declaration is true and correct. Signed this 15th day of June, 2012.


Sadie Cisneros-McMillan

A48

DECLARATION OF DAWN CISZAR

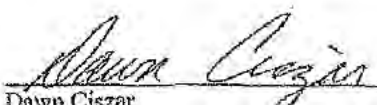
1. My name is Dawn Ciszar. I am a female, over the age of 21, who resides in Schererville, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a full-time sales associate at the JB Robinson store in Chicago Ridge, Illinois in approximately 1997 and remained in that position for approximately one and a half years. I returned to Sterling and worked at the JB Robinson store in Merrillville, Indiana in approximately 2004. I remained in that position for approximately two years. In approximately June, 2008, I returned to Sterling a final time and worked in the JB Robinson store in Merrillville, Indiana until approximately September 2008.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from saying anything about their pay. For example, when I was hired in the Merrillville store in approximately 2004, I was told by Store Manager Nancy Young in no uncertain terms that employees were not to discuss their pay with other employees. Ms. Young informed me that doing so was grounds for discipline, including termination.
4. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. I do believe that Male Employee a male I worked with in approximately 2006, was paid more than I was. This belief is based on conversations I had with him and other employees around the time he was initially hired as a sales associate. At that time, I had already had over two years experience with Sterling.

5. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notifies only those employees it is already interested in promoting about specific management openings. I was never informed about any online system for registering my interest in promotional or management opportunities. During my employment with Sterling, I was never aware of any way to register my interest in promotional opportunities, other than to inform my Store Manager and/or District Manager.
6. During my entire period of employment with Sterling, I was interested in and expressed my interest in promotions. When I was rehired in approximately 2004, I told the District Manager, Jane Burke, that I was interested in promotional opportunities. Ms. Burke indicated that promotions to management would certainly be a possibility, and that there may be several opportunities for me. However, I was never informed of a single opening or opportunity for promotion.
7. When I returned to Sterling in 2008, I had gained approximately two years of jewelry management experience at another retail store in the mall. Upon my rehire, I mentioned this experience to Store Manager Nancy Young and again expressed my interest in being promoted to a management position; however, I was never informed of any opening or what I would need to do in order to be promoted.
8. In fact, when I returned to Sterling after having worked in management in a jewelry store, my rate of pay was exactly the same as it had been prior to gaining the management

experience. I mentioned this to Store Manager Young and told her that I really needed to make more money. Store Manager Young agreed that I should make more money and she actually tried to get me an increase in pay. Store Manager Young told me later however that District Manager Burke said that there was no way she was going to give me a penny more.

9. In approximately 2006, a male, [Male Employee] was hired right off the street as a Store Manager for the JB Robinson store in Chicago Ridge, Illinois. To my knowledge, [Male Employee] had no experience whatsoever. I would have been very interested in that position, had it been offered to me. In addition, I believe that there were more qualified females who would have been interested in that position had it been offered to them.
10. In my experience, not only does Sterling prefer less experienced males over qualified females, it tolerates outrageous behavior from males that would not be accepted in any other business of which I am aware. For example, Store Manager [Male Employee] was making a deposit one night. After he dropped the money in the drop box, he opened the box back up. The deposit had not gone down the chute, so [Male Employee] took it out of the drop box, put it in his car and drove away. He was caught on tape. Rather than firing him, Sterling put him on a leave of absence and kept him with the company.
11. I feel District Manager Burke gives men preferential treatment to male employees during meetings. She engages in conversation with male employees while ignoring the women.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 8th day of SEPT., 2009.


Dawn Ciszar

A49

DECLARATION OF BERNICE CLAYBON

1. My name is Bernice Claybon. I am a female, over the age of 21, who resides in Little Rock, Arkansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in January 1999, as Assistant Manager of the Kay store in the Pines Mall, in Pine Bluff, Arkansas. I continued in that position until June or July 1999, when I was promoted to Store Manager at that same store. I continued in that position until September 1999, when I became Store Manager of the Kay store in the Park Plaza Mall, in Little Rock, Arkansas. I continued in that position until October 2008, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. In approximately 2003, I was told by District Manager Dan Waltchack when he became our District Manager, that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay in my capacity as Store Manager.
4. For example, [REDACTED] Male Employee was hired around September 1999 as a Sales Associate at the Kay store in the Park Plaza Mall, in Little Rock, Arkansas. He started at \$11 or \$12 an hour. The female Sales Associates at that store were paid around

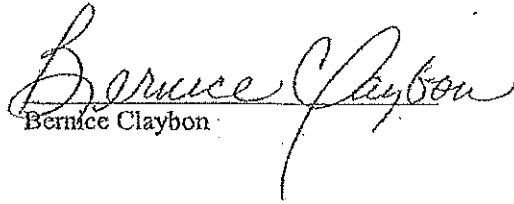
\$7.50 to \$8 an hour at that time. In 2008, he was paid over \$13 an hour as a Sales Associate.

5. ^{Male Employee} was a Sales Associate at that same Kay store, and in 2002 or 2003 was paid around \$10 or \$11 an hour.
6. ^{Female Employee} was a female Sales Associate at the Kay store in the Park Plaza Mall in 2006 and 2007, and was paid \$8.50 or \$9 an hour. ^{Female Employee} was a female Sales Associate at the Kay store in the Park Plaza Mall in 2007 and 2008, and was paid \$8 to \$9 an hour. When I talked with District Manager Dan Waltchack, to ask for raises for ^{Female Employee} and ^{Female Employee} he refused to approve higher pay for these female Sales Associate. They both were good employees.
7. ^{Male Employee} was a male Sales Associate, hired in August 2008 at the Kay store in the Park Plaza Mall. Waltchack told me to pay ^{Male Employee} \$12.50 an hour.
8. ^{Female Employee} is the Third Key at the Kay store in the Park Plaza Mall, in Little Rock, Arkansas. She is a good and dependable employee. Despite this, she is one of the lowest paid employees at the store. ^{Female Employee} was the Third Key in October 2008, and was paid around \$10.70 an hour. She made less as Third Key, than male Sales Associate ^{Male Employee} and ^{Male Employee}.
9. In 2005 or 2006, I learned that ^{Male Employee} a male Store Manager, was paid more than me. During a meeting of Store Managers in our district, I heard ^{Male Employee} say that he was paid between \$55,000 and \$60,000 a year. He managed a new store that had opened in Mississippi. At that time, I was paid approximately \$42,000-\$43,000 a year, and had been a Store Manager with Sterling for six or seven years.

10. During my employment at Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

12 day of Jan., 2009.


Bernice Claybon

A50

DECLARATION OF JENNIFER CLEMENS

1. My name is Jennifer Clemens. I am a female, over the age of 21, who resides in York, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately August, 1993, I began working for Sterling Jewelers Inc. ("Sterling") as a part-time Office Associate at Kay's store number 1134 in York, Pennsylvania. I remained in that position at that store until approximately November, 1997, although I did obtain full-time status during that time. In approximately November 1997, I stopped working for Sterling. I returned to the same store in November, 1998 as a full-time Sales Associate. I remained in that store until approximately 1999, when I was promoted to store number 1101 in Hanover, Pennsylvania, as an Assistant Manager. In approximately 2000, I was promoted to a higher volume Kay's, store number 1107 in York, Pennsylvania, as an Assistant Manager. In approximately 2001, I was promoted to another higher volume Kay's, store number 1131 in Harrisburg, Pennsylvania. I remained in that store until approximately 2002, when I was promoted to Store Manager and transferred to Belden's, store number 352 in Harrisburg, Pennsylvania. I remained at that store for approximately six months and was promoted to a higher volume Belden's, store number 355 in Lancaster, Pennsylvania. In approximately 2004, I was promoted to a higher volume store, Kay's store number 1101 in Hanover, Pennsylvania. In approximately 2006, I was promoted to Kay's store number 1108 in Lancaster, Pennsylvania, where I remained until February, 2010,

when I stepped down to be a full time Sales Associate. I stayed in that job until I resigned from Sterling in summer of 2010.

3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their rate of pay, and that it was grounds for termination to do so. As Store Manager, I was responsible for informing my employees about this policy.
4. Because of that policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. I do believe however, that women were paid less than male employees at Sterling.
5. Salaries for Store Managers were supposed to be based on the store's volume. This is why it was considered a promotion for a Store Manager to be transferred to a higher volume store. After I became a Store Manager in 2002, I was promoted after approximately six months to another newly opened store. I brought that store to the million-dollar mark and won an award for that achievement. I was next promoted to a higher volume store, Kay's number 1101, after approximately a year and a half. My salary at that time was \$40,000. I brought store number 1101 up to a two million dollar store, and won another award. However, it wasn't until after I had been a continuous employee with Sterling for approximately six years, a Store Manager for approximately three years, and was managing a two million dollar store that I received the salary of \$40,000 annually. Compare this to the experience of **Male Employee** a male with no prior jewelry experience of which I am aware. **Male Employee** was hired in September 2009, as a Manager-in-Waiting at another Sterling store in the same

mall in which I worked. Male Employee was promoted to a Store Manager position within approximately a month, at which time he announced to many people including me, that his salary was \$40,000. The volume of his store was only approximately \$700,000 or \$800,000.

6. I am aware of another highly productive female Store Manager who had the same experience. She knew of a male Manager-in-Waiting who was quickly promoted to Store Manager and paid a salary that she had to work many years to receive.
7. During my employment at Sterling, I also observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made beginning with Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notifies only those employees it was already interested in promoting about specific management openings. This system only changed in 2007 when Sterling implemented the Career Advancement Registry (CAR), which was purportedly a way for employees interested in promotions to show that interest.
8. My drive and determination are well known at Sterling, as evidenced by my store's numbers. Since becoming a Store Manager, I won numerous awards for the performance of my stores. This included the Million Dollar Club Award while at store #355; the Two Million Dollar Club Award at store #1101; the Four and a Half Million Dollar Club Award at store # 1108; and in a separate year, the Five Million Dollar Club Award at store # 1108. In 2007, I won Manager of the Year and three other awards; Highest Net Profit Increase, Extended Service Plan

Award and Repair Department Award. In addition, because I reached plan, I won incentive trips at each of the stores I managed. The store that I managed in 2009 was one of the highest volume stores of any mall store in the country and produced one of the highest profits of any store in the company, including Jared's.

9. After I became Store Manager at Kay's # 1108 in 2006, I informed my supervisors of my desire to become a District Manager. This included District Managers Jeff Yoder and Anita Chilcoat, Vice Presidents Anne Burdette and Perry Bignotti and Perry Bignotti's boss, John Liebler. In addition, I formally indicated my interest in a District Manager position through the computerized registration of interest program which began in approximately 2007.
10. In approximately 2007, after I won Manager of the Year and many other awards, I asked my Vice President, Perry Bignotti, to be placed in the District Manager Training Program. After some time went by and I was not entered into the program, I asked Mr. Bignotti why and he informed me that he "forgot" to put my name in.
11. Later in 2007, a male, **Male Employee** was promoted over me to a District Manager position. **Male Employee** was promoted from his position as a Store Manager of a 2½ million dollar store, whereas I was managing a 5 million dollar store.
12. During the approximately nine years I worked as a Store Manager for Sterling, I participated in the hiring of many store level employees. The decision on what starting pay to offer a new hourly employee came from the District Manager and Regional Vice-President levels. I know that the Regional Vice-President was involved in making the final pay decisions because my District Manager told me.

13. The same system applied with respect to store-level employee pay raises.

Although I, as a Store Manager, conducted periodic reviews of employees that were submitted to my District Manager, I would be told by my District Manager how much of a raise would be made. I was also told by my District Manager that these decisions were made by the Regional Vice President. Any raise that I was personally to receive as a Store Manager was also made the same way, i.e., by the Regional Vice President and transmitted to me by the District Manager.

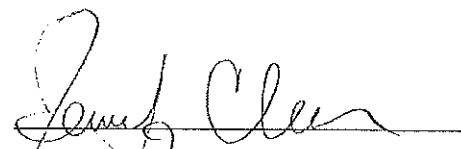
14. In-store promotion decisions to Assistant Manager were also ultimately approved by my District Manager and the Regional Vice President. Again, my District Manager told me this. As a Store Manager, my duties were to simply carry out their orders.

15. While I worked at Sterling, I attended the annual ^{Annual Managers' Meeting} Florida Managers' Meeting many times. It was common knowledge at the Company among those who attended this meeting that there was rampant sexual activity ongoing at the event between those in attendance. This involved individual management level employees at the Store Manager level, District Manager level, ^{Annual Managers' Meeting} **Executives** I recall one occasion, shortly before an ^{Annual Managers' Meeting} Managers' Meeting where **Executives** ^{Annual Managers' Meeting} had left a message on a female District Manager's voice mail that included references to sexual activity that he anticipated would occur at the meeting between the two of them. He inadvertently left this message on other District Managers' voice mail as well, and I heard of it because of that oversight. The **Executive** was married at the time.

16. On another occasion, I recall an incident at one meeting where an inebriated male District Manager was overtly kissing (making out with) a female Store Manager on a bus in which several of us were riding. On other occasions, I recall seeing male District Managers and female Store Managers going to motel rooms together. This type of overtly sexual activity was widespread and knowledge of it was common in the management ranks of the Company.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

7 day of April, 2012.


Jennifer Clemens

A51

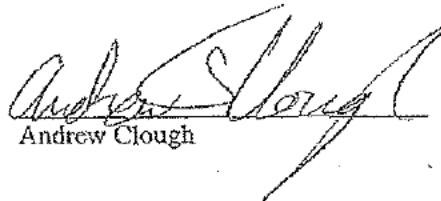
DECLARATION OF ANDREW CLOUGH

1. My name is Andrew Clough. I am a male, over the age of 21, who resides in Canton, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in mid-November 2007 as seasonal help. In approximately December or January 2008, I became a full time Sales Associate. I continued in that position until I became the Office Manager some time in January 2008. I continued in that position until mid-February 2008, when I left the company.
3. While employed by Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Janice Bond told me that it was corporate policy that employees should not discuss their pay with other employees.
4. While employed by Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system.
5. I was promoted to Office Manager over my co-worker Female Employee. During my employment with Sterling, I observed that Female Employee was equally or more qualified to be Office Manager. After I was promoted to Office Manager, I asked Female Employee questions about how to do the job.

6. I also worked with **Female Employee** She worked at the store three to four months before I began working there. She was also equally or more qualified to be Office Manager.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 4th day of May, 2009.


Andrew Clough

A52

DECLARATION OF ANGELA BROWN COLEMAN

1. My name is Angela Brown Coleman. I am a female, over the age of 21, who resides in Little Rock, Arkansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately December 1999 I was hired by Sterling Jewelers Inc. ("Sterling") to work for Kay Jewelers ("Kay"), store 287, located in Pines Mall in Pinesbluff, Arkansas as a Sales Associate. A few months later I was given the responsibility of Third Key and then promoted to Assistant Manager shortly thereafter. In December 2001, store 287 closed and I was terminated by Sterling. In approximately April 2002, I was contacted by District Manager Grace Anne Nicholson and rehired by Sterling as a Store Manager of Kay store 1873, located in McCain Mall in North Little Rock, Arkansas. In approximately October 2003, I was transferred to Kay store 1874, located in Park Plaza Mall in Little Rock, Arkansas and was demoted to a Sales Associate position by District Manager Michael Stevens. I was terminated by Sterling in approximately September 2007.
3. I was informed by both my District Manger, Grace Anne Nicholson, and Store Manager, Tammy [LNU], when I started at Sterling, that employees were not permitted to discuss their pay and could be terminated for violating this policy. As a Store Manager, I also instructed my employees to not discussing their pay. As a result, it was difficult for female employees to identify instances where they were paid less than male employees performing the same job.
4. I believe male employees at Sterling were paid more than female employees to perform the same job duties. For example, in approximately 2004, while working as a Sales

Associate, I overheard **Male Employee** a former Store Manager who had been demoted to Sales Associate and worked in my store, say that he was paid "very well" by Sterling. I, however, had been with Sterling for much longer than **Male Employee** also had previous experience as a Store Manager and was not paid well. I was paid \$10.50 per hour.

5. Sterling did not have a formal promotional process and as a result I believe female employees were discriminated against with respect to promotions. My observations were that men were promoted more frequently than women based on their proportions in the lower level jobs. I was aware of very few female Store Managers and even fewer District Managers and female Vice-Presidents even though the Sales Associates were predominantly female.
6. There was also sexual harassment at Sterling. For example, around 2003, I learned from **██████████** a Sales Associate from store **██████████**, that **██████████**, who had replaced me as Store Manager of Kay store **██████████**, was demoted for making sexually harassing comments to a customer. **██████████** was then transferred to store **██████████** as a Sales Associate. However, prior to that event, Sterling was on notice that Mr. **██████████** had also made sexually harassing comments to **██████████** Ms. **██████████** reported Mr. **██████████** to Human Resources but as far as I am aware nothing was done to reprimand Mr. **██████████** at that time.
7. I also learned from other Sales Associates and Store Managers that sexual harassment was prevalent at Sterling's annual **Annual Managers Meet** Managers Meeting. I attended the meeting in 2002 and saw that the employees drank to excess. Bernice Clayton, the Store Manager of Kay store 1874 was my roommate that year and she encouraged me to return to the hotel room after dinner so I would not witness any "wild" behavior. I took Ms.

Claybon's advice and believe she was referring to the unprofessional levels of drinking and flirting that was occurring at the meeting.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 25th day of September, 2012.

Angela Brown Coleman
Angela Brown Coleman

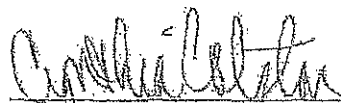
A53

DECLARATION OF CYNTHIA COLSTON

1. My name is Cynthia Colston. I am a female, over the age of 21, who resides in Roanoke, Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in February or March 2008, as a Sales Associate at the Kay store in the Valley View Mall, in Roanoke, Virginia. I continued in that position until July 2008, when I left the company.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Alison Payne when I first started working for Sterling that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. I also observed that women suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.
5. I was interested in promotions at Sterling from the beginning of my employment with Sterling and I expressed this interest to Store Manager Alison Payne.
6. I was not told about an online system in which employees interested in promotions could or had to post their interest, despite expressing such interest to my Store Manager.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

14th day of November, 2008.



Cynthia Colston

A54

DECLARATION OF DUANA CONGIN

1. My name is Duana Congin. I am a female, over the age of 21, who resides in Kirtland, Ohio. I make this declaration upon personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") for approximately ten years. I began working for Sterling as a Store Manager at the Rogers Jewelers ("Rogers") store in the Richmond Mall in Richmond Heights, Ohio, in September of 1996 and held that position until approximately 2001. In 2001, I became the Store Manager at the Rogers store in the Great Lakes Mall in Mentor, Ohio and managed that store for approximately 6 months. In approximately 2001, I became the Store Manager at the Rogers store in the Richmond Mall in Richmond Heights, Ohio and managed that store until approximately 2002. In 2002, I became the Store Manager of the JB Robinson Jewelers ("JB Robinson") store at the Randall Park Mall in North Randall, Ohio. In 2002 or 2003, I was demoted to Assistant Manager at the Rogers store at the Great Lakes Mall in Mentor, Ohio. I worked as an Assistant Manager at the Rogers store in the Great Lakes Mall for approximately 9 months in approximately 2002 to 2003. After that I transferred to the JB Robinson store in the Great Lakes Mall, and worked there as Assistant Manager for approximately 6 months. At that time, in 2003, I resigned from the company for approximately 3 months. I resumed my employment with Sterling as a Sales Associate at the Kay Jewelers ("Kay") store in the Great Northern Mall in North Olmstead, Ohio, in approximately 2003 or 2004. I was promoted to Assistant Manager at this Kay store approximately 3 months later. In

approximately 2004, I transferred to the Rogers store at the Great Northern Mall as Assistant Manager. I worked as an Assistant Manager at this Rogers store for approximately 5 months; at that time, in 2004 or 2005, I was promoted to Store Manager of the JB Robinson store at the Great Northern Mall. I was the Store Manager of this store until 2006, when I left the company.

3. Prior to my employment with Sterling I had about 3 years' experience in the retail jewelry business at an Alvin's jewelry store. At Alvin's I worked as a sales associate for a year, as an assistant manager for a year, and as a store manager for a year.
4. During my employment with Sterling I won a number of awards based on my performance. For example, I won two incentive trips as a Store Manager based on my store's performance. I won a Special Events award as Store Manager for how well my store performed at special sales events. In 2000, I won an award for my store being 150% over the company's sales goal. In 2001, I won a Consistency Award as Store Manager because my store met every standard and the employees at the store met their individual performance standards.
5. When I became Store Manager at the Rogers store in the Richmond Mall in September 1996, the store sold approximately \$400,000 worth of merchandise that year. The next year the sales doubled under my management; after four years as Store Manager the store sold approximately \$1.6 million worth of merchandise.
6. I believe Sterling discriminated against me and other female employees in pay. It is difficult for women to identify instances where they were paid less than male employees doing similar work because Sterling had a policy prohibiting its

employees from discussing their pay. For example, when I received a raise in approximately 1997 or 1998, both my District Manager Tammy Almond and my Regional Vice President Robert Glazer told me not to discuss my raise with any other employee.

7. However, from my experience as a Store Manager and being aware of pay rates in my store, and from conversations with other Sterling employees, including Store Managers, I observed that Sterling discriminated against its female employees in pay.

8. For example, when ^{Male Employee} [REDACTED] replaced me as Store Manager at the JB Robinson store in the Great Northern Mall in 2000, he was paid \$46,000. When I left the Store Manager position at the same store, immediately before he assumed it, I was paid only \$34,000. ^{Male Employee} [REDACTED] and I had worked together before, and we had similar backgrounds in the jewelry industry and with Sterling. I learned his salary from conversation with him, and also from another manager to whom he told his salary, Veronica DeMarco.

9. ^{Male Employee} [REDACTED] was another male employee who was paid more than me as Store Manager. He had been a sales associate for a different jewelry company and was only in his early or mid-twenties when he was promoted to Store Manager at the Rogers store in the Great Lakes Mall in 2002 or 2003. I was paid \$29,000 as Store Manager of the same store in 2001. By that time I had been a Store Manager there for about 5 years. When ^{Male Employee} [REDACTED] was promoted to the same store he was paid approximately \$46,000. I learned how much he made when he

approached me and told me he wanted to buy a brand new BMW car and didn't know if he would qualify for the financing.

10. **Male Employee** was another male Store Manager who made more than I did for managing the same store. In 2001, he was the Store Manager of the Kay store in the Richmond Mall in Richmond Heights, Ohio. I learned he was paid \$40,000 to manage the store when he complained to me, "How can you support a family on \$40,000 a year?" At that same time I managed the Rogers store at the same mall, and I was paid only \$30,000. **Male Employee** was paid more than me, despite the fact that Sterling ranked the Kay store he managed as a lower-volume store, meaning that it sold less merchandise than the store I managed. Sterling typically paid store managers a higher salary to manage higher volume stores, but that was not the case in this instance.

11. As Store Manager, I noticed a pattern of Sterling paying female Sales Associates less than male Sales Associates. The District Manager set the pay rate for Sales Associates. I often had to fight to get a higher hourly rate approved for a qualified female Sales Associate. However, when a District Manager or higher-level Sterling executive would bring me a particular male Sales Associate and told me to pay him a certain hourly rate, it was higher than what was typically paid for female Sales Associates.

12. Female employees at Sterling suffered discrimination because of the manner by which promotions are made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on

the shoulder" system in which only particular employees are notified of promotional opportunities.

13. I was interested in becoming a District Manager and expressed this interest in my initial interview with District Manager Tammy Almond and Regional Vice President Robert Glazer. I continued to express my interest in promotion to them and other Sterling executives throughout my employment with the company. Despite my qualifications and performance, I was never promoted to District Manager and was passed over for less qualified male employees.
14. I told Regional Vice President Robert Glazer that I wanted to move up in the company and did not want to be a Store Manager for my entire career. He did not provide me any objective criteria to meet or directions on how to obtain this promotion. Rather he told me that I should work hard, bring the store sales volume up, and that "this is what the company is based on." I did these things but was not informed of any opening for a District Manager position.
15. I also expressed interest in becoming a District Manager at the regional store managers' meetings. My District Managers over the years, including Dawn Hause and Charlene Morris, never said much to me except "OK" when I expressed interest to them in being promoted to District Manager.
16. About twice a year, from the time I started with Sterling in 1996 until approximately 2001, Human Resources sent a company-wide email to stores inquiring about people's interest in management and whether they were willing to relocate. I replied "yes" to both questions when these emails circulated, but did not receive any response.

17. Sterling ranks its jewelry stores based upon the volume of merchandise it sells.

Since a Store Manager's compensation includes a percentage of the amount the store sells, it is more profitable to manage a higher volume store than a lower volume store. The highest volume store is ranked "AAA," the second highest is "AA," then "A" on down to "B," with "C" being the lowest volume store.

18. I was also discriminated against when I was demoted to a lower volume store so that a less qualified male employee could replace me at the higher volume store.

When I was the Store Manager of the Rogers store at the Richmond Mall in 2002, it was ranked an "A" store. I was demoted to the JB Robinson store at the Randall Park Mall, a "C" store that had a lower sales volume, so that a male Store Manager ^{Male Employee} could be placed as Store Manager of the Rogers store. He only lasted about 4 days at the Rogers store before he stopped showing up to work and was replaced.

19. I also noticed that other female employees were also passed over for promotions


that were given to less qualified male employees. For example, in approximately 2003 or 2004, ^{Male Employee} was promoted to Store Manager at the JB Robinson store at the Great Northern Mall, in North Olmstead, Ohio. ^{Male Employee} had no previous jewelry experience and came to Sterling from working at an electronics store. At the time he was promoted to Store Manager, there were female Assistant Managers who were more qualified, had been with the company longer, and had expressed interest in the promotion. I learned this during conversation with the female Assistant Managers.

20. While at Sterling I noticed that women were treated differently than men in other ways. For example, I attended a high volume store managers' training meeting at Sterling headquarters in Akron, Ohio in approximately 2000 or 2001. I was there with two other female Store Managers. At one of the breaks, some of the male District Managers, including John Grandee, Todd Kidman, and another whose name I cannot remember, made a point to take a number of male Store Managers to a special District Manager-only section for what appeared to be conversation. The female Store Managers, including myself, were not invited or otherwise included. Such informal conversations and networking occurred at company training events, and were an important part of how relationships in the company were made and strengthened. This was especially important in the promotion process as that entire system appeared to be very informal.
21. After the male Store Managers had congregated with the male District Managers, I was overheard commenting about this informal gathering and saying to one of the female Store Managers that, "In my next life I am coming back with a 10-inch penis" because that was what was needed to succeed in the company. The head of training heard my comments. When the session reconvened, a Regional Vice President told the assembled group that if they were having people go outside that "everyone had to go, or no one." Several of the male District Managers who had taken the men outside gave me dirty looks.
22. During my employment at Sterling it was commonplace to hear male employees and managers make sexual comments about women's bodies. These comments were made by managers or tolerated by them, and were made about both female

employees and female customers. For example, I heard a male Store Manager point to a female and state to other male Store Managers, "See that girl with the big boobs? She starts on Wednesday." This occurred at one of the annual Manager's Meetings held in Florida.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

11 day of July, 2008.



Duana Congin

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DECLARATION OF ELLEN CONTALDI

1. My name is Ellen Contaldi. I am a female, over the age of 21, who resides in Lakeville, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began my employment at Sterling Jewelers Inc. ("Sterling") as a Manager-In-Waiting in approximately October 1994 at Belden located in Silver City Galleria in Taunton, Massachusetts, where I only remained for about a week before being transferred to Belden located in [REDACTED] in [REDACTED] Massachusetts. I remained at this location for about 30 days until I was promoted to Store Manager in approximately November 1994 at a Belden located in Hanover, Massachusetts. I transferred in approximately January 1995 as Store Manager to Belden, store number 274, located in Emerald Square Mall in North Attleboro, Massachusetts. A couple months later, I transferred as Store Manager to Belden, located in Rhode Island Mall in Warwick, Rhode Island. I then transferred a couple months later as Store Manager to Friedlanders, located in [REDACTED] in [REDACTED] Massachusetts, and I remained at this store until it closed. After Friedlanders closed in approximately January 1996, I transferred as Manager-In-Waiting to Kay, store number 1216, located in Swansea Mall in Swansea, Massachusetts. A couple of months later, I transferred as Acting Manager to Kay, store number 1225, located in Independence Mall in Kingston, Massachusetts while the Store Manager was on maternity leave. I was promoted back to Store Manager in approximately July 1996 at Belden, store number 266, located in Hanover Mall in Hanover, Massachusetts. I transferred as Store Manager in approximately 1997

or 1998 to Belden, store number [REDACTED] located in [REDACTED] in [REDACTED] Massachusetts. In approximately April 1998 my employment at Sterling ended, but I returned approximately seven months later as a Sales Associate in approximately November 1998 at Kay, store number 1218, located in South Shore Plaza in Braintree, Massachusetts. I transferred in approximately June 1999 to store number 1228 as Store Manager. I then transferred as Assistant Manager in approximately February 2000 to store number 1216. In approximately 2000, I transferred as Store Manager to Kay, store number [REDACTED] located in [REDACTED] in [REDACTED] Massachusetts. I transferred in approximately 2001 as Store Manager to Kay, store number 1283, located in North Dartmouth Mall in North Dartmouth, Massachusetts. In approximately 2003, I went on leave of absence for a month or so and returned to Sterling as a Sales Associate at Belden, store number 383, located in Silver City Galleria in Taunton, Massachusetts. I was promoted to Store Manager in approximately April 2004 to Belden, store number 274, located in Emerald Square Mall in North Attleboro, Massachusetts. I transferred as Store Manager in approximately August 2005 to Kay, store number 1283, located in North Dartmouth Plaza in North Dartmouth, Massachusetts as an Assistant Manager. I was promoted back to Store Manager in approximately August 2006 to Belden, store number 261, located in [REDACTED] in [REDACTED] Massachusetts. I transferred back to store number 1283 as Store Manager and remained at this location until I left Sterling in August 2008.

3. Before my employment began at Sterling, I worked at Karten Jewelry store for approximately six years, with about two of those years spent as an Assistant Manager.
4. Throughout my tenure at Sterling, I was rewarded with approximately four incentive trips because of my excellent work performance.
5. District Manager Bill Mooney informed me of Sterling's policy which prohibited employees from discussing their pay with other employees, and as Store Manager I had to inform my employees of the policy as well.
6. I believe women were paid less than men for doing the same or similar work at Sterling. In fact, in 2008 Store Manager Chris Newton told me how much he was paid when he replaced me as Store Manager at store number 1283. Mr. Newton was paid more than me even though we held the same position at the same store.
7. At Sterling, promotion opportunities were not posted at my store or anywhere else. In approximately 2008 Sterling began allowing employees to register their interest in jobs to which they might be interested in being promoted on the Career Advancement Register ("CAR"). I did not register on CAR because I was not trained or told how to register, and I did not know how the system operated.
8. Employees typically found out about promotion opportunities at Sterling through word-of-mouth. Advancement at Sterling was very dependent on who you were connected to at the Company. If you were connected to, meaning you had a relationship with, someone in upper management you were more likely to advance into management and receive perks. At Sterling it was common for female employees to exchange sexual favors for non-sexual favors with their male

superiors, and when a female employee was promoted employees typically speculated, "I wonder who she knew and who she blew," meaning that if a female employee obtained a promotion it was highly probable that she had an intimate relationship with a male superior.

9. Sterling was the first large corporation I worked for and, in the beginning, I was unaware of what working at this company meant but I was determined to advance at Sterling. I was hired as a Manager-In-Waiting, and was promoted to Store Manager within about 30 days. When I became Store Manager in 1994, I learned that Sterling mandated all Managers, company-wide, to attend the Annual Managers' Meeting Florida Managers' Meeting every year. I was excited to attend so early in my career at Sterling because I thought it would be a great opportunity to gain firsthand knowledge on what I needed to do to advance at the Company. I also thought would allow me to see a clearer picture of the culture of the Company.
10. At the first I attended in approximately 1995, I quickly realized that Sterling promoted sexual promiscuity and totally uninhibited alcohol-fueled indiscretions among its employees, which was a stark contrast to what I naively assumed would be the case.
11. From the first I attended in 1995 up until the last in approximately 2007, it seemed as if Sterling was hosting a drinking party and invited all of its Managers and high-level Executives to partake. Sterling not only provided excessive amounts of alcohol at but also encouraged its consumption by ensuring its ready availability. There were bottles of wine on every table during the nightly

dinners hosted by Sterling. I thought the drinking was out of control, one example being that Managers were even in the swimming pool drinking excessively. The male Managers prowled around the [REDACTED] resort like dogs that were let out of their cage and there was no one to protect the female Managers from them. Every year I attended [REDACTED] Annual Managers Meeting the nightclubs at the [REDACTED] resort were filled with Sterling Managers who were drinking alcohol excessively. I recall drinking excessive amounts of alcohol with [REDACTED] Executive [REDACTED] Executive [REDACTED] [REDACTED] Executive [REDACTED] Executive [REDACTED] and District Manager [REDACTED]. I also observed [REDACTED] as well as other District Managers and Executive two of whom were [REDACTED] and [REDACTED] [REDACTED], drinking to the point of complete intoxication with other Sterling Managers.

12. During my first or second year at [REDACTED] Annual Managers Meeting I remember being alone in an elevator with a male Manager and when the elevator door closed, he grabbed me and started aggressively kissing me. He did not even say one word to me before or after he grabbed me. It was as if he thought I expected and wanted to be attacked in the elevator.
13. In 2001 [REDACTED] Annual Managers Meeting was not held in Florida due to suspended travel following the September 11th attacks. Instead, a group of Sterling employees met in [REDACTED] at the [REDACTED]. Even though we were not in Florida for [REDACTED] Annual Managers Meeting the activities were the same and there were still plenty of drinking among Sterling employees. I remember sitting at a bar with [REDACTED] and soon after he started buying alcoholic drinks for us, the conversation turned sexual. There was an ongoing joke

in our district that when employees were talking about sex, someone would say they were going to call "1-800-Jorene," meaning that they were going to report the inappropriate behavior to Jorene Whitney, who was Vice President of Human Resources at the time. In keeping with this running joke, before [REDACTED] began making sexual comments to me he stated, "I'm taking my ^{Ex} hat off, so don't call ^{ec} ^{uti} ^{ve} 1-800-Jorene."

14. At ^{Annual Managers} [REDACTED] in approximately 2004 or 2005, District Manager [REDACTED] asked me if I was interested in having him review Profits and Losses so that he could show me how I could maximize my profits and minimize my losses. I agreed and he arrived at my room at approximately 5:00 p.m. We sat on the edge of my bed and discussed profits and losses for about 10 minutes and then [REDACTED] made advances toward me and tried to touch me. I pulled away and told him he had to leave. I thought he would realize that I did not want to have sex with him and I did not want to discuss anything outside of work related issues with him. That same night, after dinner [REDACTED] called me and asked if he could come to my room again. I told him no, but he persistently begged me to come over because he wanted to "hang out" with me. It was approximately 9:00 p.m. and I believe [REDACTED] [REDACTED] was begging me to come over so that he could have sex with me.

15. In approximately 2005 or 2006, I was at a nightclub at the [REDACTED] resort where Sterling was hosting a party. I went outside the nightclub to smoke a cigarette and I was accosted by District Manager [REDACTED]. [REDACTED] was visibly intoxicated. He reeked of alcohol, his words were slurred, and he was practically falling on top of me because he could not stand up straight. He repeatedly told me

that he wanted to have sex with me. Luckily, another Sterling employee came over to speak with him and I was able to get away from him. . . .

16. The sexual promiscuity so blatantly displayed at [Annual Manager M] also existed within Sterling stores. District Manager [REDACTED] pursued me to have sex with him at the first [Annual Manager N] I attended in approximately 1995. When I returned from that [Annual Manager N] he continued to pursue me sexually when he visited my store. I eventually submitted to his sexual advances and had sex with him, since I felt it could jeopardize my job status at Sterling if I did not.
17. From approximately 1997 to 1998, when I was a Store Manager, and [REDACTED] was [REDACTED] he constantly made inappropriate sexual comments to me about women in the store. For example, when women came into the store he would say things like, "Oh, now she is my type of woman. I have to hit that."
18. I did not report [REDACTED] because I knew Sterling endorsed the inappropriate behavior he boldly displayed, given what I had witnessed at [Annual Manager M]. Even more, [REDACTED] had threatened me after someone in my store filed a TIPS complaint. He said to me, "I have friends in Sterling's Human Resources Department, so don't even try to report me because I will find out if you call TIPS." I was very afraid of [REDACTED] and working under his direction was extremely unpleasant.
19. I knew from speaking with other female Store Managers that a way to ensure advancement at Sterling was to establish a sexual relationship with a male Executive. In approximately 2000, I began a sexual relationship with [REDACTED] [REDACTED]. I wanted to be discreet about the relationship but [REDACTED] [REDACTED] was quite the opposite when it came to concealing our relationship. He

told me he did not care who knew about our relationship. When my relationship with [REDACTED] turned sexual, he transferred me almost immediately to a more desirable, high-volume store and I received a pay increase. Before my relationship with [REDACTED], I was placed in less desirable, low-volume stores. He also started to groom me for advancement into management. [REDACTED]

Executive even visited my store to discuss the possibility of me obtaining a promotion to District Manager. Although my work performance was excellent from the beginning of my employment, it went unnoticed until my sexual relationship with [REDACTED] began.

20. I was aware of Sterling's fraternization and sexual harassment policies but it did not seem as if anyone at the Company adhered to or enforced the policies. In fact, [REDACTED] bragged to me that he told **Executive** that we were involved in an affair but she was uninterested in hearing details about it and told him she did not want to discuss it. I believe everyone in [REDACTED] district knew that we were involved because he did not conceal it. In fact, he would buy jewelry for me from Sterling and tell the Sales Associates that he intended to give it to me as a gift. When we were at [REDACTED] Annual Managers' Mtg he would typically sleep in my room with me. This relationship continued for approximately three or four years until he was promoted to **Executive**. He even told me he wanted me to move with him to [REDACTED], Ohio and he would send his wife to live with her mother. Instead, one day he just disappeared from my life without even telling me goodbye.

21. Between approximately 2001 and 2003, I attended a training session at Company Headquarters in [REDACTED] Ohio. A few people from each district attended the training. One night after the training session, I joined Store Manager [REDACTED], District Manager [REDACTED] and Executive [REDACTED] for a night of drinking at a bar. After we were done drinking, [REDACTED] and I left together. [REDACTED] later told me that Executive [REDACTED] and Store Manager [REDACTED] hooked up the night we left them at the bar drinking together.
22. I was not surprised at this point in my career at Sterling to hear of a male Executive having sex with a subordinate female employee. This is the behavior I observed at the first Annual Managers [REDACTED] and at every subsequent Annual Managers [REDACTED] I attended as well as in the Sterling stores in which I worked. I knew that sexual misconduct at Sterling went as high up the corporate ladder as Sterling's Executive [REDACTED], [REDACTED]. I met [REDACTED] one night on an incentive trip in approximately 2000 or 2001. We attended a party that evening and he bought three or four rounds of alcoholic drinks for me and a few other Sterling employees. After the party was over he then invited me to his hotel room to continue drinking with him. We ended up in his bed together, kissing and touching. I recall being on top of [REDACTED] while he may have had his shirt off. The next time I saw [REDACTED], he told me that he owed me one. I assume he meant that he would do something nice for me because I stayed with him for the night. This was typically how connections for females at Sterling started, exchanging a sexual favor for a non-sexual favor.
23. After [REDACTED] was promoted to Executive [REDACTED] in approximately 2003 or 2004, I learned that District Manager [REDACTED] would

be his replacement. I did not like [REDACTED] because I heard stories from other Sterling employees that he did illegal transactions. The District Manager position was vacant for a while and because there was no District Manager, I interacted often with **Executive** [REDACTED] to discuss work-related issues. I told [REDACTED] that I wanted to discuss [REDACTED] and the issues I believed might arise if he would become my District Manager. I intended this discussion to be over the phone and was surprised when [REDACTED] told me he would meet me in person the next time he was in my area.

24. When [REDACTED] returned to my area I agreed to meet with him to discuss the issues I previously raised. I thought it was clear that the meeting was only to discuss work related issues, and I went to the meeting with my day planner, prepared to take notes. I met him after dinner around 5:00 p.m. at a Holiday Inn in [REDACTED], Massachusetts. I assumed the meeting would be in the hotel lobby, but he told me to meet him at the hotel bar. He looked at my day planner and giggled, as if it was a joke. I told [REDACTED] that I wanted to discuss concerns I had regarding working with [REDACTED]. [REDACTED] just said "ok, I understand" and nothing further. The conversation regarding [REDACTED] was about two minutes long, and then [REDACTED] said to me, "Ok, now let's get our night started." He then began ordering alcohol for both of us. The more alcohol I drank, the more I opened up to him about my life and I eventually told him about my relationship with [REDACTED] and the night I spent with [REDACTED]. After we consumed about 4 or 5 drinks each, [REDACTED] suggested that I stay in his hotel room for the night. I followed [REDACTED] lead and went to his hotel room. When I

walked into [REDACTED] hotel room, his laptop was on the bed. He told me that earlier that day he was reviewing the Sales Associates' sales figures for that day. I mentioned that I did not know Sales Associates' sales figures were accessible in that way, and he explained that only District Managers and higher-ups have access. I was shocked that he was sharing this information with me, because I do not believe this information was typically discussed with Store Managers. I told [REDACTED] that I was uncomfortable being alone with him in his hotel room because he was my boss. [REDACTED] responded, "I am not your ^{Ex} tonight. Tonight I am just [REDACTED], I am not your boss tonight." He told me ^{ec} that I should not feel uncomfortable about having sex with him because he had sex with many other female Store Managers, one of whom was a Store Manager in New Hampshire. We had sex that night and I left the next morning. When I spoke to him about a week or so later and I mentioned our sexual encounter, he told me, "I am now your angel in the company. I have your back."

25. [REDACTED] granted my request and District Manager [REDACTED] became my District Manager instead of [REDACTED]. This was one more example of the culture that was so prevalent at Sterling, "if you have sex with a male District Manager or higher up, you get what you want."
26. In approximately 2003 or 2004, when District Manager [REDACTED] became my District Manager after taking over [REDACTED] former district, I felt he often minimized women to their body parts and only focused on such. For example, in approximately 2004, my performance was down so I approached District Manager [REDACTED] to ask for feedback on how I could improve. He

completely ignored what I said and stared straight down my shirt to look at my breasts.

27. District Manager [REDACTED] also made it known that he was aware of my sexual affair with [REDACTED]. In approximately 2003 or 2004 he told me that his Profits and Losses expenses were noticeably lower than [REDACTED] when he was the District Manager. [REDACTED] stressed that the difference between his expenses and [REDACTED] was that [REDACTED] reserved hotel rooms in my area far more frequently than [REDACTED]. During my relationship with [REDACTED], we often slept together in hotels near my home so that we could have sex under the guise that he was reserving the hotel to conduct District Manager visits. [REDACTED] said, "Wow, [REDACTED] stayed at hotels in your area quite a bit. My hotel expenses are much lower than [REDACTED]'s hotel expenses. Ellen, why do you think [REDACTED] reserved hotel rooms so often in your area, when he does not even live far from your store?" I believe [REDACTED] was telling me this because he knew that [REDACTED] was reserving the hotel rooms using Sterling's funds so that we could sleep together. I did not respond but it was clear that he was making a point to let me know that he was aware of my relationship with [REDACTED].
28. In approximately 2006 District Manager [REDACTED] and my District Manager, [REDACTED], invited me to a bar to drink alcohol with them one night. We sat at the bar together and they began ordering me alcoholic drinks. [REDACTED] made sexual comments and advances toward me throughout the night. He asked me to have sex with him but I said no. After [REDACTED] and [REDACTED]

purchased about 3 or 4 rounds of drinks for me, I became intoxicated and somehow I ended up in my car and [REDACTED] was kissing and touching me.

29. From the start of my career at Sterling in 1994 up until the end in 2008, the culture of Sterling was inundated with sex and I felt compelled to fit into this culture in order to advance and maintain a connection with my male superiors.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 12 day of June, 2013.

Ellen Contaldi

Ellen Contaldi

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DECLARATION OF HEATHER CONTRENCHIS

1. My name is Heather Contrenchis. I am a female, over the age of 21, who resides in Barataria, Louisiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately June, 2009 as a Sales Associate at the Kay store number [REDACTED] in the [REDACTED] in [REDACTED] Louisiana. In approximately January, 2010, I became Third-Key holder in that same store. In approximately September 2010, I became a part-time Sales Associate and in February, 2012, I left Sterling for good.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with other employees. Store Manager [REDACTED] explained this policy to me when I was initially hired. Because of that policy, it was difficult for women, including myself, to identify instances where they were paid less than male employees performing the same job.
4. During my employment at Sterling, I also observed job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling via a subjective "tap on the shoulder" system in which Sterling notified only those employees it was already interested in promoting about specific management openings.
5. Sterling also had a system called the Career Advancement Registry in which you ask your Store Manager to log on to the computer for you so that you can supposedly register your interest in promotions online. There were times I asked

my Store Manager if I could log on to look and he would say no. Sometimes he would tell me he would do it at another time, or he would say he was just too busy to do it then. I could not use the system if he was in a bad mood or if he was busy. I do not know of anyone receiving any promotions through that system.

6. I was interested in making a career with Sterling and moving up with the company. I was able to gain the trust and responsibility of management so that I became the Third-Key holder, which meant that I was responsible for opening and closing the store, preparing deposits, and checking in merchandise and repairs. I frequently ran the store and was responsible for employee training. As I continued to perform these responsibilities, I believed that I was positioning myself for promotion to the next available management position.
7. In approximately the middle of 2010, there was a Store Manager position available in Esplanade, Louisiana that I was interested in and qualified for. I registered my interest for that position online and also informed my District Manager and Regional Vice President that I was interested in the position. However, I was never given an interview or even considered for the position as far as I am aware. Instead, a male, who had just been hired by Sterling and had no jewelry experience as far as I was aware, was brought in from outside the company. By this time, I had been with Sterling for a year and a half, and prior to that had three years jewelry management experience. Not surprisingly, that store became a disaster. Employees from other stores had to go in twice a year to redo the displays because they were not up to company standards, fix the inventory and re-train all the employees.

8. Toward the latter part of 2010, it became obvious to me that no matter how many extra responsibilities I assumed, Sterling was not the place where I was going to be able to make a career after all. I was not going to be fairly considered for promotion, nor was I going to be compensated in proportion to my responsibilities. I told my Store Manager [REDACTED] that I wanted to step down from Third-Key Manager to a regular Sales Associate position. To my astonishment, Mr. [REDACTED] told me that if I stepped down from Third-Key Manager, he would have to cut my hours to part-time.
9. After I stepped down from Third-Key holder, Store Manager [REDACTED] just handed the keys to a male, [REDACTED] Male Employee effectively giving him the position; even though there was a female, [REDACTED] Female Employee who was far more qualified for the position, had more tenure than [REDACTED] Male Employee and was interested in the position.
10. Sexual harassment was another thing that female employees at Sterling had to deal with in their work environment. My Store Manager [REDACTED] frequently asked me out for drinks, even though I was married. I always just told him no, but this made me uncomfortable and put me in the position of refusing a request from my boss, which is never a good thing. He also used to frequently ask [REDACTED] [REDACTED], another female Sales Associate, out for drinks, however, with her, he would also find out where she was going and then just "show up" wherever she was, as if it was a coincidence. It was creepy and disgusting. Another employee named [REDACTED] reported him to Human Resources for touching her breast. I believe

that she reported him for other instances of physical sexual harassment as well, but as far as I know, he was never disciplined for any of these complaints.

11. If the store was slow, Store Manager [REDACTED] would often walk around the mall, taking the only male employee, [REDACTED] with him and leaving the rest of us at the store with extra assignments such as cleaning the cases, vacuuming or rearranging the store. On other occasions, the two of them would sit in the back office and talk, while he required the female employees to perform these extra tasks.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

14th day of February, 2013.


Heather Contrenchis

A57

DECLARATION OF KELLY CONTRERAS

1. My name is Kelly Contreras. I am a female, over the age of 21, who resides in Ramsey, Minnesota.
2. I began working for Sterling Jewelers, Inc. ("Sterling") as a Manager in Training ("MIT") in Madison, Wisconsin in 1993. In 1994 I was made a Store Manager in St. Cloud, Minnesota. In 1998 I was promoted to the position of District Manager in Ohio. My district consisted of the Dayton area, and I was in charge of 12 stores. By the time I left the Company in approximately June of 2005, my district consisted of 13 stores.
3. As a District Manager, I reported directly to a Vice President. There are approximately 14 Vice Presidents at this level. They report to three upper-level Vice Presidents, who in turn report to the Senior Vice President of Operations, who, along with the other Senior Vice Presidents, reports to the President/CEO, Mark Light.
4. Throughout my employment with Sterling, I was paid less than similarly situated male employees with similar experience and tenure. For instance, in 1995, as a Store Manager, I was making approximately \$35,000 a year, while my husband, who was also a Store Manager for Sterling at that time in the same geographic area, made approximately \$55,000. We had similar experience in the industry and with the Company. When I was promoted to District Manager in 1998, my husband, who had been promoted to District Manager a year earlier, made \$10,000 more than I did.
5. Vice Presidents control the salaries paid to Store Managers. While I was a District Manager, I regularly made salary offers to female potential Store Managers, at the instruction of my Vice President, that were less than the salaries being offered to similarly situated males.

6. As a District Manager, I was privy to the salaries paid to Store Managers. Female store managers consistently made less than their similarly situated male counterparts. For instance, **Female Employee** a store manager in Springfield, Ohio, has been with Sterling for approximately 35 years, 30 of those years as a Store Manager. When I left the Company, she was being paid approximately \$38,000 a year, despite the fact that male Store Managers with far less experience had, on several different occasions, been hired in at salaries equal to or much greater than hers. **Female Employee** a female store manager in Dayton, Ohio, has been with Sterling for 17 years. When I left, she was making approximately \$38,000 a year. **Male Employee** a male store manager in Dayton who had only been with the Company one year at the time, was paid \$47,000 a year, and **Male Employee** another male store manager in the same area, made \$45,000 a year, despite having only been with the Company five years at that time. Another example is **Female Employee** a female Store Manager of a high volume store in Cincinnati, Ohio. Both the male Store Manager who had the store before her, **Male Employee** and the one who had it after her, **Male Employee** were paid far higher salaries than she was. **Male Employee** was even below the projected sales for his previous store, yet he still received a much higher salary than **Female Employee** was paid.
7. Raises at Sterling are decided based on a subjective formula set out by the Company, where an employee is assigned points by the person evaluating him or her. This formula is such that raises can be given or withheld based on the subjective opinion of the person evaluating the employee. For instance, several months ago Store Manager **Female Employee** was told she would not be getting a raise because she was "down to plan." This refers to being below the yearly projections for sales for the store. "Plan" is set by someone in the corporate office, and is a completely arbitrary number. It is often used as a tool to deny raises. **Female Employee**

attempted to fight this, because this is not a written policy. A male Store Manager in Florence, Ohio was not only given a raise despite being "down to plan," he was promoted to a higher volume store. In February of 2006, [Female Employee] was fired, purportedly for falsifying Company documents. She re-ran a sale to give a customer credit for it during a time period when he would receive double "holiday dollars." This is done frequently within the Company, but [Female Employee] was fired because Sterling disapproved of the method by which she did it—the company claimed she falsified documents. I believe they really fired her because she was attempting to fight the Company's denial of her annual raise.

8. There is a lot of "sleeping around" within Sterling management. Despite the fact that this is supposedly against Company policy, *no one is ever punished for it.* For instance, one [Redacted] [Executive] [Redacted] was caught making out with a female Sterling employee in a photograph taken on a ride a [Redacted] at the annual managers meeting held there, despite the fact that he was married to someone else. Various employees purchased the picture and sent it to the Human Resources department. [Redacted] was written up, but nothing further was done to him. When I asked Human Resources why he was allowed to keep his job, I was told that "unless the woman complained, there was nothing that could be done." Another [Executive] [Redacted] was sleeping with one of his Store Managers while he was a District Manager, despite the fact that he was married. He would go so far as to bring the Store Manager on Company trips. [Redacted] was recently promoted to [Redacted] [Executive] [Redacted]. Additionally, while I was a District Manager a female Store Manager from the [Redacted] Ohio District was transferred to a store in my district because the District Manager of her district, [Redacted] was sleeping with her. [Redacted] was later demoted to Store Manager, not for sleeping with his subordinates, but for falsifying

his bonus. Note that female Store Manager [REDACTED] was fired for falsifying company documents (see ¶7).

- 9. On one occasion, Sterling's policy of "looking the other way" with respect to sexual harassment complaints had severe consequences. At the annual manager's meeting at [REDACTED] Annual Managers' Meeting a female Store Manager from my district was raped by a male colleague, [REDACTED]. Several complaints had previously been made against [REDACTED] by female Sterling employees that he sexually harassed. In fact, he made overt sexual advances toward me when I was new to the Company. Sterling was worried about this information coming out, either at [REDACTED]'s subsequent rape trial or should the victim decide to sue the Company. The Company sent a lawyer to observe the rape trial to make sure the information did not come out. I was told by the Company not to talk to anyone about the incident. When the victim was considering suing the Company, I was reminded by my superiors that I had to "protect Company assets," and therefore had to encourage her not to sue.

I declare, under penalty of perjury, that the foregoing is true and correct. Signed this 17 day of

May, ~~2006~~
2007

Kelly Contreras
Kelly Contreras

A58

DECLARATION OF SARAH CONVERSE

1. My name is Sarah Converse. I am a female, over the age of 21, who resides in Glens Falls, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately November 2001, as a Sales Associate at the Kay store in the Aviation Mall, in Queensbury, New York. I continued in that position until approximately January 2002, when I transferred as a Sales Associate to the Kay store in the Wilton Mall, in Saratoga, New York. I continued in that position until approximately April 2002, when I was promoted to Assistant Manager at that same store. I continued in that position until approximately February 2003, when I transferred as Assistant Manager to the Belden store in the Wilton Mall. I continued in that position until approximately August 2003, when I was promoted to Store Manager of the Belden store in the Colonie Center Mall, in Albany, New York. I continued in that position until approximately October 2003, when I became the Assistant Manager at the Kay store in the Wilton Mall. I continued in that position until approximately March 2004, when I transferred as Assistant Manager to the Kay store in the Aviation Mall. I continued in that position until approximately May 2004, when I became a Sales Associate at that same Kay store. I continued in that position until approximately July 2004, when I transferred to the Kay store in the Colonie Center Mall as a part-time Sales Associate. I continued in that position until May or June 2005, when I became a full-time Sales Associate at the Kay store in the Wilton Mall. I continued in that

position for approximately a couple months, when I was promoted to Assistant Manager at that same Kay store in June or July 2005. I continued in that position until approximately September 2005, when I transferred as Assistant Manager to the Belden store in the Aviation Mall. I continued in that position until approximately February 2007, when I became a Sales Associate at the Kay store in the Wilton Mall. I continued as a Sales Associate at that store until I left the company in approximately July 2007.

3. I again worked for Sterling beginning in approximately August 2007, as an Assistant Manager at the Kay store in the Wilton Mall, in Saratoga, New York. I continued in that position for less than a month when I was promoted to Store Manager of the Belden store in the Colonie Center Mall, in Albany, New York. I continued in that position until May 2008, when I transferred as Store Manager to the Belden store in the Aviation Mall, in Queensbury, New York. I have worked as Store Manager of that store until the present.
4. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Joanne Falta when I began working for Sterling that pay should not be discussed. I was also told by a Store Manager that I should not discuss my pay with other employees because everyone is not paid the same.
5. In mid-August 2008, the Third Key at my store, Female Employee complained to me about her pay and that a male employee was making more than her. When I discussed the issue with District Manager Joanne Falta, she again told me that

employees are not supposed to discuss how much they are paid with other employees.

6. Because of this policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay through conversation or in my capacity as Store Manager.
7. For example, in February 2007, **Male Employee** assumed the Assistant Manager position I had held at the Belden store in the Aviation Mall, in Queensbury, New York. When I held that position I was paid \$11.77 an hour. At that point I had been with the company for over five years, and had worked as an Assistant Manager or Store Manager for much of that time. **Male Employee** had been with the company for about a year as a Sales Associate. However, he was paid \$13.50 an hour when he took over the position immediately after me. **Male Employee** told me how much he was paid in a conversation in May 2008.
8. **Male Employee** is a male Sales Associate at the Belden store I manage in the Aviation Mall in Queensbury, New York. **Male Employee** is the only male Sales Associate at the store and he is paid \$13.00 an hour. **Female Employee** the Third Key at this store, is paid only \$9.89 an hour, despite the fact that the Third Key position is higher than Sales Associate. **Female Employee** has been with Sterling for approximately three years, while **Male Employee** just completed his first year with the company. **Female Employee** performance standards are comparable to **Male Employee** and I have observed that she works harder than him.

9. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. I often found out about promotional openings only after District Manager Joanne Falta sent an email to the stores in the District announcing and congratulating the person who was promoted.
10. Promotion decisions were made by Sterling's District Managers via a subjective "tap on the shoulder" system in which the District Manager notified an individual employee of a promotional opening only if the District Manager was already interested in promoting that person. During my employment with Sterling, I have learned of promotional openings when District Manager Joanne Falta approached me about a particular management opening that she wanted me to fill.
11. From approximately May 2004 until August 2007, I was interested in becoming a Store Manager again. I expressed interest in this to District Manager Joanne Falta and to my Store Managers throughout this period. I was not promoted to Store Manager until August 2007. During this period, I was not approached about or asked to interview for any Store Manager positions, although I believe that such positions came open.
12. For example, in July 2007, the Store Manager position at the Belden store in the Aviation Mall, in Queensbury, New York came open. I was qualified for this position, and was interested in it. However, I did not find out it was open until after it was filled by a less-qualified male employee, Male Employee. He had been with the company for approximately three years as a Sales Associate. At that

point I had been with the company for over five years, with most of that time as a Store Manager or Assistant Manager.

13. During my employment with Sterling, I have observed that other qualified female employees have been passed over for promotion in favor of less qualified males. For example, in 2005, the Store Manager position at the Kay store in the Crossgates Mall, in Albany, New York, came open. My Store Manager, Wendy Avila, told me that she was interested in this position and had expressed interest in promotions to District Manager Joanne Falta. Obtaining that position would have been a promotion for Avila because the Kay store at the Crossgates Mall was a higher-volume store, meaning it sold more merchandise, than the Kay store in the Wilton Mall that Avila then managed. Avila was not even interviewed for the position. Instead, [Male Employee] a less-qualified male Manager In Waiting, was promoted to manage this store.
14. District Manager Joanne Falta has told me throughout my employment with Sterling that promotions are based on an employee's performance standards, and that if I wanted to be promoted it was important to keep my standards up. However, I observed that Sterling promotes males to management positions even when they have not met their standards.
15. For example, [Male Employee] began as my Assistant Manager at the Belden store in the Aviation Mall, in Queensbury, New York, in approximately May 2008. He was previously a Manager In Waiting at another store. In the three months that I supervised [Male Employee] he was often 0 for 6, or 1 for 6 on his performance standards—meaning that he failed to meet, or only met one, of his standards.

Despite this, Sterling promoted him to Store Manager of the Belden store in the Crossgates Mall, in Albany, New York, at the end of August 2008.

16. At some point in the past year or two, Sterling started a new system in which employees interested in promotion must post their interest on the company's intranet in order to be considered for promotion. I have observed that District Manager Joanne Falta has not made general announcements to employees in the district about this new policy. Rather, Falta tells employees that she is interested in promoting about the need to post their interest. For example, I did not know of the new posting procedure until Falta told me about it when I was seeking promotion to Assistant Manager.

17. I attended Sterling's annual Manager's Meetings in ^{Annual Managers' Meeting} Florida, in 2002 and 2007. I observed there was a lot of drinking, and free alcohol was provided to those in attendance.

18. While attending the 2002 Manager's Meeting, I experienced sexual harassment from a male Store Manager. The night of the formal dinner, Store Manager [REDACTED], who then managed Kay store [REDACTED] in [REDACTED], New York, kept asking me to dance even after I said no. That evening he followed me to the bathroom and said, "I'd like to see what color thong you're wearing."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

10 day of NOVEMBER, 2008.

Sarah Converse
Sara Converse

A59

SUPPLEMENTAL DECLARATION OF SARAH CONVERSE

1. My name is Sarah Converse. I am a female, over the age of 21, who resides in Glens Falls, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on November 6, 2008.
3. [REDACTED] was the **Executive** [REDACTED] of Sterling during my employment with Sterling. I met him personally a few times during the annual Managers' Meetings in [REDACTED] I attended those in 2002 and 2007.
4. I recall seeing [REDACTED] at various social events at the [REDACTED] Managers' Meetings. I observed him on multiple occasions being overly friendly with female managers at these events.
5. [REDACTED] had a reputation at Sterling for sleeping with subordinate female managers. I recall hearing this from other female Store Managers in my district in casual personal conversations with them. I also recall hearing other female Store Managers discuss this at the [REDACTED] Managers' Meeting. That was a regular topic of conversation at the [REDACTED] Managers' Meetings in light of the general reputation of these events. These Meetings had a reputation of providing an opportunity for sexual promiscuity between male executives and managers and subordinate female managers.
6. In my November 6, 2008 Declaration, I related one specific encounter I had with a male Store Manager who sexually harassed me at the 2002 [REDACTED] Managers' Meeting. I rejected his advances. I made sure from that point on and at any subsequent [REDACTED] Managers' Meeting I attended, to stay away from situations

where such sexual harassment could occur. That included avoiding "after parties" that were held after the formal evening social event.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

31 day of May, 2012.

Sarah Converse
Sarah Converse

A60

DECLARATION OF KEITH COREY

1. My name is Keith Corey. I am a male, over the age of 21, who resides in Millbury, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in February 2002, as a Sales Associate at the Kay store in the Natick Mall, in Natick, Massachusetts. I continued in that position for a couple weeks, until the end of February 2002, when I was promoted to the Third Key at that same store. I continued working as Third Key until the spring of 2004, when I transferred to the Belden store at that same mall. I continued in that position until September 2004, when I left the company.
3. I next worked for Sterling in February 2005, as the Assistant Manager of the Marks & Morgan store at the Westshore Plaza, in Tampa, Florida. I continued in that position until July 2005, when I left the company.
4. I next worked for Sterling in March 2008, as a Sales Associate at the Belden store in the Solomon Pond Mall, in Marlborough, Massachusetts. I continued in that position until February 2009, when I left the company.
5. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay.
6. Soon after I was hired, I told Sales Associate Female Employee that I was paid \$10.00 an hour. At that time, Female Employee told me that she was paid only \$8.50 an hour. She had been with the company at least a year, and had worked at other Sterling stores. She complained to District Manager Mark Person and Vice President John Liebler about the difference in our pay rates. Soon after this, Store Manager Carly Gustafson told me that

employees were not to discuss their pay with other employees, and that it was grounds for discipline.

7. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation, as I did with Garcia.
8. For example, Female Employee became the Assistant Manager at the Kay store in the Natick Mall, in Natick, Massachusetts, in May 2005. I learned from conversation with my future wife, Melissa Corey, who was the Store Manager at that time, that Female Employee was paid \$10.00 an hour as Assistant Manager—the same pay I was making as a newly hired Sales Associate with no previous jewelry experience.
9. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of specific management openings.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 5 day of April, 2009.



Keith Corey

A61

DECLARATION OF MELISSA COREY

1. My name is Melissa Corey. I am a female, over the age of 21, who resides in Millbury, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in March 2002, as a Manager In Waiting at the Kay store in the Auburn Mall, in Auburn, Massachusetts. I continued in that position until May 2002, when I was promoted to Store Manager of the Kay store in the Natick Mall, in Natick, Massachusetts. I continued as Store Manager of that Kay store until August 2003. From August 2003 until November 2003, I worked as Store Manager in various stores in the district, either helping train new managers, or filling in for managers that were out on vacation. I typically worked at a single store for a week to two weeks at a time. In November 2003, I became the Store Manager of the Belden Store in the South Shore Plaza, in Braintree, Massachusetts. I worked as Store Manager there until August 2004, when I left the company.
3. I returned to Sterling in January 2005, as a Manager In Waiting, at the Marks & Morgan store in Tampa, Florida. I continued in that position until I was promoted to Store Manager of the Kay store in the International Plaza, in Tampa, Florida, in February 2005. I continued in that position until the end of October 2007, when I went on medical leave due to pregnancy difficulties.
4. I resumed work as the Acting Store Manager of the Kay store in the Mall at Whitney Field, in Leominster, Massachusetts, in mid-March 2008. I continued in that position for approximately 1 week, when I was demoted to Sales Associate at

the Kay store in the Auburn Mall, in Auburn, Massachusetts. I continued in that position until April 2008, when I left the company.

5. I returned to employment with Sterling approximately 1 week later, in April 2008, as Assistant Manager of the Kay store in the Auburn Mall. I have continued in that position to the present.
6. While employed by Sterling, I have observed that Sterling has a policy prohibiting its employees from discussing their pay with each other.
7. I believe that Sterling discriminates against its female employees in pay. Because of Sterling's policy, however, it is difficult for female employees at Sterling to identify instances in which they were paid less than male employees performing the same job. Nonetheless, during the periods in which I was Store Manager, I knew the pay rates of the employees in my store. I have also sometimes learned what male employees are paid during conversation.
8. For example, there was a male Manager In Waiting, whose name I cannot remember, who was hired about three or four months after I began working for Sterling in March 2002. At the time I became a Store Manager, in May 2005, I was paid \$36,000. I heard from other employees that when this male became a Store Manager in 2002, he was paid approximately \$10,000 more than I was.
9. Female Employee replaced me as Store Manager of the Kay store in the International Plaza in Tampa, Florida, when I went on medical leave in October 2007. At that time I was paid \$43,700. Female Employee told his Assistant Manager, Azam Kashani, that he made more than me, and Kashani told me.

10. **Female Employee** became the Assistant Manager of the Kay store in the Natick Mall, in Natick, Massachusetts, in May 2002. The District Manager, Mark Person, set the pay rates for the employees in the store. As Store Manager, I knew she was paid \$10.00 an hour. A male Sales Associate at the store, **Male Employee** (who later became my husband), was hired in February 2002, and was also paid \$10.00 an hour.

11. I later hired two male Sales Associates at the Kay store in the Natick Mall, neither of whom had any jewelry experience. The males, **Male Employee** and **Male Employee** were both paid approximately \$9.50 or 10.00 an hour, during the same time period. **Female Employee** was paid \$10.00 as Assistant Manager in 2002-2003.

12. **Female Employee** became the Assistant Manager of the Kay store in the Tyrone Mall, in St. Petersburg, Florida, in approximately August 2007. He told me at the time that he was paid \$16.50 or \$17.00 an hour. The two previous female Assistant Managers at this store were paid less. **Female Employee** was the Assistant Manager at that Kay store until the end of 2006 or the beginning of 2007. She told me that she was paid \$13-14 an hour. **Female Employee** was the Assistant Manager before Amy, and she told me she was paid \$13-14 an hour.

13. During my employment with Sterling, I observed that promotional opportunities were not posted or available for employees to look at. Employees heard about promotional openings through word of mouth or after the position was already filled.

14. I have also observed that Sterling discriminates against its female employees in promotions.

15. I was interested in promotions at Sterling from the beginning of my employment in March 2002. I told my District Manager, Mark Person, and Store Manager, Jennifer Mallonee, during my initial interview that I was interested in becoming a District Manager. I then interviewed with Regional Manager John Liebler, and also told him that I wanted to be a District Manager for Sterling.
16. I continued to express interest in becoming a District Manager throughout my employment with Sterling. During my reviews with Mark Person, I told him my goal was promotion to District Manager. He did not tell me what I needed to do in order to become a District Manager.
17. When Sandra MacArthur was my District Manager, from February 2003 to August 2003, I also expressed to her that I wanted to be a District Manager. I repeatedly asked her to send me to Sterling's Career Development School, which was a training class for Store Managers, and she never sent me.
18. I was unjustly and anonymously accused of sleeping with District Manager [REDACTED]. [REDACTED] I quit the company in August 2004 over this incident and how Sterling handled it.
19. When I returned to employment with Sterling in January 2005, I was still interested in becoming a District Manager. I expressed this interest in my initial interview with District Manager Dale Bowling, and also in a subsequent telephone interview with Vice President Bill Mooney. Mooney told me to make sure I did well, kept my standards up, and that becoming a District Manager shouldn't be a problem for me. However, I was not told of any specific process or criteria that I must follow or meet to become a District Manager.

20. In 2006, at a meeting of Store Managers in the District, I again spoke with Bowling about becoming a District Manager. I told Bowling that he had not been supportive of me becoming a District Manager, and that I had told him that was my goal from the beginning. He said that he did not remember me saying I wanted to be a District Manager, and that he thought I just wanted to "stay where you are at." I told him it was just the opposite—that I had always wanted to be a District Manager, that I had told him this, and that he had not helped me achieve it. He then said, "Between you and me, darlin', based on our relationship, I'll never help you get to be a District Manager." I was devastated by hearing this since I knew from my experience at Sterling how crucial it was to have the support of one's District Manager in order to be promoted to District Manager.

21. I complained to **Executive** about Bowling's comment; and she said, "Melissa, just don't be a victim." I said that I wasn't being a victim, but that I wanted to know if my career was ending in Florida. She told me that she would take care of it, but I was never notified of any open District Manager positions, given the opportunity to apply, or told what I needed to do in order to qualify for such a promotion.

22. **Female Employee** was a female Store Manager in Orlando, Florida, who was passed over for promotion in favor of a less qualified male to manage the Kay store in the International Plaza, in Tampa, Florida. **Female Employee** had worked in the jewelry business for many years, and won a Manager of the Year award for Sterling as a Store Manager in Arizona. When she moved to Florida, she informed District Manager Dale Bowling that she wanted to work in Tampa; instead, he placed her

in a store in Orlando claiming that there were no store openings in Tampa at the time. When I went on medical leave in October 2007, [Female Employee] was qualified for and interested in the Store Manager position at my Kay store, in the International Plaza in Tampa, Florida. Instead of promoting [Female Employee], Sterling promoted [Female Employee] to Store Manager. [Female Employee] was promoted even though I told auditor Melissa Lanni, the loss prevention investigator John Melli, and Bowling that [Female Employee] had Sterling merchandise that he did not pay for on revolving Kay Jewelers charge account.

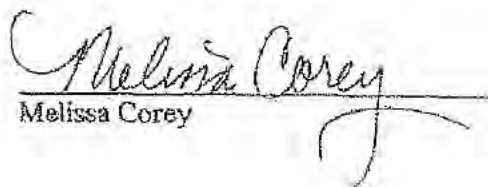
23. In approximately February 2007, during a conference call with Bowling, I learned of the requirement that an employee must post their interest in promotions on the company's intranet. That day or the next, I posted my interest in becoming a Jared Store Manager, a District Manager, and that I was willing to relocate for a promotion.
24. When I moved back to Massachusetts in March 2008, District Manager Jennifer Mallonee promised me a position as Store Manager of the Kay store in Millbury, Massachusetts. Upon reporting to work as Acting Manager in Leominster, MA, Mallonee told me that I could not be a Store Manager until I was interviewed by Vice-President Randy Rubies. She said I would have to first work as a full-time sales associate with a drop in a pay. I subsequently received a call from Mallonee stating that I would have to post on the intranet that I wanted an Assistant Manager position before Rubies would talk to me about an Assistant Manager or Manager position. As I was out of town, my Store Manager [Male Employee] posted on my behalf that I was interested in an Assistant Manager position. Mallonee

told me that my previous posting on the intranet was only good for 6 months; this was opposite of what Dale Bowling had said, that the posting was good and only need to be updated if anything changed.

25. I was also told that ^{Male Employee} [REDACTED] who has been with the Company for approximately 7 years, is earning approximately \$56,000 to \$58,000. The prior Store Manager, ^{Female Employee} [REDACTED] who has been with the Company for approximately 20 years, was earning less when she held that position.

26. I have also heard about female employees at Sterling suffering from sexual harassment. A male employee at the Marks & Morgan store in the [REDACTED] [REDACTED], in [REDACTED], Florida, was the subject of sexual harassment complaints by female employees. The female employees complained to a male in the store, [REDACTED] who in turn told ^{Executive} [REDACTED] about the sexual harassment. [REDACTED] told [REDACTED] to be quiet about the allegations, that they were none of his business, and that "we'll handle it." Soon after, [REDACTED]'s work hours were cut, and he eventually quit the Company.

I declare under penalty of perjury that the foregoing is true and correct. Signed this 10th day of July, 2008.


Melissa Corey

A62

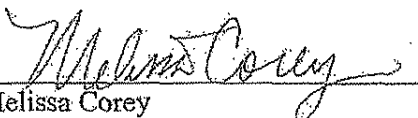
DECLARATION OF MELISSA COREY

1. My name is Melissa Corey. I am a female, over the age of 21, who resides in Millbury, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I have been employed by Sterling Jewelers Inc. ("Sterling") since March 2002. I have worked for Sterling as a Manager-In-Waiting and as a Store Manager. I am currently the Assistant Manager for a Kay store in the Auburn Mall in Auburn, Massachusetts.
3. During the month of April each year store managers are paid their annual bonus. Following the issuance of the annual bonus in April, Sterling sends to each store manager the manager's bonus plan for the new-year. The bonus plans are called "MBOs". The MBO describes the code of conduct and benchmarks store managers must meet to obtain a year-end bonus.
4. In approximately May or June 2008 my store manager Scott Peletier received Sterling's 2008-2009 MBO in the store mail. He opened the envelope with me standing beside him and read the plan out loud to me. After reading the MBO, Peletier said to me, "Well, I guess you shouldn't sue the Company because you won't get your bonus." It was my understanding, and Peletier's understanding, that if a manager makes any claim against Sterling they would forfeit their bonus.
5. Sterling's MBO discourages managers from making a claim against the Company

in fear of losing their year-end bonus.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 17 day of October, 2008.


Melissa Corey

A63

Supplemental Declaration of Melissa Corey

1. My name is Melissa Corey. I am a female, over the age of 21, who resides in Millbury, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on July 10, 2008.
3. As stated in my July 10, 2008 Declaration, I worked as a Store Manager for Sterling Jewelers Inc. ("Sterling") for approximately five years, and an Assistant Manager for approximately two years.
4. As Store Manager for Sterling I did not have the authority to hire or promote employees. While I sometimes gave the District Manager my opinion on applicants, I did not have the authority to hire them. Instead, the District Manager would tell me who was being hired into my store, and also who in the store was being promoted by Sterling.
5. In paragraph 11 of my previous Declaration, when I stated I hired two applicants, I meant that I participated in the hiring process by interviewing the applicants but that the actual final decision was made at the District Manager level or above.
6. It appeared to me that the final decisions on hiring, pay, and promotion were made at the Vice President level. For example, when I was hired as a Manager In Waiting in 2002, I was interviewed by District Manager Mark Person, and then by Regional Vice President John Liebler. After my interviews, Person told me that Regional Vice President Liebler made the decision on whether I would be hired and at what pay rate.

7. I observed that the decision to fire an employee was also made at the Vice President level. In 2003, male Store Manager Tracy James was fired from the Belden store in the Natick Mall, in Natick, Massachusetts. He told me soon after that District Manager Sandra MacArthur told him that Vice President John Liebler made the decision to fire him.
8. When I complained to District Manager Dale Bowling in approximately 2005 about my pay, he said that if I had an issue with my pay I should speak with Regional Vice President Michelle McFarland. I called McFarland, and left several messages, and also sent her an email. She did not respond. When I complained to District Manager Bowling, he told me that he had spoken with McFarland and that she decided my pay rate was not going to be raised.
9. As Store Manager for Sterling I did not have the authority to set the pay rates or authorize raises for the employees in the stores I managed. Sometimes I was permitted to give my opinion on what an employee should be paid, or whether and how much of a raise should be granted. However, I did not have the authority to set pay rates or raises. Instead I was told by my District Manager how much an employee was to be paid.
10. I attended Sterling's annual ^{Annual Managers Meeting} Managers Meetings ^{Annual Managers Meeting} in 2002, 2003, 2005, 2006, and 2007. I regularly observed excessive drinking at these events, and they had a wild party atmosphere.
11. The ^{Annual Managers Meeting} had a reputation within the company for being a wild event in which male managers, supervisors, and executives could seek out sexual encounters with subordinate female Store Managers. I knew most of the male executives, [REDACTED]

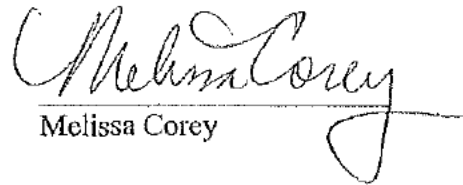
Executives and District Managers by sight. At the **Annual Managers' Meeting** I attended, I regularly observed these males hitting on female Store Managers, buying them drinks, dancing with them in a sexually suggestive manner, and otherwise sexually preying on them. This was done out in the open, and appeared to be encouraged, or at least condoned by the company.

12. I saw **Executive** at the **Annual Managers' Meeting** standing close to a female Store Manager. District Manager told me at the time that hooked up sexually with this female Store Manager at every **Annual Managers' Meeting** they both attended.
13. In 2002 or 2003, warned me to stay away from the hot tub at the **Annual Managers' Meeting** unless I wanted to get into "trouble." She said, and I heard this from other Store Managers as well, that male executives and supervisors had sex with female Store Managers in the hot tub after hours. It was like a sex-fest at the **Annual Managers' Meeting**.
14. I knew that was a high level executive with Sterling. At the **Annual Managers' Meeting** observed him regularly staying late at the bars at at the Resort, surrounded by attractive female Store Managers, buying them drinks and shots of alcohol. I heard from other female Store Managers at the **Annual Managers' Meeting** about being naked in the hot tub with. had a reputation within the company for being a womanizer, and for sleeping with female employees.
15. was a Sterling **Executive** during my employment at Sterling. He also had a reputation among Sterling employees, including female Store Managers, for being a womanizer. I heard from other Store Managers that while he was a District Manager, he had promised to leave his wife for a female Store

Manager he directly supervised in his district at the [REDACTED], in [REDACTED],
Massachusetts, in late 1999 or 2000.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

12th day of February, 2013.


Melissa Corey

A64

Declaration of Beverly Cotton

1. My name is Beverly Cotton. I am a female, over the age of 21, who resides in Detroit, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. ("Sterling") from approximately 2000 to 2005. I began my employment with Sterling in approximately November 2000 as a Sales Associate at the Kay store in the Fairlane Town Center mall, in Dearborn, Michigan. I continued in that position for some time, until I was promoted to Third Key at that same Kay store. I continued as Third Key, until sometime in approximately 2001 or 2002, I became a Sales Associate at the J.B. Robinson store in the Eastland Mall, in Detroit, Michigan. At some point I was promoted to Assistant Manager at this J.B. Robinson store, and then was stepped down to Sales Associate shortly after. I worked as a Sales Associate at this J.B. Robinson store for about a year. At some point in 2003 or 2004, I transferred as a Sales Associate to the Kay store in the Northland Mall in Southfield, Michigan. I worked there until I left employment with Sterling in approximately 2005.
3. While I was employed by Sterling, I became a Certified Diamontologist, in approximately 2001.
4. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job.

5. During my employment Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings.

6. Instead, employees found out about promotion opportunities if a Sterling manager told them about it. For example, while I was a Sales Associate at the Kay store in the Eastland Mall in Detroit, Store Manager Terrance Roberson approached me about an opening for Assistant Manager. Other employees found out about openings and opportunities for advancement after Sterling promoted someone else, or through word of mouth, such as when an employee left a store.

7. During my employment with Sterling, I observed that decisions on promotions were made at the District Manager level or above. It was common knowledge in the stores in which I worked that decisions on promotions in the stores were made at least at that level by District Manager [REDACTED]. When I discussed the position of Assistant Manager with Store Manager Terrance Roberson, it was clear to me in this conversation that I could not be promoted unless District Manager [REDACTED] approved the promotion.

8. I also observed that female employees had a more difficult time than men in being promoted and that male employees in the stores in which I worked rose more quickly than females.

9. I observed that it was more difficult for female employees to be promoted because of District Manager [REDACTED] hostility towards female employees. Throughout my employment with Sterling, he regularly visited the stores in which I worked. His behavior towards male employees was significantly different than how he interacted with female employees. For example, he would seek out and talk with the male employees in

the stores in a friendly manner, but he routinely avoided the female employees. When he did speak with us, it was often to criticize or put us down. [REDACTED] spoke to us in angry tones, and often belittled the female employees. I did not see him be so short, unfriendly, or hostile to the male employees in any of the Sterling stores in which I worked. At Sterling, it takes the support of the District Manager to be successful in moving up the company, and it seemed like [REDACTED] could not even stand being around women, much less have any interest in supporting us.

10. District Manager [REDACTED] seemed to make female employees seeking promotion obtain higher standards than males, and jump through more hoops. For example, he had one of his store managers watch his children as needed. It was common knowledge in the Kay store in the Fairlane Mall, in Dearborn, Michigan that Store Manager Wanda Chircop babysat [REDACTED] on her days off. This did not seem right to me.

11. District Manager [REDACTED] hostility toward women is one of the reasons I stepped down from the position of Assistant Manger. That position required that I have more contact and interaction with [REDACTED] and he was so demeaning towards women that I would rather step down to Sales Associate than have to interact with him more often as Assistant Manager.

12. I regularly heard male employees at the Sterling stores in which I worked make comments about women in the mall, such as, "She's hot" or other comments about their attractiveness.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

19 day of January, 2013.


Beverly Cotton

A65

DECLARATION OF MICHELLE CRABS

1. My name is Michelle Crabs. I am a female, over the age of 21, who resides in Fitchburg, Wisconsin. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1990, as a Sales Associate at the Rogers store in the Midway Mall, in Elyria, Ohio. I continued in that position for less than a year, when I left the company in 1991.
3. I next worked for Sterling in July 2001, as a Manager In Waiting, at the JB Robinson store in Grand Rapids, Michigan. I continued in that position for approximately a month, until August 2001, when I was promoted to Store Manager of the JB Robinson store in the [REDACTED] in [REDACTED] Ohio. I continued in that position until June 2002, when I transferred as Store Manager to the Shaw store in the East Town Mall, in Madison, Wisconsin. I continued in that position until February 2003, when I was promoted to Store Manager of the Kay store in the West Town Mall, in Madison, Wisconsin. I continued in that position until February 2005, when I transferred as Store Manager to the Kay store in the Janesville Mall, in Janesville, Wisconsin. I continued in that position until June 2006, when I transferred to the JB Robinson store in the Janesville Mall. I continued in that position until February 2007, when I was demoted to Sales Associate at the Kay store in the West Town Mall, in Madison, Wisconsin. I continued in that position for approximately six weeks, when I left the company in March 2007.

4. I won bonus trips in 2002 and 2004, as Store Manager, based on the performance of the stores I managed.
5. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Tim Chmiel that employees are not to discuss their pay with other employees, and that it was grounds for discipline. As Store Manager, I instructed my employees that they should not discuss their pay with each other. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
6. Female employees suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of particular management openings.
7. I was interested in promotions into management, including Store Manager and District Manager, from the beginning of my employment with Sterling in 2001. By the time I worked for Sterling, I had about seven years of experience working for Alvin's Jewelers, with most of that time as a Store Manager. Prior to Alvin's, I had about three years' experience as a manager of the jewelry department for Wal Mart.
8. During my initial interview in 2001 with District Manager Tom Kryzok, I expressed interest in management positions with Sterling. I was promoted to

Store Manager in August 2001. I expressed interest in becoming a District Manager in 2002 and 2003 to District Manager Sharon Dailey. We had several conversations about my interest in being promoted to District Manager. I told her that I was willing to relocate for the promotion. Dailey tried to discourage me, stating that being a District Manager was "not all that it was cracked up to be." I told her that I still wanted to be a District Manager.

9. In 2003, Dailey told me that the supposed reason I could not be a District Manager was because of how my store performed during special sales events. However, Dailey had me hold special sales so often that they were not really seen by customers as special sales, and because of that, the sales did not attract many customers and the sales at these events suffered.
10. Despite expressing interest in being promoted to District Manager and being qualified, I was never asked to interview for any District Manager positions, or even notified of any such openings.
11. During my employment at Sterling, I observed that female employees experienced sexual harassment. For example, in 2004, I attended Sterling's annual Manager's Meeting in ^{Annual Managers Meet} Florida. One night at a bar I saw Sterling **Executive** leer at a large-busted female manager who was wearing a blouse with an American flag print on it. Looking at the woman's chest, **Executive** said, "Well, God Bless America."
12. One time in 2001 or 2002, **Executive** visited the JB Robinson store that I managed in **Executive** Ohio. I observed him leering at **Executive** an attractive female employee of the store.

13. I attended Sterling's annual Manager's Meetings, held in ^{Annual Managers Meet} [REDACTED] Florida, in 2001, 2003, and 2004. The atmosphere of these events included heavy drinking by those in attendance.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

2 day of October, 2008.



Michelle Crabs

A66

DECLARATION OF BONILYN CRAVEN

1. My name is Bonilyn Craven. I am a female, over the age of 21, who resides in Traverse City, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 1999, as an office worker at the Osterman store in the Grand Traverse Mall, in Traverse City, Michigan. In that position I worked in the office and provided sales help as needed. I continued in that position for about 4-5 years, until I became a Sales Associate in approximately 2003 or 2004. I continued in that position until July 18, 2008, when Sterling terminated my employment.
3. During my employment with Sterling, I won awards for my performance. For example, in 2005 I won district-wide awards for obtaining credit applications, and for having the most add-ons in my sales. "Add ons" are when another piece of jewelry is sold in addition to the one the customer originally wanted to purchase.
4. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, Store Managers told me throughout my career that employees should not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.

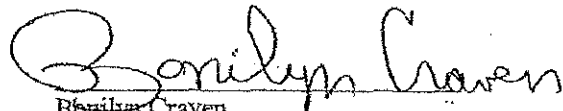
5. For example, **Male Employee** was a male Sales Associate who was hired in December 2006. He was 18 years old at the time, and had no previous jewelry experience. In approximately the fall or winter of 2007, I heard from other employees that **Male Employee** had received a \$2 an hour raise and was making \$10 an hour as a full-time Sales Associate. At that time, I had been with the company 8 years and was making \$9.75 an hour.
6. Soon after, I complained to Store Manager Christine Thompson about the pay difference, telling her that I had learned how much **Male Employee** was paid. Thompson did not deny **Male Employee** was being paid \$10 an hour. In March or April of 2008, I complained to District Manager Nancy Marsh about the pay difference between **Male Employee** and myself. She told me that **Male Employee** had received his raise because he had been upgraded to full-time. I reminded her that I was full time, and had been with the company for seven and a half years longer than **Male Employee**. She said that she would see if she could get me a \$1 an hour raise.
7. In April or May 2008, my paycheck indicated I had been given a thirty-cent raise, up to an hourly rate of \$10.04. I was upset by this small raise, and complained to Store Manager Mike Ingles that Marsh had told me I may be getting a \$1 an hour raise. Soon after, Marsh called me at the store. I told her that I had received my raise, and that it was only thirty cents. She told me that it was the best that they could do based on my performance standards. Marsh told me, "Now you can't say that **Male Employee** makes more than you."
8. Other male Sales Associates were paid more than me. For example, I learned from other employees that **Male Employee** was paid \$17 an hour.

9. Women also suffered discrimination at Sterling because of the manner by which promotions are made. Job openings and promotional opportunities were not posted via a formal job posting system.
10. Our store was without an Assistant Manager beginning approximately in April or May 2008, when Eileen Flaska was fired. The position was empty, and I spoke to Store Manager Mike Ingle about becoming the Assistant Manager. I asked him if it would help if I took the Assistant Manager position. He was not encouraging, nor did he tell me what I needed to do in order to apply for the position. Instead he said that it was not up to him; that it was up to "Nancy [Marsh] or corporate."
11. Around that same time, I went online and posted my interest in the Assistant Manager position. I did this because some emails had come to the store in February or March 2008 stating that if an employee was interested in management, then they should go online and post their interest. Despite expressing my interest in the Assistant Manager position to my Store Manager, and posting online for the position, I was not contacted by anyone in the company about my interest in the Assistant Manager position. The position is currently not filled, and male Sales Associate Male Employee continues to be the acting Assistant Manager.
12. Female employees at Sterling are discriminated against in other ways. For example, when I was fired by Sterling in July 2008, my Store Manager Mike Ingles told me it was because I was not meeting my performance standards. However, when my male Store Manager did not meet his performance standards,

he was demoted instead of fired. I learned this from another employee at the beginning of August 2008.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

11 day of August, 2008.


Benilyn Craven

A67

DECLARATION OF ANNETTE CRENSHAW

1. My name is Annette Crenshaw. I am a female, over the age of 21, who resides in Spring, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in the Houston, Texas Region, as a Diamond Department Manager at the Jared store in Willow Brook, Texas in approximately late 1999. I was promoted to Assistant General Manager in approximately late 2000 and remained at this store until I left Sterling in approximately 2004.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. When I was hired, I was informed of this policy by my Store Manager John (LNU). Because of this policy, it was difficult for me and other women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs, and in at least some cases, were paid less than males in subordinate positions.
4. For example, in approximately 2001 or 2002, while I was working as a Diamond Department Manager, I overheard **Male Employee** a male Sales Associate, discuss his rate of pay with another associate. He said his hourly rate of pay was \$13.00 or \$14.00 an hour. I was aware of women Sales Associates doing the same job duties who were making less than that at that time.
5. While I was Diamond Department Manager, **Male Employee** the male Assistant Manager would often discuss his pay because he was unhappy about it. I learned

from him in approximately 2000 that he was making between \$35,000-\$36,000/year. Later that year, [Male Employee] left Sterling, and I was promoted to the Assistant Manager position he had held, but my salary was only between \$33,000 and \$34,000/year.

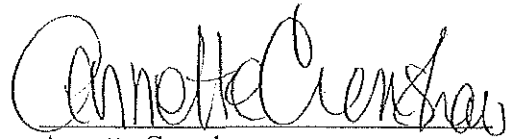
6. [Female Employee] a female, began as a Sales Associate and even after being promoted to a management position was paid less than males in sales positions with no management responsibilities. When she complained to Store Manager, Scott Fenter, about this, I was present. She was a good employee, in approximately 2002, she was promoted from a Sales Associate to Diamond Department Manager. Upon becoming Diamond Department Manager, [Redacted] [Female Employee] overheard a group of Sales Associates including Monique Calis, discussing their pay. She heard that [Male Employee] [Male Employee] and [Male Employee] [Redacted] were all paid at a base pay rate between \$12.00 to \$14.00 per hour which was more than she was paid as a Diamond Department Manager.
7. During my employment at Sterling, I also observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific management openings.
8. For example, in approximately spring 2001, the Store Manager Jeanine Feranti left and I became acting Store Manager, with no pay increase or incentives. As this was the second time in less than two years that the role of Acting Store

Manager was thrust upon me, I believed that I had a shot at becoming the Store Manager in title and pay as well. However, after approximately several weeks of being the de facto Store Manager, a male, [Male Employee] was brought in to be Store Manager. I believe I was more qualified than [Male Employee] because I had more jewelry industry experience than he, including more years of management. I also had operated my own retail store for 14 years. I was aware of [Male Employee] experience because he told me what it was.

9. In approximately 2003, Sterling began building a new store in Deerbrook, Texas which was the same distance as the Willow Brook store from my home. I was still interested in becoming a Store Manager, and although I didn't know of any formal process to express that interest, I spoke to Store Manager [Male Employee] and District Manager Kathy (LNU) about being promoted to the Store Manager position that would need to be filled at that store. They told me to keep doing a good job and praised me for my good work thus far, but never told me of any opportunities or mentioned it again, a male was hired to be Manager at the Deerbrook store.
10. [Female Employee] a Sales Associate who worked continuously at Jared's since I began in approximately 1999, also expressed interest regarding getting promoted. She spoke to Store Managers Jeanine Feranti, [Male Employee] and to District Manager Kathy (LNU). [Female Employee] had the highest sales in the store on numerous occasions and had won bonus trips and awards as well. As of 2011, she was still working at Jared as a Sales Associate. I knew this from discussions with her.

11. Overall, I felt like it was much harder for females to get promoted to management positions than males. In the Houston area women were hardly represented in management. At one point, I was one of the only female employees in management in the Houston stores. .

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 2nd day of April, 2012.


Annette Crenshaw

A68

DECLARATION OF SUSAN CRUMP

1. My name is Susan Crump. I am a female, over the age of 21, who resides in Valrico, Florida.
2. I began working for Sterling Jewelers Inc. ("Sterling") on July 7, 2003, as a sales associate in the Jared The Galleria Of Jewelry in [REDACTED] Florida, Store [REDACTED]. In approximately March 2005, I was promoted to Diamond Department Manager of this Jared Store. In approximately April 2008, I stepped aside as Diamond Department Manager after learning that a new male sales associate was being paid the same as me even though I had worked for Sterling for five years and held a management position. I am currently working for Sterling as a sales associate in the Jared Store [REDACTED].
3. Since 2004, my first full year with Sterling, I have made President's Club every year except for 2006, during which year I was out of work for two months on medical leave. President's Club membership is awarded to the top sales employees in the Company. My standards are regularly 6 out of 6. Moreover, I am a Graduate Gemologist from the Gemological Institute of America and a Registered Master Valuer from the University of South Florida. No one else in the Jared Store in [REDACTED] Florida has this degree, nor do I believe does anyone else in my District. I also have a diamondologist certification and trained many of the employees in gems and diamonds who have been hired in the Jared [REDACTED] Store, including male employees who were paid more than me, including but not limited to, [REDACTED] Male Employee, and [REDACTED] Male Employee.
4. While I was employed at Sterling, I witnessed gender discrimination regarding many different employment practices. For example, I observed that women were consistently

hired at lower salaries than their similarly situated male counterparts and I observed women being denied promotions in favor of equally or less qualified men.

5. In the Fall of 2004, my Assistant Manager Dawn Souto-Coons encouraged me to apply for the Diamond Department Manager position in Jared Store [REDACTED]. I applied, but [REDACTED] Male Employee [REDACTED] was given the promotion instead. Around this same time, I witnessed how other males employees were also quickly promoted to management positions. For instance, [REDACTED] Male Employee [REDACTED] who was only with the Company for a few years, was promoted to Assistant Manager of the Jared Store in Clearwater, Florida in 2004. Approximately a year later, in the beginning of 2005, [REDACTED] Male Employee [REDACTED] was again promoted to General Manager of the Jared Store in the Citrus Park Mall in Tampa, Florida. [REDACTED] Male Employee [REDACTED] who was also with Sterling for only a few years, was also quickly promoted to General Manager of the [REDACTED] Jared in the beginning of 2005. I know of several female employees who were more qualified for the General Manager position than [REDACTED] Male Employee [REDACTED] and [REDACTED] Male Employee [REDACTED] including my former Assistant Manager, Dawn Souto-Coons. It was not until approximately March 2005, that I was considered for a promotional opportunity and promoted to Diamond Department Manager of Store [REDACTED] even though I had many discussions with my managers, including Diane Bennett, Aaron Scott, and Dawn Souto-Coons, about my interest in promotional opportunities.
6. Women suffer discrimination because of the manner by which promotions are made. Job openings and promotional opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's predominantly male District Managers and Vice Presidents via a subjective "tap on the shoulder" system. Mr. Scott led me to believe that I needed to be a department manager first before I would be

considered for an assistant manager position. However, my coworker [Male Employee] told me on January 31, 2006, that Mr. Scott asked him if he was "relocatable" and asked him to prepare an action plan for an assistant manager position. [Male Employee] had never held a department manager position. It was known in our Store that [Male Employee] was part of the boys' club and was being groomed for a management position. Sterling has since implemented a program for employees to indicate online whether they are interested in obtaining a promotion opportunity. I have registered my interest through this online program because my General Manager Eric Wolff told me personally to register in the system about a year ago. There was no training or in-store meeting about this program informing employees they were required to register online to be considered for promotions. In fact, I believe that many employees are still in the dark about how to use the online registering system and are unaware that entering their information into this online system is required for promotion.

7. Women also suffer discrimination in pay. Sterling has a policy prohibiting its employees from discussing their pay, so it is difficult for women to identify instances where they are paid less than their similarly situated male counterparts. Nevertheless, I am aware of men being paid more than women doing the same job. When I interviewed for a job at Sterling in July 2003 with then General Manager Aaron Scott, he knew that I wanted to earn a base hourly rate of around \$17.00. During our meeting, he said as much, and said "I hear you want to make \$17.00 per hour?" He was standing with his back to me when he said this, and turned around quickly, slammed a thick wad of papers on the table right in front of me, and said "the \$15.00 to \$17.00 range is not going to happen." He offered me \$12.00 per hour. Mr. Scott's action and tone conveyed to me that the offer was non-

negotiable. Moreover, I was aware that Sterling does not negotiate on merchandise in its stores. Sterling says this is because the best prices are already negotiated with vendors and merchandise is further discounted 20 to 30 percent. I was told about this policy when I first went to the store for a tour as an applicant and again when I interviewed for a position. Therefore, I did not think negotiating my wages with Mr. Scott when I was applying for a job would be viewed as an attribute to Sterling. I accepted the \$12.00, even though I felt this was a low wage for someone with my skill and prior work experience.

8. In approximately May 2005, I learned from my coworkers that Sterling had hired [REDACTED] Male Employee in approximately April 2004, at \$15.00 per hour. Male Employee is not a Graduate Gemologist or Registered Master Valuer. I also learned from my coworkers that male sales associates Male Employee and Male Employee were also hired at wage higher than the \$12.00 per hour I was offered even though neither had any prior jewelry industry experience. I had previously run jewelry showrooms and sold fine jewelry for years prior to my employment with Sterling. Other female sales associate I worked with also told me they were paid less than these male employees. Female Employee who was and continues to be one of the top sales associates for Sterling nationwide, told me she was paid less than Male Employee and Male Employee. Also, Female Employee who had more than a decade of jewelry sales experience and managed jewelry stores prior to working for Sterling, told me she was paid less than them as well.

9. In 2005, I recruited former sales associate Jennifer DeSalvo for Sterling, among others. My General Manager, Eric Wolff, who was promoted to the General Manager of the Jared [REDACTED] after Aaron Scott was promoted to District Manager, liked her and wanted

to offer her a sales position. He asked me what I thought she should be offered as a wage. I did not know at the time what any of my coworkers were earning, but I said she should at least be paid \$12.00 per hour. I recall Mr. Wolff saying, "I'm going to try and get her as little as possible; she can probably live off what her husband makes." I informed him that she was not married.

10. In approximately October 2007, I was earning \$15.00 as the Diamond Department Manager, when Sterling hired ^{Male Employee} [REDACTED] as a sales associate also at \$15.00 per hour. I was so upset by this, and by the way Sterling has treated its female workforce throughout the years, that I decided to step aside as Diamond Department Manager. When I did, I was told my pay would be decreased \$1.00 to \$14.00. I complained to General Manager Eric Wolf that this was unfair, especially in light of the fact that ^{Male Employee} [REDACTED] was recently hired as a sales associate at a \$15.00 per hour. I asked to keep the \$1.00. Sterling refused, but decided to decrease my wages only by .50 cents, instead of the \$1.00, to \$14.50.

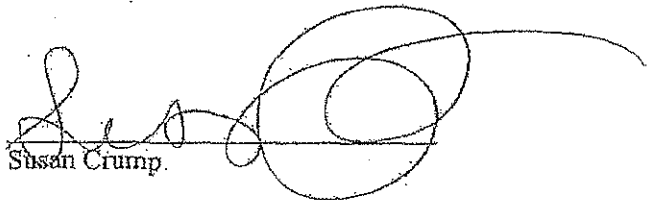
11. Every year, during my annual review in July, I ask for a more substantial raise than the approximately .49 cents Sterling typical gives me as a merit raise. I believe I was and continue to be underpaid based on my work abilities and performance. Every year, my request for a more significant raise was denied, and each year I am given a standard merit increase of about .49 cents. Although my annual reviews are in July, I do not see the raise reflected in my paycheck until the following March. In March 2008, after seeing that once again I only received a small merit increase, I spoke to General Manager Eric Wolff. I told him that I can't make ends meet with the wage I am earning. In addition, I had gone above and beyond, working as diamond department manager and performing

the duty of assistant manager during the previous summer while our Assistant Manager, Jessica Murphy, was on vacation. I told him I deserved more money. Mr. Wolf passed me a note in response that said "Just Say No."

12. Sterling also discriminates against women in other ways. For instance, it was completely acceptable for male employees to stand around the store and discuss out in the open whether they would prefer to ride a bike or Sheryl Crow, or whether they think women should shave their private parts. This locker-room talk made me and other female employees in the store uncomfortable.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 28th day of July, 2008.


Susan Crump.

A69

SUPPLEMENTAL DECLARATION OF SUSAN E. CRUMP

1. My name is Susan E. Crump. I am a female, over the age of 21, who resides in Valrico, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I have been a client of counsel for Claimants since 2008, and remain so to date. I filed a Consent to Join form to be part of a Fair Labor Standards Act and Equal Pay Act lawsuit against Sterling on May 16, 2008, and was represented by Counsel for Claimants in Sterling's RESOLVE program in 2008-2010, including at a mediation with Sterling in January 2009. In June, 2012, I received the attached letter from Sterling, dated June 5, 2012. The letter was addressed to me and sent to my home address, although the zip code and first name were incorrect. Sterling attached to the letter a declaration that I had signed on October 10, 2005 with my correct name.
3. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had "signed a declaration under oath," and notified me that it had "attach[ed] a copy of [my] declaration for [my] convenience." Sterling then alerted me that attorneys for the women who filed the arbitration complaint (i.e. the attorneys who currently represent me and have represented me since 2008) might contact me to discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a "Christina Janice at (303) 665-6168" if I had any "concern[s] about how [I was] being treated by either [Sterling] or attorneys representing individuals suing [Sterling] in relation to this matter." Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

4. Since I have been represented by attorneys for Claimants in this case since 2008, I felt uncomfortable that Sterling was contacting me directly (via the letter) regarding the case. I felt Sterling and its representatives should have gone through my attorneys if they wanted to communicate with me about the case.

5. In addition, it seemed Sterling's purpose in sending me the June 5, 2012 letter was to remind me that I had "signed a declaration under oath" and that I better make sure that any information or statements I gave to any attorneys who might contact me regarding the case were consistent with that declaration, a copy of which Sterling had attached "for [my] convenience." As such, I found Sterling's letter (with my attached declaration) to be intimidating and threatening, especially given the circumstances surrounding how the attached declaration was procured.

6. The declaration Sterling attached to the letter it sent me was one that I had signed in October 2005, before I had become fully aware of the gender discrimination issues at Sterling, and before I had joined the lawsuit. Sterling procured the declaration from me during an investigation it was conducting in the Fall of 2005. On October 10, 2005, the day that Sterling and its attorney procured my declaration, I was working at Store [REDACTED] had recently been promoted to Diamond Department Manager, and had aspirations of being promoted further to Assistant Manager and then Store Manager. Shortly after I arrived at Store [REDACTED] at its opening to start my shift for the day, Sterling's HR Manager, Mary Ellen Mennett, and outside attorney from Littler & Zashin, Jacqueline Kalk, arrived unannounced to conduct interviews of Sterling employees at Store [REDACTED]. Mennett and Kalk brought individual employees, one at a time, into General Manager Eric Wolff's office throughout the day, and kept each employee in Wolff's office for approximately

one-half hour or so each. Menett and Kalk decided who they were going to interview and when. In the afternoon, one of my co-workers, Alan Mong, was called into the office to be interviewed by Menett and Kalk, and was fired during his interview and immediately made to leave the premises.

7. I was the last one Menett and Kalk interviewed that day. Menett called me into Wolff's office at toward the end of my shift, around 8:30 p.m. I had been working since approximately noon. I did not ask to be interviewed and felt compelled to participate despite the fact that I was tired after having worked all day. When I entered Wolff's office, Menett and Kalk were the only other ones in the room. Kalk was sitting behind a desk and Menett was sitting in a chair. Upon entering the interview room (Wolff's office), I was advised that they were conducting interviews. Menett then told me, "if you do not cooperate, you will be terminated." I did not say anything in response. It was very intimidating and scary to have my job threatened like this. It was my only means of income - my livelihood, and I also had aspirations to be promoted to Assistant Manager and then Store Manager. I was not offered to have a lawyer of my own present, nor was I told that I did not have to speak with Sterling's HR manager or its outside attorney. I felt very scared, intimidated, and threatened.

8. During the interview, I was never asked about Sterling's policy prohibiting us from discussing our pay, nor was I asked whether Sterling posted open management positions. The answers to those questions, had they been asked, would have been yes, Sterling has a policy prohibiting its employees from discussing their pay, and Sterling did not post open management positions. Because I was not asked about these issues, this information was not in the declaration Sterling gave to me to sign. Also absent from the

declaration Mennett and Kalk gave me to sign was information I had provided them regarding sexual harassment and inappropriate behavior by male Sterling employees against female Sterling employees that I had witnessed on the job. Mennett knew that I had complained to my District Manager about inappropriate comments and sexual harassment by my [REDACTED] and we discussed this during the interview. During the interview, I also informed Mennett that I had witnessed [REDACTED] a male manager in training who I worked with, engaging in sexually harassing behavior and making inappropriate sexual remarks to a female co-worker of mine, Jacquelyn Boyle, who was afraid of [REDACTED] because of his behavior toward her. In addition, during the interview, I was asked if I agreed with the women who were bringing the case against Sterling that Sterling was discriminating against its female employees in pay and promotions based on their gender, and I said, "yes." However, Kalk and Mennett did not include this statement, or any of the information I provided regarding sexual harassment and inappropriate behavior, in the declaration they gave me to sign at the conclusion of my interview.

9. At the conclusion of the hour-long interview, Kalk printed out a document and handed it to me. I was told to read it and sign it. It was approximately 9:30 p.m. at night and the store had been closed for some time. The District Manager and General Manager were pacing outside the office wanting to go home. Everyone in the store was waiting on me and I felt pressured. After skimming the statement briefly, I noticed a few obvious things that were inaccurate and needed to be changed. I communicated to Kalk those areas that stuck out as inaccurate after my brief skim. Kalk made the changes, printed the statement, and again handed me the document to sign. I was uncomfortable signing the

document then and there. I felt I should have been able to take it home and to have time to study it carefully, word by word. I was also never advised that I could have an attorney look it over first before signing. After working all day, and feeling the time constraints and pressure of everyone waiting on me, my bosses pacing outside the door wanting to go home, and having been threatened by Menett with termination if I did not cooperate, I felt my only choice was to sign the document. Because of what Menett told me, I understood that if I did not cooperate in the interview and sign the declaration at the end of the "interview," that I would be terminated.

10. I signed the statement and was not given a copy. I felt so pressured to keep my job that I did not even feel comfortable asking for a copy. This was one of the most emotionally and psychologically grueling hours of my life.

11. Given Menett's threat made at the outset of my interview, and the circumstances surrounding the signing of my October 10, 2005 declaration, paragraphs 1, 16, and 17 of the October 10, 2005 declaration are incorrect. The statement was not given voluntarily, but rather under threat of termination. In addition, as explained above, I was not provided a full opportunity to carefully review this declaration.

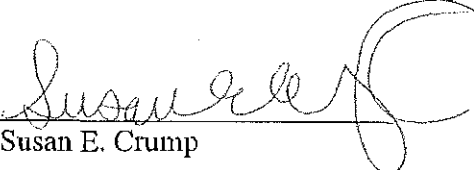
12. Further, since signing the October 2005 declaration, I had experiences working at Sterling that I would want included in any statement made about Sterling's pay and promotion practices toward and treatment of its female employees, most of which are included in my July 28, 2008 declaration.

13. Finally, in Sterling's June 2012 letter, it states that, "[r]egardless of whether you choose to speak with the attorneys who are litigating against the company or not, Sterling has a policy prohibiting retaliation against any employee simply because that employee

chooses to participate in a lawsuit or investigation..." Had I still been employed with Sterling when I received this letter, I would not have found this statement reassuring coming from Sterling since the Company had a reputation of retaliating against people who complained about misbehavior by management or other employees. In fact, when I worked for Sterling, I was retaliated against for participating in this case. Prior to becoming involved in this case against Sterling, I always had Thursday evenings off because that is when I race sailboats, a real passion of mine and an important part of my life. However, once I became involved in this case, my manager made it a point to start scheduling me to work every Thursday evening against my longtime-honored request (had been honored for approximately 5 years) that I have that evening off, and despite the fact that I was the best performer in the store.

I declare under penalty of perjury that the foregoing Declaration is true and correct.

Signed this 18 day of September, 2012.


Susan E. Crump



STERLING JEWELERS
Inc.

June 5, 2012

Ms. Sandra B. Crump
3032 AVALON TERR DR.
VALRICO, FL 33594

Dear Ms. Crump:

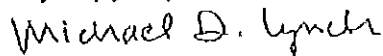
As you may remember, some current and former retail sales employees of Sterling Jewelers Inc. have asserted that the company discriminated against female employees in promotion decisions and compensation. The women who initiated this claim purport to act for themselves and certain other female retail sales employees of Sterling. The case, which is being arbitrated, is called *Jack, et al. v. Sterling Jewelers Inc.* The women who filed this complaint seek money and other forms of relief. Sterling believes that it has at all times abided by federal and state law and that the allegations by the individuals are unfounded. At the same time, the company takes these matters very seriously and has investigated the facts and is evaluating the claims.

As part of the investigation and evaluation process, company representatives contacted you in the Fall of 2005 or Spring of 2006 to ask you questions about your experiences at Sterling and to gain knowledge about these issues that you possess. Following those discussions, you signed a declaration under oath. You should have received a copy of this declaration after you signed it, but in case you did not or have misplaced it, we are attaching a copy of your declaration for your convenience.

Recently, counsel for the women who filed the arbitration complaint formally requested that Sterling provide them with your contact information. Sterling is required to provide this information to those attorneys. As a result, those attorneys may contact you to discuss your declaration. As was explained to you before you spoke to Sterling's counsel, you are not required to speak to counsel for either Sterling or the arbitration claimants, and you have the right to hire a lawyer to represent you during any discussions with either side, if you choose. Even if you decide to speak with attorneys for either side, you may choose to end your discussions at any time. Regardless of whether you choose to speak with the attorneys who are litigating against the company or not, Sterling has a policy prohibiting retaliation against any employee simply because that employee chooses to participate in a lawsuit or investigation concerning alleged violations of federal or state law.

If at any time you become concerned about how you are being treated by either the company or attorneys representing the individuals suing the company in relation to this matter, please do not hesitate to contact Christina Janico at (330) 665-6168, so that we can attempt to address your concerns. We appreciate your time and attention to this matter.

Very truly yours,



Michael D. Lynch
VP Employee Relations

Encl. Declaration

375 GHENT ROAD AKRON, OH 44333-4600
(330) 668-5000

CL-STR009507

DECLARATION OF SUSAN E. CRUMP

I, Susan E. Crump, having a business address of 2206 West Brandon Boulevard, Brandon, Florida, do hereby swear, affirm and attest as follows:

1. I am over 18 years of age and competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. This declaration is given voluntarily, I have not been promised any benefit, coerced or threatened in any manner in exchange for the testimony in this declaration.

2. I am currently employed at Jared Store No. [REDACTED] in [REDACTED] Florida. I have been an employee of Jared since July 7, 2003 and I have always worked at Jared Store No. [REDACTED]

3. I was initially hired as a sales representative and in approximately April 2005, I was promoted to the position of Diamond Department Manager. In these positions I am considered an hourly, non-exempt employee. In these positions I have been eligible to receive overtime payments when I worked more than 40 hours in a workweek.

4. As a Diamond Department Manager my primary job duties include: sales, training, inventory, responsibility for the overall look of the diamond area. I am also a "key holder" which means that I have a key for the store and am responsible for additional issues, including handling the safe, locking the store, turning on and off the alarm and related safety and security issues.

5. Prior to working at Jared, I was a sales employee at Gold Post Jewelers and Pegasus Imports for approximately 8 years. I spent an additional 2 years working one day a week for a local California jeweler.

6. My highest level of education is a high school diploma, but I have also taken one year of college courses, two years of performing arts education, and have a graduate degree of

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the Gemological Institute of America ("GIA") in diamonds and am working to complete GIA's graduate gemology program.

7. When I began at Jared, my starting pay rate was \$12.00 per hour. I have received regular raises and bonuses since that date and my current rate of pay is \$13.45 per hour.

8. I have received performance reviews since beginning my employ Jared. I believe that the reviews that I have received fairly and accurately assess my performance.

9. When I was hired by Jared, I received an employee handbook and completed the Associate Training System ("ATS"). ATS included training on Jared's payroll practices.

10. Sales employees are also compensated through Jared's incentive program. This program is administered the same, and provides the same percentage of incentive payments to all sales employees.

11. When I was hired, Jared also provided me with training on its payroll system and the proper method for reporting my working time.

12. While employed with Jared, I have understood that I, and all other hourly employees, are required to clock-in before beginning working for the day and to clock-out only after we have stopped working for the day. I have also understood that no employees, including myself, should work "off the clock" (i.e., work without reporting any time) and that it would be a violation of Company policy for anyone to instruct or encourage any other employee to work off the clock or to otherwise falsify payroll records.

13. While employed with Jared, I have understood that I am required to clock-out if I take a meal break, and clock back in after I complete my meal break.

14. While employed with Jared, it has been my practice to review my paychecks to make sure I have been properly paid, both for hours worked and incentive. I do so by keeping

track of my hours on a daily basis and comparing the hours I worked to the hours and sales completed with my pay stub. I have never had any questions or concerns about issues related to my pay and/or incentive checks at Jared.


15. Based upon my personal knowledge of the time I have worked, the sales that I have completed, the store's overall sales, and my review of my paychecks, I believe I have been correctly paid for all of the time I have worked and sales that I have made. No employee has ever complained to me, nor am I aware of any employee, complaining that he or she was not properly paid for all time worked and sales completed.

16. I understand that I am not required to provide the testimony in this declaration. I further understand that it would be a violation of Jared's policy for anyone to retaliate against me for providing or refusing to provide the testimony in this declaration. I have agreed to notify the Company immediately if I ever believe I am being subject to any retaliation in violation of its policies.

17. I have provided this declaration voluntarily without any promise of benefit or threat of any kind. Prior to signing this declaration, I was provided with a full opportunity to carefully review this declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

PURSUANT TO 28 U.S.C. § 1746, I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING IS TRUE AND CORRECT.

Executed on October 10, 2005


Susan Crump

A70

DECLARATION OF DONNA CUNNINGHAM

1. My name is Donna Cunningham. I am a female, over the age of 21, who resides in Odessa, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October or November 2000, at the Jared store in Citrus Park, Florida. I worked in the office, and provided sales help as needed. I continued in that position until some time in 2002, when I became the Repair Liason at that store. I continued in that position for approximately six months, when I went back to working in the office and providing sales help as needed. I continued in that position until early 2003, when I became the Office Manager at that store. I continued in that position for about three months, when I went back to working in the office and providing sales help as needed. I continued in that position until the summer of 2007, when I left the company.
3. When I first started working for Sterling, my Assistant Manager, Dave Dion, discouraged me from discussing my pay with other employees. Nevertheless, I am aware of a male employee being paid more than females doing the same job because I learned their pay in conversation.
4. There was a male Sales Associate, whose name I cannot recall, who was hired by General Manager Avind Mohip in 2006 or 2007. He had no experience in the jewelry business, and had been recruited from his bartending job by Mohip. I learned in conversation with other employees at that time that he was paid \$14 an hour, but the female Sales Associates at the store who had worked for the company for several years, were paid around \$11 an hour.

5. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were told about specific management openings.
6. Around 2003, I became interested in promotions into management. I told my General Manager, Lucia Scott (who went by her maiden name at that time), that I was interested in becoming a General Manager. Scott told me that I was well-qualified. I asked if there were any new stores opening up, and Scott told me about a new store in New Orleans. When I told her that sounded interesting to me, she discouraged me by saying the store was not located in a good area, and that it would be difficult for that store to meet sales goals. She did not tell me about any other openings, or the next steps I should take if I was interested in management.
7. Judy Reed was the Assistant Manager under General Manager Lucia Scott. When Scott left in 2005 or 2006, Reed told me that she expressed interest in being promoted to General Manager. I observed that Reed was an effective and knowledgeable manager. Instead, Male Employee became the General Manager at the store. I observed that [REDACTED] did not know all the policies and procedures he needed to know as General Manager. For example, he did not know how to process all the transactions that occur at the point of

Male Employee
sale. Since [REDACTED] was unable to answer these questions from employees, it fell to Reed
answer such questions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 5th day
of MARCH, 2009.


Donna Cunningham

A71

DECLARATION OF MARSHA DAVIS

1. My name is Marsha Davis. I am a female, over the age of 21, who resides in Mesquite, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1994 as an Office/Sales Associate at the Kay store in the Collin Creek Mall in Plano, Texas. I stayed in that position for approximately one and a half years, until I was promoted to Assistant Manager of the Kay store in the Richardson Square Mall, in Richardson, Texas, in approximately 1996. I worked as Assistant Manager there until July 1999, when I was promoted to Store Manager of the Kay store in the Mall St. Vincent, in Shreveport, Louisiana. I worked as Store Manager there until February 2000, when I was demoted to Assistant Manager. I worked as Assistant Manager at that Kay store until July 2000, when I was transferred to Sales Associate at the Kay store in the Town East Mall in Mesquite, Texas. I worked as a Sales Associate at that store for approximately one month. I was next promoted to Assistant Manager of the Kay store in the Valley View Mall in Dallas, Texas, in August 2000, and worked in that position until I left the company in early 2002.
3. I returned to employment at Sterling in approximately October 2003, as a Third Key in the Jared store outside the Valley View Mall in Dallas, Texas. I remained in that position until I was promoted to Timepiece Department Manager in

October 2004. I remained in that position until I left the company in January 2006.

4. In 1996, while I was an Assistant Manager of the Kay store in Richardson, Texas, I won an award and bonus trip for my sales performance.
5. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with one another. Throughout the course of my employment with Sterling, I was told by my Store Managers that employees should not discuss how much they were paid with other employees.
6. Because of Sterling's policy prohibiting its employees from discussing their pay, it was difficult for women to identify instances where they were paid less than males doing the same job. Nevertheless, I was aware of men being paid more than women doing the same job because I learned of their pay during conversation and through other means. For instance, when I was Store Manager I became aware of the pay of the employees in the store I managed. Also, when I was the Timepiece Department Manager at the Jared store in Dallas, I sometimes sat in on interviews in which the Store Manager discussed pay with prospective employees and new hires.
7. Around July 1999, I was the Store Manager of the new Kay store opening in Shreveport, Louisiana, and I was involved in the hiring process of the employees for the store. My male District Manager, Chris Segull, told me I needed to hire a male Sales Associate. Segull told me, "You need to have a man in your store. I don't care how much you have to pay him." As District Manager, Segull (or his supervisor, a Regional Vice President) set the pay rates for the employees in the

store. The hourly rates for the female Sales Associates I had hired ranged around \$9.50 to \$10.50 an hour, with the highest pay rate of \$12.00 an hour for a female employee who had prior retail management experience. Segull set the pay rate for the male Sales Associate I hired, **Male Employee** at \$13.00 an hour.

8. While I was the Timepiece Department Manager at the Jared store in Dallas, Texas, I made \$12.50 an hour. During this time, around the end of 2004, **Male Employee** was hired as a Sales Associate, a lower position than Timepiece Department Manager. **Male Employee** told me that he was hired at \$13.50 an hour. I had much more retail and jewelry experience than **Male Employee**. In addition, I had management experience which he did not have. I was aware of his experience because I sat in on his interview and knew him at his previous employment.
9. In approximately 2005, another male Sales Associate, **Male Employee** was hired. At this time I was still the Timepiece Department Manager and being paid \$12.50 an hour. I sat in on **Male Employee** interview with the Store Manager, and learned that he was hired at \$13.00 an hour. He had no prior jewelry experience.
10. In approximately 2004, when I was earning \$11.50 an hour as the Third Key at the Jared store in Dallas, a male Sales Associate, **Male Employee** was hired. He had no previous jewelry experience and had worked at a clothing store. **Male Employee** stated in conversation that he was hired at \$17.00 an hour. When I asked my Store Manager, Jack Amy, about the pay discrepancy, he told me that I should have held out for more money when I was hired.
11. Women also experienced discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were

not posted via a formal job posting system. Employees typically learned of promotional opportunities through word of mouth or only after they had occurred. Promotion decisions were made by Sterling's District Managers and Regional Vice Presidents via a "tap on the shoulder" system in which Sterling contacted an employee it was already interested in for a particular position, rather than posting a position and letting all interested employees apply.

12. For example, this is how I learned that there was an Assistant Manager spot open at the Kay store in Richardson, Texas, in approximately 1996. District Manager Chris Segull asked me if I was interested in this position. Had Segull not approached me, I would not have known of that opening.
13. I was interested in being promoted into management at Sterling and expressed this interest to Segull in approximately 1996. I told Segull that I wanted to become a Store Manager.
14. In 1998, my Store Manager, Glenda Lacombe, was leaving, and that is how I knew there was going to be an opening for Store Manager. I told Segull that I was interested in this position. Segull responded that he did not think I was ready to be Store Manager. I asked him what further experience I needed; at that point I had been with the company for four years and had worked as Assistant Manager for two to three years. Segull gave me no further information on what skills or abilities I needed to develop in order to be promoted, nor what the company looked for in a Store Manager. I was not even interviewed for the position. Instead, Sterling promoted a male, **Male Employee** to Store Manager. He had

been an Assistant Manager at the Kay store in the Collin Creek Mall in Plano, Texas.

15. Segull had no further conversations with me regarding my interest in becoming a Store Manager until July 1999, when there was a new Kay store opening up in Shreveport, Louisiana. Segull told me that he was having a hard time finding someone to take the store because no one wanted to move there, and because it was more than 250 miles from its nearest sister store. I took the promotion to Store Manager at this Kay store and was paid \$29,000 to manage it.

16. During my employment at Sterling, I learned about [REDACTED] reputation as a womanizer. [REDACTED] was a high ranking executive at Sterling when I first began working there in 1994. I believe he became Executive of Sterling in approximately 2002. I recall meeting [REDACTED] in person when he visited the Shreveport, Louisiana Kay store, where I was Store Manager, in 1999.

17. While employed at Sterling, I also learned about the reputation of Sterling's annual Managers' Meeting that was held in [REDACTED] Annual Managers' Meeting Florida. I learned this from comments that were made to me by several of my Store Managers. This included [REDACTED] and [REDACTED]. [REDACTED] was my Store Manager at the Jared's in the [REDACTED] in [REDACTED] Texas, in approximately [REDACTED]. All of these Store Managers had attended at least one of the Managers' Meetings. The reputation of the Meeting was one of sexual permissiveness between the male and female managers and executives who attended it. I can specifically recall one or more of my Store Managers listed above referring to the Meeting as a "fuck fest." I can also recall

being told by one of these Store Managers, who I believe was [REDACTED] telling me that nude pictures that were taken of several female Sterling Managers at the Meeting had been circulated after the Meeting. I believe that occurred in approximately [REDACTED] 2000.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

26 day of April, 2012.


Marsha Davis

A72

DECLARATION OF DONALD DAVISON

1. My name is Donald Davison. I am a male, over the age of 21, who resides in Parma, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1994, when I was hired as a Sales Associate at the Leroy's store in the Parmatown Mall in Parma, Ohio. I became Assistant Manager at that Leroy's store approximately 9 months later, in 1995, and worked as Assistant Manager until the store closed sometime in 1995 or 1996. At that time I was promoted to Store Manager at the JB Robinson Jewelers store in the Parmatown Mall. I worked as Store Manager there for approximately 4 months, until I left the company in 1996.
3. I was employed again by Sterling as an Assistant Manager at the JB Robinson store at the Parmatown Mall in Parma, Ohio, from approximately September 1996, until March or April 1997. I then worked as a Third Key at the Jared store in Akron, Ohio (this store is known as the Montrose Jared) in approximately March of 1998. I worked in that position for two to three years, until I was promoted to Assistant Manager at another Jared store in Akron, Ohio (known as the Chapel Hill Jared) in approximately 2001. I worked as an Assistant Manager there until I was promoted to Store Manager at the JB Robinson store in the Randall Park Mall in North Randall, Ohio, in approximately 2003. I worked as Store Manager there for approximately one and a half years, until approximately 2005. At that time I became a Third Key at the Rogers store in the Parmatown Mall in Parma, Ohio. I worked as the Third Key at that Rogers store until I was

promoted to Store Manager of the Osterman store in Mentor, Ohio, in February 2007. I worked as Store Manager of that store until December 7, 2007, when I left the company.

4. During my employment with Sterling, I observed that Sterling discriminated against its female employees regarding their pay. I also observed that Sterling had a policy prohibiting its employees from discussing their pay. Throughout my tenure with Sterling I have been told by Store Managers and District Managers that employees are not supposed to discuss how much they are paid with other employees. Because of this policy, it is difficult to identify instances where female employees were paid less male employees doing the same job. Despite this, I learned of male employees being paid more than female employees because sometimes pay was discussed during conversation.
5. For example, I worked with Amy Scott at the Rogers store in the Parmatown Mall in Parma, Ohio, from approximately 2005-2006. I was paid \$15.50 an hour as Third Key. [Female Employee] was the Assistant Manager, a position higher than Third Key. I learned during conversation with her in approximately 2006 that she made only \$12.50 an hour. At this time she had been with Sterling for approximately 13 years, and had previously been a Store Manager with Sterling at the JB Robinson store in the Elyria Mall in Elyria, Ohio.
6. [Female Employee] the female Store Manager at the Rogers store at the Parmatown Mall in, told me in approximately 2005 that she barely made what I made. At that time I was making \$15.50 an hour as a Third Key.

7. My belief that women suffered discrimination in pay at Sterling is also supported by statements made by then-District Manager Barry Fernhold. In approximately March of 1998, I had been speaking with Fernhold regarding my interest in being promoted to Store Manager. During his visit to the JB Robinson store at the Parmatown Mall at which I worked, I asked Fernhold again about being assigned a store to manage. Fernhold replied, "Well, I'll tell you, Don. I can get some dumb girl, or single mom, who will work her ass off, and I can get her cheaper than you."
8. Female employees also experienced discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Instead, Sterling's District Managers and Vice Presidents made promotion decisions via a subjective "tap on the shoulder" system in which only the employees that Sterling wished to promote were notified of such openings.
9. One woman I worked with, ^{Female Employee} [REDACTED] was passed over for promotion to Store Manager in favor of a less-qualified male employee. ^{Female Employee} [REDACTED] had been with Sterling for approximately 13 years and I saw that she was an excellent employee. She worked as the Assistant Manager of the Rogers store in the Parmatown Mall in Parma, Ohio, at the same time I was a Third Key. When there was an opening for the Store Manager position at this store, in approximately October or November 2006, I spoke with District Manager Erin LaBranch. I told LaBranch that ^{Female Employee} [REDACTED] would make an excellent Store Manager, urged her to give her the position, and I offered to work as Assistant Manager under ^{Female Employee} [REDACTED]. LaBranch said, "That's a great

idea." Approximately a week later, Sterling promoted a male from outside the company, [Male Employee]. He had no experience with Sterling to my knowledge.

10. In approximately 2001 or 2002, another female employee, Ginger (LNU), was passed over for promotion to Assistant Manager at a Jared store that was to open in Canton, Ohio. Sterling promoted a less-qualified male employee, [Male Employee]. [Redacted] was a Sales Associate, and had not been with Sterling as long as Ginger.

11. I witnessed a culture at Sterling that condoned sexual harassment by male superiors, including threats and retaliation against employees who made complaints of sexual harassment. For example, in approximately 2001 or 2002, my daughter, [Redacted] worked at the Kay store in the [Redacted], in [Redacted], Ohio. [Redacted]'s Store Manager, [Redacted], instructed her to obtain some credit applications. [Redacted] told her that she had a "nice ass" and that she should "shake it" in order to obtain the credit applications. When [Redacted] protested, [Redacted] told her that, "If you don't put out you'll be out." When my daughter told me about this I complained to District Manager Richard Sumen. He cautioned me to "be professional" about this incident.

12. Sterling fired my daughter within approximately a week after I complained of her sexual harassment. She then filed a complaint through Sterling's internal grievance process called RESOLVE, which failed to remedy my daughter's firing and sexual harassment.

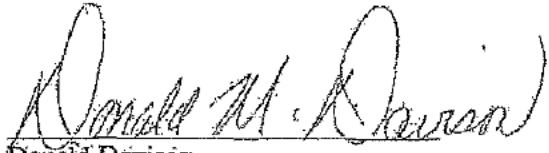
13. I am also aware of another Store Manager who retaliated against an employee for making a sexual harassment claim. A male employee of Store Manager [Redacted]

██████ made a sexual harassment complaint against her some time in approximately 1995 to 1997. ██████ told me that she heard about the complaint very quickly because she had received a call "from someone on the inside" that had told her of the complaint and the pending investigation. I later learned from ██████ that she had responded to the employee's complaint by making his work life difficult when she told me, "I made it hard for him and he quit."

14. I am aware that Sterling management sometimes used performance standards as an excuse for firing employees for other reasons. For example, I was the Store Manager of the JB Robinson store in the Randall Park Mall in North Randall, Ohio, when District Manager ██████ called me in approximately 2004. ██████ told me to fire female Sales Associate ██████. At this point ██████ was six months pregnant.
15. ██████ asked me how ██████'s sales were for the month. I replied that hers were the best in the store. ██████ then asked how ██████'s sales were for the year to date. I told her that ██████ was not meeting the standard set for her year-to-date sales. ██████ then said, "Fine. Fire her for that." I asked "Really?" because ██████ was a good employee and I did not want to fire her. ██████ said, "She's gonna have a baby and not be around anyhow. She's a pain in the ass and we'll just get rid of her now."
16. I did not want to fire ██████ because she was a good employee and it seemed as if ██████ was discriminating against her because she was pregnant. Also, it was clear from my conversation with ██████ that firing ██████ for not meeting year-to-date was an excuse to get rid of her for other reasons. When ██████ came into the

store on her day off with her mother, I gave [REDACTED] a look and suggested that she take some time off work for bed rest. [REDACTED] did not get the hint I was trying to give, but it seemed as if her mother did. Soon after, [REDACTED] took time off from work using her sick leave and vacation time.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 1st day of NOVEMBER, 2008.


Donald Davison

A73

DECLARATION OF JESSICA DELOREY

1. My name is Jessica Delorey. I am a female, over the age of 21, who resides in Stantonville, Tennessee. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately June 2010, I started working at Sterling Jewelers Inc ("Sterling") as a Sales Associate at Kay Jewelers ("Kay"), store number [REDACTED], located in [REDACTED] in [REDACTED], Alabama. In approximately July 2010, I was given the responsibilities of Third Key and began training as an Assistant Manager. I was Acting Assistant Manager until approximately January 2011 when I transferred to Kay, store number 578, located in Edgewater Mall in Biloxi, Mississippi as a Third Key. I left Sterling in approximately June 2011.
3. Shortly after starting at Kay, Lisa Jackson, the Store Manager, informed me that employees do not discuss pay. As a result, it was difficult for female employees to identify instances where they were paid less than male employees performing the same job.
4. I believe male employees at Sterling were paid more than female employees to perform the same job. For example, [REDACTED], a male Sales Associate who was hired a few months after me boasted to me that his pay rate was about \$9.25 per hour. During my entire employment with Sterling, my pay rate remained at \$8.60 per hour. At the time [REDACTED] was hired, I had already been given the responsibilities of Third Key and was being trained as an Assistant Manager. Despite taking on these additional duties, my pay rate was not increased. In addition, after talking to [REDACTED], I learned that I had more work experience and that [REDACTED] had overstated his work experience on his

application. I complained to my Store Manager, Lisa Jackson, who told me that she could not increase my pay rate but would make a request to [REDACTED], the District Manager. She also was very direct with me and informed me that it would be pointless to complain to [REDACTED] about [REDACTED] because there was little likelihood that he would change [REDACTED] pay rate. Ms. Jackson had been working for Sterling for at least 10 years and she knew their policies and practices, so I took her advice and did not complain to the District Manager.

5. Approximately January 2011, I transferred to the [REDACTED] store as a Sales Associate, and learned from [REDACTED] a part-time male Sales Associate, that he was paid approximately the same hourly rate as I was paid, even though I was working full time. We were both similarly experienced. I then requested a raise from [REDACTED]. Because we were not allowed to discuss pay, I told [REDACTED] that my request for a raise was due to an increase cost of living in [REDACTED]. [REDACTED] told me that I would get a raise when my yearly review came up. However, when my yearly review approached, [REDACTED] told me that I would not be reviewed for a raise and gave me no explanation as to why. I left Sterling shortly thereafter and learned from [REDACTED] [REDACTED] after I left that he was promoted to full time and given a dollar per hour raise.
6. When I started at Sterling, Ms. Jackson, who was informed by her District Manager, told me that an employee's pay rate was determined by a computer system. However, based on what I learned about the pay rate of [REDACTED] and [REDACTED] I believe this system was either not followed or was inherently flawed as it allowed for these less qualified male employees to be paid more than I was paid.

7. During my employment at Sterling, I realized there was no formal promotional process. Promotional opportunities were not posted in the store. Instead, the District Manager would inform specific employees if there was a position open and tell that employee to "put their name in the hat" if he or she was interested. Furthermore, if an employee was interested in being promoted, he or she would have to communicate that to the Store Manager or District Manager who would pass the information to upper management. Due to the subjective nature of this process, I believe women were discriminated against with respect to promotions at Sterling. I was never informed of any way to express interest in promotional opportunities except by this word of mouth process.
8. For example, I began acting as Assistant Manager approximately a month or two after starting at Sterling and asked Ms. Jackson and [REDACTED] for a formal promotion at least once a month. While Ms. Jackson recommended me for a promotion to Assistant Manager in the store, District Manager [REDACTED] refused to seek authorization to promote me. Although he would repeatedly commend my hard work, note that I was one of the top selling Sales Associates and making progress in a store that was barely surviving due to low numbers, whenever I brought up the issue of a raise or promotion with him, he would tell me that my standards were not high enough for him to request a promotion for me from upper management. My standards were about 4 out of 5 because I needed to sell more repair plans. By contrast, [REDACTED], within a year of starting at Sterling, was promoted to another store as Assistant Manager. He was less qualified than I was, had lower standards than I did, and was constantly rude and condescending to the female employees in the store. Despite being written up repeatedly by Ms. Jackson for making

sexist comments and for violating company policy by forcing counts, [REDACTED] was promoted and I believe he is currently a Store Manager at Sterling.

9. I also witnessed many examples of male employees being treated differently than female employees at Sterling. For example, after I transferred to the [REDACTED] store, I learned that Ms. Jackson had been replaced by a male Store Manager. After hiring this male Store Manager in the Florence store, Sterling finally hired an Assistant Manager for the store. It seemed as if Sterling intentionally left the position unfilled to deny Ms. Jackson the support she requested as Store Manager. Sterling clearly did not have an issue filling the Assistant Manager position after replacing Ms. Jackson with a male Store Manager.
10. In addition, when [REDACTED] was caught forcing counts in late 2010 and was written up by Ms. Jackson, he was not reprimanded or disciplined at all by [REDACTED], when according to Sterling policy, one could be terminated for this violation. Instead, he was promoted to Assistant Manager in 2011. By comparison, I learned later from Pamela Jones, my Store Manager at the [REDACTED] store, that Lisa Jackson, my former Store Manager, was demoted by [REDACTED] for supposedly forcing counts.
11. Sexual harassment was prevalent at Sterling. For example, [REDACTED] was constantly making comments such as "dumb blonde" and "women should not be in management" to the female employees in the store. Despite my complaints to Ms. Jackson and [REDACTED], [REDACTED] was never disciplined or reprimanded. [REDACTED] also tore up a write up by Ms. Jackson about [REDACTED] forcing counts in front of me. [REDACTED] then instructed me to not go over his head and use the TIPS Hotline about [REDACTED] because as District Manager he would find out. It was later confirmed for me that [REDACTED] did learn of incidents reported through TIPS. For example, I

called the TIPS line after I learned that another Sales Associate in the [REDACTED] store, Brenda [LNU], had violated Sterling policy by signing off jewelry on a customer's account without the customer being present. [REDACTED] contacted me shortly after I called TIPS to reprimand me. Brenda brought in high numbers which made [REDACTED], as District Manager, look good. He was not happy that I reported her to TIPS and made it clear once again that he would always know if I tried to use TIPS.

12. [REDACTED]' failure to take any steps to address [REDACTED] sexually harassing comments did not surprise me because [REDACTED] [REDACTED] also made it clear that he felt superior to women and used his authority to also harass women at Sterling. For example, I met [REDACTED] shortly after I began working in the [REDACTED] Store. The first time he met me he told me how beautiful I was. I did not find the comment flattering and thought it was unprofessional. Two months later, we were both at our desks and were visible to employees and customers. [REDACTED] got up from his desk to show me something on the computer. As I was getting up so that he could sit down, he abruptly sat on my lap and told me not to worry about moving. I was shocked. His actions made me extremely uncomfortable and I felt trapped. [REDACTED] was my District Manager and I had no idea what to say to get him off of me. On another occasion when I was alone with [REDACTED], he went on at length describing his hotel room and the huge Jacuzzi in it. He stated how lonely he was and insinuated that he would be less lonely if I joined him for the evening. I ignored his advances. On a separate occasion, [REDACTED] took me into the back meeting room for a conference about another employee. He pulled his chair directly up to mine and placed his legs around me. His knees were on the outside of mine and he leaned in very close to talk to me. I felt so helpless. Right then, Lisa Jackson

walked in and [REDACTED] immediately backed off and said something like "Oh sorry, was I making you uncomfortable, I don't want to make you uncomfortable."

13. [REDACTED] did not try to conceal his interest in me and the other employees noticed his blatant advances. He would always stand close to me when we were in the same room and would keep me near him when I was working. On or about November [REDACTED] [REDACTED] lied and told [REDACTED] that I was going to call the TIPS line about his sexual harassment. [REDACTED] then called the store and asked for me and demanded that I step outside and call him back on my cell phone and not on the store's phone. When I called him back, he was furious and threatened to fire me if I called TIPS. He stated, "If you complain, I will take you out." He also made clear to me that he would be informed if I called TIPS and that [REDACTED] was the employee that informed him that I was going to call TIPS. From that point on, [REDACTED] would constantly remind me of this episode and threaten my job, saying it would be my word against his.
14. At the time, I was a single mom and could not afford to lose my job. [REDACTED] knew this and preyed upon my vulnerability. However, I refused to succumb to his advances and requests for sexual favors and as a result, [REDACTED] refused to aid in my obtaining a raise or promotion to assistant management. I am not aware of females being promoted on merit by [REDACTED]. Based on my experience, the only way to be promoted as a female at Sterling under [REDACTED] was to perform sexual favors.
15. [REDACTED]' reputation of having affairs with female subordinate employees was apparent, especially in our district for many years. In 2010, I learned from Lisa Jackson, my Store Manager in the Florence store, and other Florence store employees, such as Brenda [LNU], and later my Store Manager, Pamela Jones, from the Biloxi store, that

██████████ had an affair with a Sales Associate, who was promoted around June 2010 to Store Manager for Kay store ██████████, located in ██████████ in ██████████, Alabama. ██████████ also confirmed that he had relations with this Store Manager when he crudely commented about the large size of the Store Manager's breasts in front of me. In addition, while attending the Assistant Manager's Meeting in ██████████ Alabama in approximately September ██████████ also noticed that ██████████ and an Assistant Manager from ██████████, Mississippi, was very touch feely with each other. They constantly had their arms around each other. In February ██████████ a few months after the Assistant Manager's Meeting, this Assistant Manager became a Store Manager for Kay store ██████████, located in ██████████ in ██████████, Mississippi.

16. In ██████████], my Assistant Manager in ██████████, Mississippi, after a few drinks told me that she was having sexual relations with ██████████. ██████████ made it clear that she now had job security since she slept with ██████████ and knew about ██████████ other affairs with Sterling employees. The next day, I learned that ██████████ had lost her store key the night before, however she was never reprimanded or demoted for her irresponsible behavior, even though this was a serious security violation. By comparison, a few months prior to this incident, I had left my store key at home and asked my fiancé to bring it to the store for me. I was immediately written up by ██████████ ██████████, placed on probation, and my key was taken away.

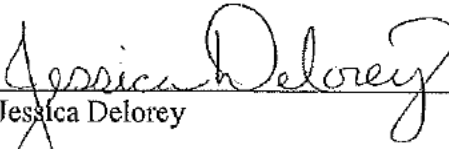
17. While I was too terrified of losing my job to report ██████████, I knew that my Store Managers Lisa Jackson and Pamela Jones were aware of his predatory behavior. They both discussed his affairs with me. I also became aware that other District Managers knew of ██████████ promiscuous behavior when in October 2 ██████████ female employee

from another district told me that her District Manager had warned her of [REDACTED] and his affairs.

18. There was no one I could complain to at Sterling who had the power to stop the sexual harassment I was facing. I knew the TIPS line would not be confidential because [REDACTED] [REDACTED] clearly stated it was not and I learned through personal experience that it was not. I believe the fact that Sterling has no policy or procedure in place to allow employees to confidentially report sexual harassment without the fear of losing their jobs only allows for more sexual harassment to take place.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 27 day of September, 2012.


Jessica Delorey

A74

DECLARATION OF VERONICA DEMARCO

1. My name is Veronica DeMarco. I am a female, over the age of 21, who resides in Concord Township, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in August 1993, at the JB Robinson store in the Great Lakes Mall in Mentor, Ohio, as an office worker. In that position I provided sales support as needed. I worked in that position for approximately two and a half years, and then left the company in 1995 to attend school. I rejoined Sterling in June 1996, as a Sales Associate at the Rogers store in the Great Lakes Mall in Mentor, Ohio. I worked in that position until February 1997, when I was promoted to Assistant Manager of the JB Robinson store in the Randall Park Mall in North Randall, Ohio. I was Assistant Manager at that store until September 1997, when I was promoted to Assistant Manager of the Kay store at the Great Lakes Mall. I stayed in that position until February 1998, when I was promoted to Store Manager of the JB Robinson store in the Eastwood Mall in Niles, Ohio. I was Store Manager of that JB Robinson store until June 1999, when I was promoted to Store Manager of the Kay store in the Richmond Mall in Richmond Heights, Ohio. I managed that store until approximately October or November 1999, when I was promoted to Store Manager of the Kay store in the Great Lakes Mall. I managed that Kay store for approximately 6 months, until some time in 2000, when I was promoted to Store Manager of the Rogers store in at the Parmatown Mall in Parma, Ohio. I managed that Rogers store for approximately 1 year, when I was demoted to Store Manager of the Rogers store

in the Great Lakes Mall. I managed that Rogers store until February 2002, when I became the Store Manager of the JB Robinson store in the Great Lakes Mall. I remained Store Manager of this JB Robinson store until May 2007, when I left the company.

3. While I was employed by Sterling, I won several awards for my performance.
 - ① For example, I won five manager's trips, to such places Hawaii and Puerto Rico, based on my store's sales figures. In 1998, I won a Consistent Sales Award, also based on store sales. In 2000, I became a member of the \$2 Million Club, because the Kay store that I managed, at the Great Lakes Mall in Mentor, Ohio, sold that much merchandise.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. Throughout my career at Sterling I was told by Store Managers and District Managers that employees should not discuss how much they were paid with other employees. I also informed the employees I supervised as Store Manager to not discuss their pay among each other. Because of Sterling's policy, it was difficult for women to identify instances where they were paid less than similarly qualified male employees.
5. As Store Manager, I knew the pay rates for the employees at my store. I needed to replace the Assistant Manager at the JB Robinson store in the Great Lakes Mall in Mentor, Ohio, some time between 2003 and 2005. District Manager Todd Kidman told me about a male employee, [Male Employee] and urged me to put him into this position. When [Male Employee] was made Assistant Manager, Kidman set his salary at approximately \$36,000-38,000 per year. When I had previously

promoted a female employee, Erin McKinley to Assistant Manager, Kidman only approved \$13.00 an hour for the position, which was significantly less than the \$36,000-38,000 that he set for **Male Employee**

6. Female employees at Sterling suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective system in which Sterling notified an employee of an opening only if the company was already interested in promoting that person.
7. I was interested in moving up in the company throughout my employment with Sterling. I became a Store Manager in February 1998, and was consistently promoted to higher volume, more desirable stores based on my performance. I was interested in becoming a District Manager, and first expressed this interest to District Manager Todd Kidman in 1998.
8. In 2003, I was put in the District Manager Training Program. This program consisted of me being given 2 stores to overlook, in addition to managing the store for which I was Store Manager, the JB Robinson store at the Great Lakes Mall in Mentor, Ohio. After I was put into the District Manager Training Program, District Manager Todd Kidman told me that when a district manager position became available that I would be considered for it. Kidman did not tell me when there were openings. He did not tell me how long the training program lasted.

9. In 2005, after I had been in the District Manager Training Program for two years, I found out that a District Manager position had opened up. I was not informed of this opening or was interviewed for this position. I was passed over for this promotion in favor of a less qualified male ^{Male Employee} [redacted]. I spoke to my Vice President, Jim Mix, when I heard of this opening, and was told that they already had ^{Male Employee} [redacted] in mind for the position. ^{Male Employee} [redacted] had been a District Manager in Texas, but had only been with the company for less than 5 years.

^{Male Employee} [redacted] did not perform well in this position and the District suffered as a result. ^{Male Employee} [redacted] was replaced in less than a year.

10. I was also passed over for other District Manager positions during the period I was qualified for and interested in being promoted to District Manager. For example, in 2005 a District Manager position in the Niles, Ohio area became open. I was not told of this opening. I found out about the opening after a less qualified male employee ^{Male Employee} [redacted] was put into that position. There was also an opening for a District Manager position in the West Cleveland area in 2004 that I was not informed about or interviewed for.

11. I attended the annual Manager's Meeting held in ^{Annual Managers Me} [redacted] Florida from 1997 to 2006. There was always a lot of free alcohol provided to Sterling employees at these meetings and I regularly witnessed excessive drinking there.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 10

day of June, 2008.



Veronica DeMarco

A75

SUPPLEMENTAL DECLARATION OF VERONICA DeMARCO

1. My name is Veronica DeMarco. I am a female, over the age of 21, who resides in Concord Township, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein. This declaration supplements the previous declaration I executed on June 10, 2008.

2. I began working for Sterling Jewelers, Inc. ("Sterling" or "Company") in August, 1993 as a Sales Associate, left the Company in 1995 and returned in June 1996, as a Sales Associate. Shortly thereafter, I was promoted to Assistant Manager and then to Store Manager, a position which I held until I left Sterling in May of 2007. Throughout my tenure with Sterling, I worked at Rogers Jewelers, JB Robinson, and Kay Jewelers stores in Ohio. In addition, during my employment with Sterling, I was repeatedly recognized for my excellent performance, winning several awards and manager's trips, and was a member of the \$2 Million Club.

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. Because of that policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job. However, based on information I obtained while working at Sterling and after, I have observed that female employees were paid less than their male counterparts performing the same or similar jobs at Sterling. For example, as a Store Manager, I was aware of the pay rates of the employees that I managed, and observed an instance, as described in my previous declaration (paragraph 5) in which a female

Assistant Manager was paid significantly less than a male Assistant Manager in the same store.

4. In addition, approximately six months after I left Sterling, **Male Employee** a male Store Manager at Kay Jewelers (Store # 1565) in the Great Lakes Mall in Mentor, Ohio, disclosed to me that Sterling had been paying him a base salary of \$75,000. Prior to leaving Sterling just six months before, I was working as the Store Manager of the JB Robinson Store (Store # 1723) in the same mall, right across from the Kay Jewelers store **Male Employee** managed and was paid a base salary of \$50,000. The store I managed was a triple volume store (i.e. we made at least \$3 million in annual sales), whereas the store **Male Employee** managed only made \$2 million in annual sales. In addition, I consistently outperformed my standards and quotas, whereas **Male Employee** was only an average performer. Despite the fact that I managed a significantly higher volume store than **Male Employee** making in excess of 30% the sales **Male Employee**'s store made), and consistently outperformed Mr. **Male Employee** as a female Store Manager, I was paid \$25,000 less in base salary than **Male Employee**

5. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. In paragraphs 6 through 10 of my previous declaration, I described how Sterling passed me over for several promotions to District Manager, and instead filled those positions with less qualified males. In addition, as Store Manager, I observed that Sterling upper management would often promote individuals into Assistant Manager positions without any input from the Store Manager. As a

store manager, we were not supposed to question these decisions. On one occasion, as the Store Manager, I believed the employee best qualified to be promoted to the Assistant Manager position just opening in my store was a female sales associate that I managed, Erin McKinley, who was performing well and would have been a great fit for the position. Sterling, however, wanted to promote a less qualified male employee, **Male Employee** to the Assistant Manager position, and my District Manager immediately shot down my recommendation that the female associate who was more qualified for the position be promoted to Assistant Manager instead.

6. As Store Manager, I attended and observed Sterling Managers' Meetings, which occurred annually in **Annual Managers' Meeting** Florida, from approximately 1997 to 2006. At these **Annual Managers' Meeting** Managers' Meetings, I would estimate there were approximately 1500 Store Managers in attendance and approximately 100 District Managers, as well as approximately five to six Regional Vice Presidents. Of the 100 or so District Managers, approximately 70-80% were male. Of the five or six Regional Vice Presidents, all but one or two were male. In the approximately 13 years that I worked for Sterling, my observation was that the vast majority of the retail sales associates were women while the management and upper management positions were disproportionately male, and generally more so the higher up the position.
7. At these annual Sterling **Annual Managers' Meeting** Managers' Meetings, I observed and was made aware of inappropriate behavior. These meetings entailed excessive drinking, partying, and sleeping around between male and female members of Sterling management. I observed hot tub parties attended by male and female

management where females were taking their bikini tops off, and males and females were making out. I observed males throwing females in the pool with their gowns on. I also heard stories of male and female members of Sterling management having sex in the hot tubs at the [redacted] Annual Managers' Meetings. I also know a female Store Manager who was raped by a male Sterling manager at one of these annual [redacted] Annual Managers' Meetings.

8. At these [redacted] Annual Managers' Meetings, I observed that [redacted], who became **Executive** [redacted] during my tenure with Sterling, would get very close to attractive female managers and hit on them. I also observed District Manager, [redacted], being very friendly and close with female Store Managers [redacted] and [redacted] who reported to him. I observed [redacted] with his arms around them and situated in very close proximity to them. Based on what I observed, it appeared [redacted] had close personal relationships with these two female Store Managers who reported to him.

9. In approximately [redacted] it was rumored that my District Manager, [redacted], was having an affair with a female Store Manager who reported to him, [redacted], and that they had had intimate relations at the [redacted] Annual Managers' Meeting. That year, [redacted] and I shared a hotel room (she was my roommate for the [redacted] Annual Managers' Meeting) and she never returned to our room one night (I was pregnant that year, retired to the room around 10:00 pm or so, and was in our hotel room all night).

10. At Sterling, the disproportionately male upper management (District Manager and above) was known as the "Good Old Boys" or the "Boys' Club." It consisted of

70-80% males and a handful of females. Upper management, such as [REDACTED] Executive [REDACTED], [REDACTED] Executive [REDACTED] and then District Manager), [REDACTED] (District Manager), [REDACTED] Executive [REDACTED], [REDACTED] Executive [REDACTED], [REDACTED] Executive [REDACTED] (District Manager), [REDACTED] (District Manager and then Executive [REDACTED]), [REDACTED] (District Manager and then Executive [REDACTED]), [REDACTED] Executive [REDACTED], [REDACTED] Executive [REDACTED], [REDACTED] (District Manager and then Executive [REDACTED]), [REDACTED] Executive [REDACTED], [REDACTED] Executive [REDACTED], [REDACTED] Executive [REDACTED] (District Manager), and [REDACTED] Executive [REDACTED]) were considered to be part of this "Boys' Club."

11. Personal relations between male upper management and the female managers or sales associates below them seemed accepted amongst the Good Old Boys. For example, as previously described, [REDACTED] would publicly hit on attractive female managers below him, [REDACTED] was publicly "friendly" with his female Store Managers [REDACTED] and [REDACTED], and [REDACTED] was rumored to have been having affairs with not only female Store Manager [REDACTED], but also with a female Sales Associate and a female Store Manager, in addition to [REDACTED]. Further, it was rumored in [REDACTED] that [REDACTED] was having an affair with a female Store Manager. It was also rumored in the late 1990's/early 2000's that [REDACTED] (who was very good friends with [REDACTED]) was having an affair with a female Sterling employee. [REDACTED] also

had an affair with a female Store Manager, [REDACTED], who he eventually married after divorcing his then wife. Additionally, I observed [REDACTED] who was a District Manager and then a **Executive** [REDACTED], flirting, touching, and being very friendly with female employees at Sterling. This kind of behavior was common place among the members of the Boys' Club.

I declare under penalty of perjury that the foregoing Supplemental Declaration is true and correct. Signed this 12 day of September 2012.

Veronica DeMarco
Veronica DeMarco

A76

DECLARATION OF JEANETTE DIGENNARO

1. My name is Jeanette Digennaro. I am a female, over the age of 21, who resides in Baltimore, Maryland. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately November 2008, I began working at Sterling Jewelers, Inc. ("Sterling") as a Sales Associate at Shaw's, store number 2119, located in Towson Town Mall in Baltimore, Maryland. In approximately July 2009, I was promoted to Assistant Manager at Kay, store number 1167, located in Towson Town Mall in Baltimore, Maryland. In approximately December 2009, I was promoted to Store Manager at Kay, store number 1190, located in Eastpointe Mall in Baltimore, Maryland. I remained at this location until I was terminated in approximately January 2011.
3. When I was hired as a Sales Associate in November 2008, District Manager Kane Jowers (male) told me that Sterling had a policy which prohibited employees from discussing pay.
4. As Store Manager, I did not have the authority to set pay or make promotion decisions, and I was unaware of what Sales Associates and Assistant Managers in my store were paid.
5. At Sterling, promotion opportunities and openings for management positions were not posted in the store. Employees found out about promotion opportunities through word-of-mouth from Store Managers and Sales Associates. I was told about the Career Advancement Registry ("CAR") in approximately December 2009 by District Manager Kane Jowers. I am unaware of anyone who was

promoted after registering onto CAR. In fact, I was promoted to Assistant Manager and Store Manager without registering onto CAR. The first time I was ever told to register onto CAR was in approximately January 2010, a month after my promotion to Store Manager at store number 1190.

6. In approximately December 2009, District Manager Kane Jowers called me while I was working at Kay, store number 1167, and asked if I was interested in the Store Manager position at Kay, store number 1190. At the time, I was not registered on CAR. Mr. Jowers told me that the Store Manager position had been vacant for about six months, but I was not aware of any vacancy postings in stores or anywhere else for the position. I accepted the offer and was promoted to Store Manager at Kay, store number 1190.
7. When Mr. Jowers offered the Store Manager position to me in approximately December 2009, he told me that I would receive a bonus along with my promotion. In approximately January 2010, after I started working as Store Manager, my pay increased to reflect the promotion but I had not received the bonus that Mr. Jowers told me I was entitled to receive. When I questioned Mr. Jowers about the bonus, he told me that I did not receive it because I had not registered on the Career Advancement Registry ("CAR") for the Store Manager position. I was unfamiliar with CAR and had never been trained on how to use it. In fact, this was the first time I was told about CAR and that I had to register on it. I was upset that Mr. Jowers waited so long to tell me about CAR. Mr. Jowers agreed to register me onto CAR, even though I had already received the promotion and had started working as Store Manager. Mr. Jowers never

explained how registering on CAR affected my bonus, he just told me that I would not receive the bonus for the current year, but I could receive it for the following year.

8. Throughout my employment at Sterling, I noticed that District Manager Kane Jowers, Store Manager Oshaye Wilkins, and Store Manager Muharrem Sayan seemed to form a boys' club. I noticed at the monthly Managers' Meetings that Mr. Jowers typically focused his attention on the male Store Managers. He mainly talked and laughed with male Store Managers, two of whom were Oshaye Wilkins and Muharrem Sayan. I did not see Mr. Jowers engage in the same friendly conversations with female Store Managers at the meetings.
9. I believe male Store Managers were paid more than female Store Managers. In particular, Store Manager **Male Employee** may have been paid more than I was paid as Store Manager because he would often wear clothing and jewelry that looked very expensive. I could not afford to purchase the expensive clothing and jewelry **Male Employee** wore on my salary at that time.
10. While working at Sterling, I was often subjected to inappropriate sexual comments made by male employees. In approximately **██████████** at Shaw's, store number **██████**, almost every time I worked with Store Manager **██████████**, I observed him flirting and having inappropriate sexual conversations with female Sales Associates. I recall a very graphic conversation in which I heard Mr. **██████████** describe female genitals to a couple of female Sales Associates. I was so disgusted and offended by the conversation, I reported Mr. **██████████** inappropriate sexual comments to District Manager Kane Jowers. Mr.

Jowers instructed me to not report the complaint to Human Resources ("HR") or anyone else above him. I did not witness, nor did Mr. Jowers inform me of any disciplinary action taken against Mr. [REDACTED]. In fact, not long after I reported Mr. [REDACTED]' inappropriate sexual comments to Mr. Jowers, Mr. [REDACTED] received the [REDACTED] award, within the same year of my complaint.

11. In approximately [REDACTED] a Sales Associate was harassing me with inappropriate sexual comments and questions about my sexual preferences. The comments were offensive and caused me to feel uncomfortable. In approximately November/December [REDACTED] reported the inappropriate behavior to Mr. Jowers, but he did not respond when I told him about the harassment. When Mr. Jowers ignored my complaint, I called TIPS about a week later to report the inappropriate comments. I received a call from Human Resources ("HR") about a week after I reported the complaint to TIPS. During the call, I felt as if I was being reprimanded because the HR representative told me that I should not have called TIPS to report the employee who made the inappropriate comments. The HR representative told me that managers should not call TIPS to report employees, and issues that managers have with their employees should be resolved within management and not involve TIPS. I felt like a defendant in a crime being interrogated by HR because I reported an employee's inappropriate behavior to TIPS. After that conversation, I did not trust Sterling's HR Department because they failed to address the issue and only focused on reprimanding me for reporting the complaint. To my knowledge, there was no disciplinary action taken against the Sales Associate. There were signs visibly posted in the store

informing employees to utilize TIPS for reporting complaints, but the call from HR made me feel as if the TIPS postings at the store were only to provide legal protection for Sterling.

12. I was terminated in January 2011, a couple of weeks after I received the call from Human Resources. A couple of weeks after I was terminated, Arslan Yousaf was promoted into my former position as Store Manager. I was not surprised that Mr. Yousaf replaced me as Store Manager because I recalled hearing Mr. Jowers say they were friends. I called Regional Vice President Judy Martin to determine the reason for my termination, but she did not provide any clarity. The only explanation Ms. Martin provided was that "it's just not working out."

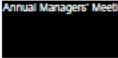
I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 16th day of May, 2013.

Jeanette Digennaro
Jeanette Digennaro

A77

DECLARATION OF DALE DIGRAZIA

1. My name is Dale Digrazia. I am a male, over the age of 21, who resides in Plainfield, Illinois. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling", "the Company") in Jared store 464 around October 2000 at Main Street Commons in St. Charles, Illinois. I started as a Sales Associate, and was promoted to Department Manager within about a month of starting. I remained there until approximately June 2001, when I was promoted to Assistant Store Manager (AM) at Jared store 462 at Fountain Square of Lombard in Lombard, Illinois. I stayed there for less than one year, and then transferred to Jared store 457 at Orland Park Place in Orland Park, Illinois as AM. After about six months, I was promoted to General Manager (GM) of that store. I remained there until approximately July 2007, when I voluntarily stepped down as GM and returned to store 464 as a Sales Associate. I remained here until I left Sterling in mid-2008 for another job opportunity.
3. Prior to working at Sterling, I had around 18 years of experience working at Zales in jewelry sales, including 15 years as a Store Manager in various divisions of that company. In 1999, I worked briefly as Store Manager at Whitehall Jewelers in the Chicago area.
4. In 2003, the store I that I managed was given an award for exceeding its sales goals by selling over \$5 million within a year. I accepted the award on behalf of my store at the  Annual Managers' Meeting the following September. Then around 2006, I won an incentive trip on a Royal Caribbean Cruise.

5. During my time at Sterling, I was aware that employees were strictly prohibited from talking about pay. I learned of this policy from my District Manager (DM) Alan Ruffner who told me that it came straight from Vice President (VP) Dave Everton. Then when I became General Manager, I instructed my subordinate employees to follow the policy upon hiring. As GM, I did not have a formal role in setting pay or awarding raises to the employees under my supervision. In fact, I was not even aware of what my employees were earning because Sterling delivered their paychecks to the store in sealed envelopes, or sent them straight to employees via a direct deposit system. I believe that the policy against discussing pay had a chilling effect on employees' communications with one another and prevented women from learning about pay disparities at Sterling. I believe that women were paid less than similarly qualified men performing the same jobs. For example, I recall one of my Sales Associates Mary Casillo told me that she suspected that **Male Employee** a man who worked in the same position as she did in 2003, earned more than her. I managed both Ms. Casillo and **Male Employee** at store 457 during this period and I recall that the employees had similar prior work experience, and that Ms. Casillo's job performance far exceeded that of **Male Employee**. I also recall that she was a very impressive seller, and that **Male Employee** was not performing at her level.

6. To my knowledge, promotional opportunities were not posted in stores. Starting around 2001 or 2002, however, e-mail announcements were sent with job openings via the intranet on a sporadic basis. Job openings were also announced informally by word of mouth. For example, when an employee quit, the GM of that store would inform the other GMs in the district about the opening and we would spread the word. To express interest in promotion, employees in my store would come to me as GM, and then I would

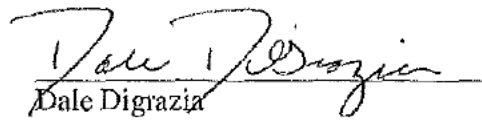
place a call to DM Alan Ruffner on their behalf. It is my understanding that Mr. Ruffner would take that request up the chain of command for a decision. In my case, when I sought promotion to GM at store 457, I informed Mr. Ruffner of my interest, and then interviewed with VP Dave Everton. I believe that the decision to promote me was made by Mr. Everton or someone above his level, because shortly after the interview I got the job.

7. I attended the ^{Annual Managers Meeting} Managers' Meeting ^{Annual Managers Meeting} every year between 2003-2006. After the meetings ended each day, the atmosphere changed to a big party, which included excessive drinking and dancing, and other unprofessional social behavior. During one of the ^{Annual Managers Meeting} awards dinners, each table had a centerpiece full of beer and wine bottles on ice. Late in the evening when the dinner ended, I observed several male Store Managers collecting the unopened bottles of alcohol, ostensibly to continue drinking them in their hotel rooms at private, late-night parties. I commented on this to my friend, Store Manager Judith Spang-Yeilding, and noted that this was part of the drinking culture at Sterling, and it was unlike anything I had observed at Zales during my 18 years with that company. Ms. Spang-Yeilding, a more senior employee and a veteran of several ^{Annual Managers Meeting} responded to me in a way that indicated she had seen this type of behavior many times before at the meetings.

8. I recall one year at ^{Annual Managers Meeting} my roommate at the meeting was Store Manager ^{Annual Managers Meeting}. He returned to our shared room at around 3 o'clock in the morning and told me he had been out at a party at the pool with Sterling colleagues. I inferred that he had been drinking and partying at the pool. After meeting hours at ^{Annual Managers Meeting} there were sometimes parties at ^{Annual Managers Meeting} an area at the resort full of bars and clubs for drinking and

dancing. I sometimes attended these parties and I recall seeing my DM [REDACTED] and several [REDACTED] Executives from the Mall Division drinking alcohol. It was like a night club setting.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 14 day of March, 2013.


Dale Digrazia

A78

DECLARATION OF JENNIFER DIMENNA

1. My name is Jennifer DiMenina. I am a female, over the age of 21, who resides in Fleetwood, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately November 1996, as seasonal help at the Kay store in the [REDACTED], in [REDACTED], Pennsylvania. In that capacity I worked in the office at first, and then I worked holidays, weekends, and summers as a Part-Time Sales Associate. I continued in that position until December 1999, when I started working as a Full-Time Sales Associate at that same store. I continued in that position until June or July 2000, when I was promoted to Third Key at the Kay store in the [REDACTED] [REDACTED], in [REDACTED], Pennsylvania. I continued in that position for approximately one and a half months, when I transferred to the Belden store in the Fairgrounds Square Mall, in Redding, Pennsylvania as a Sales Associate. I continued in that position until August or September 2000, when I left the company.
3. I began working for Sterling again in August 2002, as a Sales Associate at the Westgate Mall, in Bethlehem, Pennsylvania. I continued in that position until approximately September 2004, when I transferred as a Sales Associate to the Kay store in the South Mall, in Allentown, Pennsylvania. I continued in that position until the spring of 2005, when I was promoted to Assistant Manager at that same store. I continued working as Assistant Manager until October 2005, when I was promoted to Store Manager of the Kay store in the Westgate Mall, in Bethlehem, Pennsylvania. I continued in that position until approximately March

2007, when I was promoted to Store Manager of the Kay store in the South Mall, in Allentown, Pennsylvania. I continued in that position until March 2008, when I was demoted to Sales Associate at the Kay store in the Berkshire Mall, in Wyomissing, Pennsylvania. I continued in that position until August 2008, when I became the Office Manager at that same store. I have continued working as Office Manager to the present day.

4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. As Store Manager, I instructed my employees not to discuss their pay with each other. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same or lower level job, because I learned their pay during conversation or in my capacity as Store Manager.
5. For example, in November 2007, I learned that a male Assistant Manager, [REDACTED], was paid more than me and another female Store Manager. [REDACTED] was the Assistant Manager at the Kay store in the [REDACTED], in [REDACTED], Pennsylvania. His Store Manager was Ruth Ann Piccola. In conversation with Piccola, I learned that [REDACTED] was making \$38,500 a year as Assistant Manager, while Piccola was making only \$38,000 as Store Manager. Piccola learned [REDACTED]'s pay in her capacity as Store Manager. At that time, I was making \$38,000 a year as the Store Manager of the Kay store in the [REDACTED], in [REDACTED], Pennsylvania. [REDACTED] had disciplinary write ups for such things as

dropping his pants in the store to show female employees the thong underwear he was wearing.

6. Piccolo told me that when she learned that [REDACTED] was paid more than her, she complained to District Manager Ron Robinson about the pay difference.

Robinson yelled at Piccolo that it was none of her business, and gave her no explanation for the pay difference.

7. I was also paid less than another male Store Manager, my husband [REDACTED] Male Employee

In March 2007, [REDACTED] Male Employee was Store Manager of the Kay store in the Fairgrounds Square Mall, in Redding, Pennsylvania, and was paid \$41,000 a year. This was a

"C" volume store. At that same time, I managed an "A" volume store, the Kay store in the [REDACTED], in [REDACTED], Pennsylvania, and was paid \$38,000 a year.

This difference in pay was striking because Sterling typically paid Store

Managers differently based on the store's ranking by sales volume. Sterling ranked its stores by their sales volumes, with an "AAA" store being the highest volume, down to "AA", "A", "B", and down to "C", the lowest volume store.

Sterling typically paid the managers of higher volume stores more than those who managed lower volume stores. I was in a higher volume store than my husband

[REDACTED] Male Employee who managed the lowest volume store that Sterling had. Despite this, I was paid less than him.

8. In 2005, I was the Store Manager of a "C" volume store, the Kay store in the [REDACTED], in [REDACTED] Pennsylvania. At that time, [REDACTED] Male Employee also managed a

"C" volume store, the Belden store in the Berkshire Mall, in Wyomissing, Pennsylvania. I was paid \$32,000 a year while [REDACTED] Male Employee was paid \$38,000.

9. Female employees also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of specific management openings. The District Manager hand picked who he wanted to promote, and I often found out about management openings only after they had already been filled.
10. I was interested in promotions into management after a year or two with the company. I expressed interest in becoming a manager to Store Manager [REDACTED] and District Manager Ren Robinson, beginning in approximately December 1999. I continued expressing interest in becoming a manager through the end of 2000, when I left the company to work for another jewelry company.
11. I continued to express interest in management positions when I rejoined the company as a Sales Associate in August 2002. By that time I had almost six years' experience in the jewelry business—four with Sterling, and two with Nasser Jewelers as a Sales Associate and a buyer. Despite this, it took an additional two years to be promoted to Assistant Manager.
12. During that time, I was passed over for promotion to Assistant Manager in favor of a less qualified male employee, [REDACTED]. At the end of 2002, there was an opening for an Assistant Manager at the Kay store in the Palmer Parks Mall, in Easton, Pennsylvania. I was not informed of this opening; rather, I learned of it only after [REDACTED] was promoted. I was qualified for, and would have been

interested in the position had I known of its opening. [REDACTED] was a difficult employee to work with—he was belligerent, a sexual harasser, and there were various Sterling stores in which he was no longer welcome to work in. For example, at a district-wide meeting of Store Managers in 2006 or 2007, I heard District Manager Ron Robinson tell the assembled Store Managers that he knew no one wanted [REDACTED] in their store and that he knew [REDACTED] was a problem. Robinson told Store Manager Anita Chillicoat that he knew he could not put [REDACTED] back in the store she managed.

13. I was also passed over for Store Manager positions before I was promoted to Store Manager in October 2005. For example, I was passed over for Store Manager in favor of [REDACTED] Male Employee in 2004 or 2005. At that time he was promoted to Store Manager of the Kay store in Scranton, Pennsylvania. [REDACTED] Male Employee had been with the company less time than I had, and prior to Sterling, he did not have jewelry experience. I was not notified of the opening, rather, I learned of it only after [REDACTED] Male Employee was promoted. I was qualified for, and would have been interested in this position had I known of its opening.

14. I was also passed over for promotion to Store Manager in favor of [REDACTED] Male Employee an equally or less qualified male employee. He became the Store Manager of the Kay store in the [REDACTED] [REDACTED] in [REDACTED] Pennsylvania, in late October 2005. I was the Assistant Manager of the store when the Store Manager left in the beginning of October 2005. I told District Manager Ron Robinson that I wanted the position, and he led me to believe that I would be promoted to Store Manager.

For two to three weeks I ran the store myself. However, at the end of October 2005 ^{Male Employee} [REDACTED] became the Store Manager instead of me.

15. During my employment with Sterling, I have observed that female employees experience sexual harassment and that complaints to the company about it go unheeded. I started working for the company when I was 19, and it was my first real job. Sexual harassment was so widespread that it seemed to be the norm, and from this I assumed that it was a normal aspect of the working world.
16. For example, in the late 1990's, my Store Manager was [REDACTED]. He made vulgar comments about women who walked by our store in the mall. District Manager [REDACTED] also made such comments. [REDACTED] and the male employees had a code phrase to alert each other when an attractive female was walking by—one of them would say, "There is my cousin Tina", and the other males would know to look out at the woman walking by.
17. In the late 1990's, Assistant Manager [REDACTED] (now a District Manager), would try to rub my thighs and the thighs of other female employees. He would then ask me, or the other females he did this to, whether we were wearing thigh-highs or panty hose. [REDACTED] talked at work about sex that he had with female employees of mall stores. One time he told the employees at the store that he had sex with a woman who worked at the Limited clothing store. When someone commented that she wasn't very attractive, [REDACTED] said, "It doesn't matter when her head is in your lap."
18. During my employment with Sterling, I observed that complaints by female employees of sexual harassment did not result in the company effectively

addressing the problem. For example, I learned from conversation with other female employees that they reported sexual harassment by Assistant Manager [REDACTED] to Sterling's Human Resources department. In approximately 2006 or 2007, [REDACTED] was caught on store video dropping his pants to show employees the thong underwear he was wearing. This incident was even joked about within the company at a district-wide meeting of Store Managers. To my knowledge, [REDACTED] was not disciplined for his sexual harassment, and in fact was subsequently promoted to Store Manager of the Kay store in [REDACTED], Pennsylvania.

19. [REDACTED] was another Store Manager who sexually harassed female employees. He was my Store Manager at the Kay store in the [REDACTED] [REDACTED] in [REDACTED], Pennsylvania, from 2002 to 2004. [REDACTED] stood too close to female employees, including myself. This made me and the other female employees uncomfortable. He also discussed, at work, sexual activities he had engaged in. For example, he talked about having sex with a female employee at another store in the mall, and bragged that he had broken the sink while they were having sex in the bathroom.
20. Another time [REDACTED] remarked to me that my husband Carl was lucky that he was friends with him, because he [REDACTED] could have me any time he wanted. By this [REDACTED] meant he could have sex with me any time he wanted, but that he wouldn't do this out of respect for the friendship he had with Carl.
21. [REDACTED] bragged about having weapons in his car, and said that he carried a gun in an ankle holster. One time he had bullets delivered to the store. I was working

one day when a package addressed to our Kay store was delivered. Another Sales Associate, Shannon Roman, screamed when she opened the package and saw it contained bullets. I then called District Manager Ron Robinson about this incident, who asked why she opened the package. It was apparent to us employees that upper management would not discipline [REDACTED] for his behavior.

22. I was afraid of [REDACTED], and of retaliation I might experience if I reported his sexual harassment. I also believed that such complaints were futile and would not lead to any discipline of [REDACTED]

23. [REDACTED] was another Sterling manager who sexually harassed female employees. I had worked with [REDACTED] at the Kay store in [REDACTED] in [REDACTED], Pennsylvania, from approximately 1997 to 1999. I observed [REDACTED] make inappropriate sexual comments about women who walked by in the mall. Later in my employment with Sterling, I learned that female employees had made complaints to Sterling's Human Resources department against him for sexual harassment.

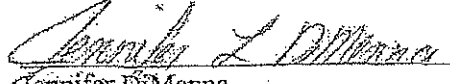
24. In 2007, District Manager Ron Robinson selected [REDACTED] to be my Assistant Manager at the Kay store in the [REDACTED], in [REDACTED], Pennsylvania. I observed that he made the same kind of inappropriate sexual comments about women's bodies as he had years earlier when I worked with him before. I complained to Robinson about his comments, and that he had done this before when I worked with him at the [REDACTED]. Robinson brushed off my complaint by saying, "Oh, that's [REDACTED]"

25. In August 2007, I learned from Susan Hale in Sterling's Human Resources department that a female employee had complained that [REDACTED] had sexually harassed her. The female employee had complained that one night while she and [REDACTED] were closing the store, her boyfriend or fiancée was waiting for her in the parking lot. [REDACTED] asked her what he would say if they "went in back and got you all tousled up." I spoke to Robinson about the complaint, who said it was her word against his. Robinson added that he had heard [REDACTED] make inappropriate comments but that [REDACTED] was "harmless." A couple days later I participated in a conference call with Hale and Robinson in which they dismissed the complaint against [REDACTED] as "he said, she said," and that nothing more would be done regarding the complaint.

26. I returned to work from maternity leave in August 2007. After I returned, District Manager Ron Robinson asked me at various times whether I was up to the job of Store Manager or even interested in being a Store Manager, saying such things as I had "a lot on my plate" with having a baby. My husband, Carl, was not asked by his District Manager whether he was still willing and able to be a Store Manager, even though he, too, had a newborn baby in his life. In the fall of 2007, I had an issue with my babysitter, and had to be home part of one day while my husband was at work and we did not have a sitter. Robinson was angry at this and warned me not to let it happen again. During this same time, when Carl took time off work, for example, to care for our child or take him to doctor's appointments, he was not subject to such comments or threats from his District Manager, Anita Chillicoat.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

5 day of November, 2008.


Jennifer DiMenna

A79

DECLARATION OF DENISE DIXON

1. My name is Denise Dixon. I am a female, over the age of 21, who resides in Gary, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Kay store in the South Lake Mall in Merrillville, Indiana, in 1987, as an Office Manager. I worked in that position approximately one year, until I was promoted to Assistant Manager in approximately 1988. I worked as Assistant Manager at that store until 1996, when I was promoted to Store Manager. I continued as Store Manager at that same store until some time in 1998, when I left the company. I was rehired by Sterling approximately two weeks later as Assistant Manager at the Kay store in the South Lake Mall. I continued working as Assistant Manager until I left the company in August 2005.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay with other employees. For example, I was told by my Store Manager, Melanie (whose last name I cannot remember), when I was first hired, that I should not talk about how much I made with other employees. I was also told this by various Store Managers and District Managers throughout my employment with Sterling.
4. Because of this policy, it is difficult for women to identify instances where they were paid less than males doing the same job. However, I sometimes learned what male employees made.

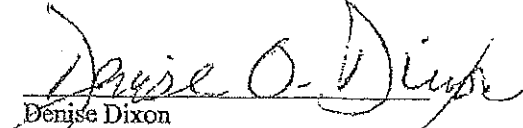
5. For example, I was paid a base salary of \$35,000 per year as Store Manager of the Kay store in Merrillville, Indiana, from 1996 through 1998. I believe that the male Store Manager who replaced me in 1998, [Male Employee] was paid a salary of \$50,000. I saw an email that was sent to the stores in the district about the opening for Store Manager at the store and it stated the salary for the position was \$50,000.
6. [Male Employee] was the Store Manager of the Kay store in the South Lake Mall in Merrillville, Indiana, immediately before me. He managed the store from approximately 1993 or 1994, to 1996. [Male Employee] told me in 1998 that he had been paid approximately \$40,000-45,000 to manage the store; I was paid \$35,000 to manage the same store. [Male Employee] had been with the company for approximately two years at the time he became the Store Manager. When I managed that same store, I had been working at that Kay store since 1987, and had been Assistant Manager for about 8 years.
7. I was interested in working my way up in the company from the beginning of my employment with Sterling. I expressed this interest during my initial interview with District Manager Greg Winnaker.
8. I was passed over for promotions at Sterling in favor of less qualified male employees. For example, in approximately 1987 or 1988, I was passed over for promotion to Assistant Manager in favor of [Male Employee]. At that time, I learned that our current Assistant Manager, Kristin (LNU) was leaving. I told my Store Manager Melanie (LNU) that I was interested in the position, that I had the qualifications, and my sales numbers were good. Melanie replied that she was

weighing the candidates [Male Employee] was promoted to Assistant Manager despite the fact we had been with the company approximately the same amount of time and my sales figures were better.

9. I was also passed over for promotion to Store Manager at the Kay store in Merrillville, Indiana, in favor of a less qualified male employee in approximately 1993 or 1994. I had been working as Assistant Manager for about 5 years when the Store Manager position became open. I told my District Manager Jack Montalione that I was interested in becoming Store Manager. Sterling instead promoted [Male Employee] to Store Manager. He had worked for the company for less time than me, and he had been an Assistant Manager for less time. I asked Montalione why I did not get the promotion, and he said it was because during my interview I did not look him in the eye. Montalione knew my proven performance in sales and as Assistant Manager, and I was better qualified than [Male Employee] for the promotion. [Male Employee] was subsequently fired by Sterling for stealing from the company.

10. I was passed over for promotion to Store Manager at the Kay store in Merrillville, Indiana, in approximately 2001 in favor of a male employee, [Male Employee]. I had expressed interest in this position to District Manager Michelle McFarland, and was as qualified or more qualified than [Male Employee]. At the time he was promoted to Store Manager over me, I had been with Sterling longer, had already worked for two years as a Store Manager, and I had been an Assistant Manager for approximately 10-11 years.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this _____
day of 7-24-08, 2008.


Denise Dixon

A80

DECLARATION OF MARCI DONSKY-FOSTER

1. My name is Marci Donsky-Foster. I am a female, over the age of 21, who resides in Clearwater, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began working for Sterling Jewelers Inc. ("Sterling") as a full-time Sales Associate at Jared store number 430 in St. Petersburg, Florida in approximately March 2001 and remained at that store as a full-time Sales Associate until approximately August 2004, when I left the company. I returned to Sterling in approximately September 2006 and worked at Marks & Morgan in Countryside Mall in Clearwater, Florida as a part-time Sales Associate. In approximately the summer of 2007, I transferred to Jared store number 445 in Clearwater Mall, in Clearwater, Florida; this was a stand alone store. I remained at that store as a part-time sales associate until approximately November 2009.

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees. I was informed of this policy by Store Manager Tad (LNU) when I was initially hired by Sterling in 2001. It was also reiterated to me by my store managers at every review and evaluation meeting that occurred thereafter.

4. Because of that policy, it was difficult for me as well as other female employees to identify instances where we were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. For example, I was hired in 2001, at the rate of \$10/hr. After I was hired, I recruited **Male Employee** from another jewelry store not associated with Sterling. I gave him an application and interviewed him for the job of diamond sales associate in the store. He was hired approximately 6 months after me at the rate of

\$12/hr, I knew this because I saw his pay stub. I was more qualified than [Male Employee] because I was a Graduate Gemologist while he was only a regular Gemologist.

5. In approximately 2002, I learned about another male who was paid more than me for performing the same job. I was a full-time Sales Associate at the Jared in St. Petersburg and learned through a conversation with [Male Employee] another full-time Sales Associate, that his salary was \$12/hour, which was \$2/hour more than I was making even though we held the same position at the same store. At that time, I had been working in retail jewelry for 20 years, ten of which were in management, and believe that [Male Employee] had only a little over 10 years of retail jewelry experience.

6. In approximately 2002, I was given a pay raise of \$0.40 an hour and told I would be reevaluated for another \$0.10 increase, which I never received. I was still significantly underpaid in comparison to males in my same position. To add insult to injury, in approximately 2006, I was told I earned another pay raise of \$0.20 cents per hour only to be told soon after they miscalculated and it was only a \$0.10 pay increase.

7. During my employment at Sterling, I observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Positions were given to certain employees before anyone had knowledge that the position had been available.

8. In approximately 2002, [Male Employee] the male that I recruited and interviewed was promoted from full-time sales to Diamond Manager. Approximately two years later, he was promoted to Assistant General Manager. Soon after that [Male Employee] was again promoted from Assistant General Manager to Store Manager. During my employment with Sterling, I was not informed of a single promotional opportunity,

including the ones that went to [Male Employee] despite the fact that I repeatedly expressed my desire to be promoted. As I mentioned above, I was more qualified than [Male Employee]

9. Prior to working for Sterling, I had approximately 20 years of retail jewelry experience and more than 10 years experience in retail jewelry management. While at Sterling, I was always a top sales associate in my store. During the first three or so years of my employment, I was interested in obtaining promotions and training for a management position. I expressed this interest several times to the Store Managers, specifically Tad (LNU) and Gerry Grasso, but nothing ever came of it. Judy Principe, a full time associate at Jared store number 430, witnessed me inquiring for a promotional opportunity, and being literally laughed off by Store Manager, Tad (LNU) as he walked off.

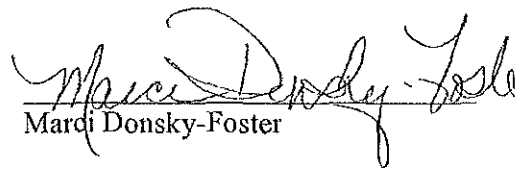
10. Women and men were treated differently at Sterling in other ways as well. For example, in approximately 2003, I was never able to get a single Friday night or Saturday off that I requested, so that I could attend my children's school activities, but males always seemed to get those days off for personal reasons, such as to watch or attend sports events.

11. Sexual harassment was prevalent at Sterling. While working at Jared store number [redacted] in [redacted], my Store Manager [redacted] made disgusting, disrespectful comments about women's breasts and bodies on a regular basis in the store. No one that I am aware made any complaints for fear of retaliation. Everyone was

certain that if their Store Manager found out that they had filed a complaint, they would be fired.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

10 day of March, 2012.


Mardi Donsky-Foster

A81

DECLARATION OF JULIA DORNAN

1. My name is Julia Dornan. I am a female, over the age of 21, who resides in Interlochen, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately May 2000, as an Assistant Manager at the Osterman store in the Grand Traverse Mall, in Traverse City, Michigan. I continued in that position for approximately one year, when I transferred as Assistant Manager to the Kay store in that same mall. I continued in that position for approximately four to six months, until some time in approximately September to November 2001, when I became a Sales Associate at the Osterman store in that same mall. I continued working as a Sales Associate until approximately December 2001 or January 2002, when I became the Assistant Manager at the Kay store at that same mall. I continued as Assistant Manager for approximately one year, until approximately December 2002 or January 2003. At that time I transferred as Assistant Manager to the Osterman store in the Grand Traverse Mall. I continued in that position until approximately June 2005, when I left the company.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Tom Krawczak when I was first hired that employees are not to discuss their pay with other employees, and that it was grounds for discipline, including termination. I was told about this policy by Store Managers and District Managers throughout my career at Sterling. As Assistant Manager, I

Instructed the employees that I supervised on this policy. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of males being paid more than females doing the same job because I learned their pay during conversation.

4. For example, **Male Employee** was the Assistant Manager at the Kay store in the Grand Traverse Mall in early 2006, after I had left the company. I talked with him at this time, and he told me that he was paid \$32,000 per year. He had been with the company less than one year, and did not have prior jewelry experience. When I left the company in June 2005, I was Assistant Manager at the Osterman store at that same mall. I was paid an hourly rate of approximately \$11.20 an hour by the time I left. For a 48-hour week, this rate comes to approximately \$27,955 per year. By June 2005, I had five years' experience with Sterling, with most of that time as Assistant Manager. Additionally, before coming to work for Sterling, I had about 13 years' experience in the jewelry business, with about 5 years of that as Store Manager.
5. **Male Employee** was a male Sales Associate at the Osterman store in the Grand Traverse Mall, in Traverse City, Michigan, in approximately 2004 and 2005 when I was the Assistant Manager at that same store. I learned from conversation with other employees that he was paid \$16 an hour. This was more than I was paid as the Assistant Manager at that same store. Store Manager Barb Orth told me at that time that as a Sales Associate **Male Employee** was paid more than she was as Store Manager.


6. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific management openings.
7. I was interested in promotions from the beginning of my employment with Sterling. I expressed this interest to District Manager Tom Krawczak during my initial interview. I told Krawczak that I was interested in working my way up in the company, and that I wanted to ultimately advance to a District Manager position.
8. I also expressed my interest in working my up in the company to my first Store Manager, Barb Orth. I continued to express this interest to Krawczak throughout my employment with Sterling. He advised me that I should learn to do all the tasks that a Store Manager had to perform. Orth trained me on these tasks and I was able to complete them.
9. When I transferred as Assistant Manager to the Kay store in the Grand Traverse Mall, in approximately May 2001, I also expressed interest in becoming a Store Manager to Store Manager Pat Davis. He told me that I should learn how to work in the office and do the paperwork, and so I did.
10. Soon after May 2002, I informed Krawczak that I was willing to relocate for a Store Manager position since my daughter had graduated from high school at that

time. However, Krawczak never told me of any open Store Manager positions throughout my career at Sterling.

11. I also became aware that female employees at Sterling were subject to sexual harassment. Sometime in 2000 or 2001, I learned from [REDACTED] that she was grabbed in the buttocks by Executive [REDACTED] during a visit to her store. This incident occurred in approximately [REDACTED] when [REDACTED] was Assistant Manager at the Kay store in the [REDACTED]

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

5 day of June, 2009.


Julia Dorman

A83

Supplemental Declaration of Denise Dotson

1. My name is Denise Dotson. I am a female, over the age of 21, who resides in Cleveland, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on March 17, 2009.
3. As stated in my March 17, 2009 Declaration, I worked at Sterling Jewelers Inc. ("Sterling") as a Sales Associate for approximately four years, an Assistant Manager for approximately two years, and as a Store Manager for approximately six years, between 1988-2000. I also worked for Sterling for a short time in 2003.
4. As Store Manager for Sterling for approximately six years, I did not have the authority to hire or promote employees in my store. I observed that such decisions were made by the Vice President for that district.
5. For example, my District Managers told me they had to seek approval from the Vice President about who within my store could be promoted to full-time status, or from Sales Associate to Assistant Manager. If I had an employee who I thought should be promoted, I was unable to promote him or her. Instead, I had to tell my District Manager, and they then had to obtain approval from the Vice President.
6. Similarly, as Store Manager, I did not have the authority to set the pay rate or give raises to employees in my stores. Based on my interactions with my District Managers, I observed that the Vice President for the district made the decisions on pay. My District Managers told me during discussions with me on pay that the

Vice President would have to approve pay rates, including raises, for employees in the store.

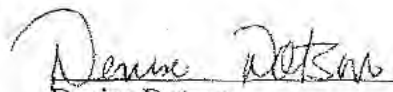
7. I attended all the ^{Annual Managers Meet} Managers Meetings ^{Annual Managers M} while I was a Store Manager, from approximately 1994-2000. The atmosphere at these events was one in which excessive drinking and partying occurred. At the ^{Annual Managers Me} spouses were not allowed to attend. The atmosphere was conducive to sexual conduct between male managers and supervisors, and their subordinate female managers, and it was common knowledge within the company that such sexual encounters regularly occurred at the ^{Annual Managers M}.
8. In conversation with Sterling Store Managers and District Managers, I heard of instances in which male managers had sex with their subordinate female managers at the ^{Annual Managers Meet}. This was against Sterling's policy against fraternization between managers, supervisors, and executives and their subordinate employees.
9. At the ^{Annual Managers Meet}, I also observed male **Executives** and District Managers, touching, flirting with, and kissing female Store Managers. I saw them touch female Store Managers on their hips, hands, and arms, rub their shoulders, have their arms around them, and kiss them on the lips. Because of my time with the company, I knew who the **Executives** and District Managers were, and could identify them as such by sight.
10. For example, at one of the ^{Annual Managers Meet} I saw **Executive** ^{Annual Managers M} hug a female Store Manager. At that time, ^{Annual Managers M} was married. I saw him with this female Store Manager all the time at the meeting, and observed them hug and kiss. From their behavior together, it was obvious to everyone at the meeting that

the two were engaged in a sexual relationship. The first time I saw them act this way together, I was standing next to Store Manager Grace Williams and commented to her about their behavior. Williams said, "Didn't you know they were messing around?"

11. I also observed male **Executives** and District pursue female Store Managers at the Annual Managers Meet by literally following them around, offering them drinks, and otherwise flirting with them. In these instances, it appeared to me that these male upper-level managers were seeking to have sexual encounters with the female Store Managers they were pursuing.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

5 day of June, 2013.


Denise Dotson

A84

DECLARATION OF SANYA DOUGLAS

1. My name is Sanya Douglas. I am a female, over the age of 21, who resides in Selkirk, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately May 2003, as a Sales Associate at the Kay store in the Hudson Valley Mall in Kingston, New York. I continued in that position until approximately October 2003, when I was promoted to Assistant Manager at the Kay store in the Poughkeepsie Galleria Mall in Poughkeepsie, New York. I continued in that position until approximately February 2004, when I became a Sales Associate at the Kay store in the Hudson Valley Mall. In approximately July 2004, I became a Manager In Waiting at the same Kay store. I then transferred to the Kay store in the Poughkeepsie Galleria Mall, in approximately November 2004, as a Manager In Waiting. I continued working as a Manager In Waiting at that store until approximately February 2005, when I was promoted to Store Manager of the JB Robinson store in the Poughkeepsie Galleria Mall. I continued in that position until November 2006, when I left the company.
3. I began working for Sterling again in late June 2007, as a Sales Associate at the Kay store in the Wilton Mall in Saratoga Springs, New York. I continued in that position for approximately a month, until I transferred to the Kay store in the Crossgates Mall in Albany, New York, in July 2007. I continued in that position until August 2007, when I became the Office Manager at the same store. I continued in that position until approximately October 2007, when I became a

Sales Associate at that same store. I continued working as a Sales Associate until February 2008, when I left the company.

4. While employed by Sterling, I observed that the company had a policy prohibiting its employees from discussing their pay. When I was the Store Manager of the JB Robinson store in the Poughkeepsie Galleria Mall, in approximately 2005, Sales Associate Stephanie Elist was seeking promotion to Assistant Manager. Elist asked me what salary range she should seek for the position, and I told her what Sterling paid the previous Assistant Manager. District Manager Aluk Kumar wrote me up for discussing pay with another employee. Kumar told me that company policy stated that employees are not allowed to talk about pay with each other and that their employment can be terminated if they do. I believe my disciplinary write up stated that Sterling would terminate my employment if I violated this policy again.
5. Because of Sterling's policy, it is difficult for women to identify instances where they were paid less than male employees doing the same job. Nonetheless, I learned that some male employees were paid more than female employees performing the same job.
6. For example, I learned from conversation with **Male Employee** in 2003, that he was paid \$45,000 to manage the Kay store in the Hudson Valley Mall, in Kingston, New York. However, I was paid a salary of only \$42,000 as Store Manager of the JB Robinson store in the Poughkeepsie Galleria Mall in 2005. This was after I had been with Sterling almost two years. Additionally, before I came to work for Sterling I had been a Store Manager with Zales for

approximately 4 years. In fact [Male Employee] had worked for me at Zales and I had trained him.

7. Another male Store Manager, [Male Employee] was paid \$45,000 to manage the Kay store in the Hudson Valley Mall. He held this position immediately after [Male Employee] [Male Employee] Prior to Sterling [Male Employee] had no prior jewelry experience.
8. When I was Store Manager of the JB Robinson store in the Poughkeepsie Galleria Mall in 2005, I knew the pay rates for the employees in the store. These pay rates were set by the supervisor above me, District Manager Aluk Kumar. [Female Employee] [Female Employee] was a Sales Associate who did not have prior jewelry experience, and she was paid \$7.50 an hour. However, a male Sales Associate, [Male Employee] who also lacked prior jewelry experience, was paid \$10.00 an hour.
9. When [Female Employee] learned that [Male Employee] made more than her, she asked me why. In turn, I asked Kumar. Kumar stated that [Male Employee] was paid more because he had been recruited from a cell phone kiosk that was a more aggressive selling atmosphere. He gave me no other reasons for paying [Male Employee] more. At the time, [Female Employee] was outperforming [Male Employee] and I had written up him up for failing to meet his sales and other performance standards.
10. When [Female Employee] was promoted to Assistant Manager of the JB Robinson store in the Poughkeepsie Galleria Mall, in May 2006, she was paid \$9.47 an hour. This was less than what [Male Employee] a male Sales Associate, was paid at that store at that same time.
11. When I worked as the Assistant Manager of the Kay store in the Poughkeepsie Galleria Mall in late 2003 through early 2004, I was paid \$15.00 an hour. I

learned from conversation with a male Sales Associate at the store, whose name I cannot remember, that he was paid \$18.00 an hour. This upset me because he earned \$3.00 an hour more than me, despite the fact that I was an Assistant Manager and he was only a Sales Associate. I asked District Manager Aluk Kumar why this male Sales Associate was paid so much more than me, and he gave me no credible explanation for the pay difference. Instead, he told me not to worry, that I was doing a good job, and that I would be getting a raise. I did not receive a raise in this position, and ultimately stepped down from the Assistant Manager position at that store because of this pay discrimination.

12. During my employment at Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system. Rather, Sterling District Managers notified individual employees of promotional openings only if they were already interested in promoting that person. I found out about promotional opportunities through word of mouth or after the position was filled.
13. I was interested in working as a manager from the beginning of my employment with Sterling in May 2003. I had four years' experience as a Store Manager at Zales when I was recruited by Store Manager Dennis Pergola and District Manager Kumar. I expressed interest in becoming a Store Manager to Kumar during my initial interview with him. I told Kumar that I knew management and jewelry sales, and wanted about 90 days to learn the Sterling system. Kumar agreed. However, I was promoted to only Assistant Manager, and that was not until I had been with the company for 6 months. I was not promoted to Store Manager until February 2005.

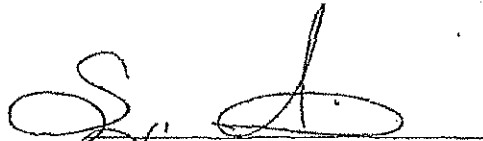
14. I also expressed interest in promotion to Store Manager when I was working as an Assistant Manager at the Kay store in the Poughkeepsie Galleria Mall in 2003 and 2004. I told Store Manager Barbara Díaz that I wanted to become a Store Manager.
15. Soon after I became a Store Manager in February 2005, I expressed interest in becoming a District Manager to my District Manager, Aluk Kumar. I also expressed interest in promotion to District Manager to Regional Vice President Perry Bignotti.
16. In mid-2006, at a meeting of Store Managers in his district, Kumar told us that he was supposed to list all open positions in the district on monster.com, an employment web site. Kumar had just returned from a District Managers' meeting at Sterling headquarters in Ohio. During the time he was my District Manager, I observed that it was Kumar's practice to convey to us Store Managers the new policies and practices that he learned about during these District Manager meetings.
17. When I began my second period of employment with Sterling in late June 2007, I was still interested in promotions to management. I expressed this interest to District Manager Joanne Falta in my initial interview with her. I told Falta that I wanted a month or two to become reacquainted with Sterling, and that I would be ready to be a Store Manager in September 2007.
18. In August 2007, a number of Store Managers and Assistant Managers in the district quit around the same time. At that time I was a Sales Associate at the Kay store in the Crossgates Mall in Albany, New York. I did not hear of these

management openings until after they had been filled. In August 2007, I told my Store Manager, Linda (LNU) that if I knew that Joanne Falta needed management help then I would have stepped up. Soon after this conversation with Linda, Falta visited our store. She appeared angry with me and asked me why I was asking questions about what was going on in "her" district. Falta said, "If I needed you I would have promoted you." I responded by asking why my comment was a bad thing—that if she needed help in the district I would have stepped up and offered to be a manager.

19. I did not learn of Sterling's online job posting system until an October 2007 conversation with Joanne Falta. During this conversation I told Falta that I believed I had been passed over for promotion. I knew I had been passed over because I learned of people becoming Store Managers of stores that I would have been interested in managing. Falta then told me that if you wanted to get promoted in the district then you had to apply on the intranet. I asked what that was, and Falta replied that it was the store's online system. Falta had not previously mentioned the need to post for a position online during my interview with her in June 2007, nor subsequently when we had spoken about me being promoted into management. No other Sterling employee had told me about the online posting system.

20. I attended the 2005 and 2006 annual Managers' Meetings held in Annual Managers' Meeting Florida. There was a lot of drinking and improper fraternization between male upper-level managers and female Store Managers at these meetings.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 16
day of July, 2008.


Sanya Douglas

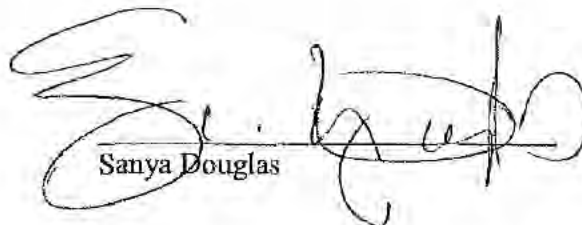
A85

SUPPLEMENTAL DECLARATION OF SANYA DOUGLAS

1. My name is Sanya Douglas. I am a female, over the age of 21, who resides in Glenmont, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on July 16, 2008.
3. In my July 16, 2008 Declaration, I made reference to Sterling's annual Managers' Meetings that I attended in [REDACTED] Annual Managers Meeting Florida in 2005 and 2006. I also recall events occurring at those meetings that involved [REDACTED], who was Sterling's **Executive** [REDACTED] during that time period.
4. I knew [REDACTED] and had met him several times while I was employed at Sterling. [REDACTED] had a reputation at the Company of being a "fresh man," which meant he was not shy about pursuing female Sterling managers romantically. He was known as a "touchy feely" kind of guy who would "rub you up" as part of his romantic overtures. It was also well-known that [REDACTED] held "after party" parties at the Managers' Meetings that would occur after the main official evening event was over. These "after parties" provided opportunities for [REDACTED] to seduce female managers in attendance. These "after parties" were held in different locations, such as [REDACTED] room or at a private pool.
5. I recall personally observing [REDACTED] fraternizing, including drinking alcohol, with subordinate female managers at various social events at the [REDACTED] Annual Managers Meeting Managers' Meetings. I can recall specifically thinking at the time that this did not seem right in light of Company policy that prohibited managers from fraternizing with their subordinates.

6. [REDACTED] reputation and the value to subordinate female managers to have sexual relations with him was illustrated by statements made to me by a female friend of mine named [REDACTED] who was a Store Manager in [REDACTED], New York at the time of the statements. She told me that she had sex with him at the [REDACTED] Annual Managers' Meeting, and that because of that, she had received a better store assignment in Florida. This occurred in approximately September, [REDACTED]
7. I can also recall another female Store Manager named Barbara Diaz, who told me that [REDACTED] was a womanizer and if you didn't do what he wanted with him, you wouldn't get your store or raise. I recall her referring to women spending intimate time with him as "going to the big stage," which meant ultimately getting more money in return for the sexual favors.
8. It was also common knowledge that this type behavior occurred between other Sterling male executives and supervisors with subordinate female managers at the [REDACTED] Annual Managers' Meeting. I recall the comment that "what happened in Florida, stayed in Florida."
9. It was also common knowledge at the Company that these kind of relationships occurred in the field offices as well as at the [REDACTED] Annual Managers' Meetings.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 6 day of May, 2012.


Sanya Douglas

A86

DECLARATION OF GERALD EAGLE

1. My name is Gerald Eagle. I am a male, over the age of 21, who resides in Fairmont, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers, Inc. ("Sterling" or "the Company") from 2003-2009. I began as a Manager-in-Waiting at the Osterman store 179, in the Dayton Mall in the Dayton, Ohio area in 2003. I next worked as an Assistant Manager at a Kay store in the Fairfield Commons Mall, also in the Dayton area. In approximately 2004, I became a Store Manager at J.B. Robinson store 1721, also located in the Fairfield Commons Mall. During the period from approximately 2005 until approximately 2007, I worked as both Store Manager and Sales Associate at the J.B. Robinson store 1722 in the Dayton Mall and intermittently at the Osterman store 179 in the Dayton Mall. I spent the last couple years of my employment at Sterling at the aforementioned Osterman store as a Sales Associate, until I left the Company in 2009. I would estimate that my total time working at Sterling as Store Manager was approximately two and one-half years.
3. During my employment at Sterling, I was aware of Sterling's policy that employees were not allowed to discuss their pay with other Sterling employees. I was first told about this policy by either my District Manager or Store Manager when I was initially hired. Once I became a Store Manager, I was responsible for telling my store employees about the policy. I was also responsible for enforcing it. Violation of the policy could result in termination.

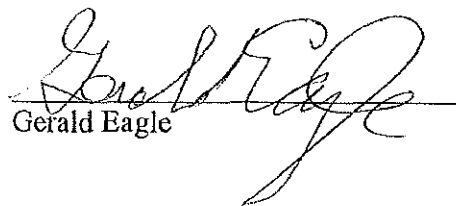
4. While employed at Sterling, and especially as a Store Manager, I had opportunities to observe incidents where Sterling discriminated against female employees. For example, in approximately 2006, while I was Store Manager of the J.B. Robinson store 1722, the female Assistant Manager of that store resigned. At that time, there were several highly-qualified female Sales Associates working in the store. However, instead of selecting one of them for the vacant Assistant Manager position, Sterling brought in a male named [Male Employee] who had just recently been hired by Sterling. As Store Manager with knowledge of the experience and performance record of the female Sales Associates who worked in the store I managed, I can attest to the fact that some of the female Sales Associates were better qualified than [Male Employee] based on their experience and sales as compared to his. I believe Sterling passed over these more qualified female Sales Associates for the promotion to Assistant Manager because of their gender. In addition, Sterling decided to pay [Male Employee] considerably more than the predecessor female Assistant Manager. I believe Sterling paid the predecessor female Assistant Manager considerably less than her male successor because of her gender.
5. I observed other examples of Sterling treating male employees more favorably than female employees in similar jobs. For example, when I was first hired by Sterling as a Manager-in-Waiting, I told my sister, Betty Tumlin, who was a District Manager for Sterling in West Virginia at the time, how much money Sterling had offered to pay me. She told me that amount was much higher than

the salaries that Sterling paid its female Store Managers in her district in West Virginia.

6. There was no formal application system for promotions at Sterling while I was a Store Manager there. Sterling upper management simply picked the employee they wanted for the job vacancy involved. These decisions were made at the District Manager level and above. This also was true for decisions involving initial pay for new hires and salary raises for incumbent employees.
7. During my employment at Sterling, I do not ever recall observing an instance where a female employee was treated more favorably than a similarly-situated male employee. Nor do I ever recall an instance where a more qualified male employee was passed over for promotion in favor of a less qualified female employee.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

31st day of May, 2012.


Gerald Eagle

A87

Declaration of Anna Ekman

1. My name is Anna Ekman. I am a female, over the age of 21, who resides in Bruin, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began employment with Sterling Jewelers Inc. ("Sterling") in approximately September 2006, as a part-time Sales Associate at the J.B. Robinson store in the Clearview Mall in Butler, Pennsylvania. I continued in that position until approximately November 2008, when I was promoted to full-time Sales Associate at that same store. I left employment with Sterling in approximately March 2009.
3. I was next employed by Sterling in July 2012, as a part-time Sales Associate at the Kay store in the Clearview Mall, in Butler, Pennsylvania. In October 2012 I was demoted to part-time office help and part-time Sales Associate. I continue in that position to the present.
4. I earned my Diamontology Certificate in 2007.
5. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other, and violation of the policy would result in termination. When District Manager Carol Paul interviewed me and offered me a job in 2006, she told me my starting pay. She told me, "This is your pay—don't discuss it with anyone." At least one Sterling manager, most likely Hall, said that violations of this policy are grounds for termination.
6. I believe this policy makes it difficult for women to identify instances where they are paid less than male employees performing the same job. Nevertheless, I am

aware of male employees being paid more than female employees because I learned this through conversation.

7. For example, in approximately 2008, at the J.B. Robinson store in the Clearview Mall in Butler, Pennsylvania, I learned the pay of a male Sales Associate, [REDACTED] ^{and} [REDACTED] Male Employee

[REDACTED] Male Employee He told me he was paid \$10.00 an hour; at this time I was paid around \$9.00 an hour. I could not complain about this pay difference because I did not want to get [REDACTED] Male Employee in trouble for discussing his pay with me.

8. During my employment Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings.

9. Instead, the District Manager selected employees for promotion, and then this employee was notified of the opportunity. For example, District Manager Carol Paul called Sales Associate Joanna Marriott at the J.B. Robinson store in 2008. Paul called to see if Marriott was interested in becoming Assistant Manager at this store, a position she accepted. I learned this because Marriott told me about Paul's phone call and what she said.

10. I observed that other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.

11. I have observed that male employees are treated more favorably in being hired or promoted to full-time status. I was hired as a part-time Sales Associate at the Kay store in the Clearview Mall, in Butler, Pennsylvania, in July 2012. I expressed interest during my interview for full-time status, and have continued to express

this interest to District Manager Jodi Chapman and Store Manager Denise Kieffer during my employment since then.

12. Despite expressing interest in a full-time Sales Associate position, two males hired after me were hired as full-time Sales Associates. [Male Employee] was hired in November 2012 as a full-time Sales Associate, despite getting a female Sales Associate pregnant when he was a Store Manager and he supervised her, as described in paragraph 16 below. [Male Employee] was hired as a full-time Sales Associate in October 2012.
13. During my time at Sterling, I observed that men were treated more favorably than women in other ways. In early January 2013, I saw that I was scheduled for no hours. I asked Store Manager Denise Kieffer about this, and asked if I was losing my job. Kieffer replied that she didn't know, and that she had to talk to the District Manager about it. However, I noticed that ^{Ryan Roche} Josh Reott had been scheduled to work during that same period I was given no hours, even though for the past month he is below his sales goals, and I met mine. I know the information on our respective sales performance because this information is posted and available for employees to look at.
14. I have observed male employees being treated differently than female employees in additional ways. For example, at the Kay store in the Clearview Mall, in Butler, Pennsylvania, I have observed male Sales Associates Josh Reott and Ryan Roche take and make cell phone calls on the sales floor in the presence of the Store Manager. In contrast, in December 2012, I was in the back room of the store making a call to get a ride home. Store Manager Denise Kieffer saw me,

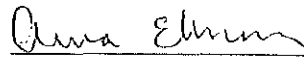
and told me that I need to not use my cell phone at work. I have not observed male employees being disciplined for using their cell phones at the store or on the sales floor.

15. During my employment at Sterling, I have observed male employees engage in sexual harassment. For example, on numerous occasions I have heard Sales Associate [REDACTED] make demeaning comments about women. One time in the fall of 2012, I heard him say about a female customer in our store, "I'd like to rip her yoga pants off and wrap her legs around my face." I also heard him make demeaning comments about a female Sales Associate, [REDACTED]. She is heavy, and has a boyfriend who is also heavy. One day when Lindsay's boyfriend came into the store, I heard Josh say, "I wonder how it is even possible for them to have sex because they are so heavy?" He was making fun of her by saying this. The Assistant Manager, Marci, heard [REDACTED] say this, but he was not disciplined for the comment. Instead, she only said, "Oh, [REDACTED]."
16. When [REDACTED] was a Store Manager for Sterling at a J.B. Robinson store in the Pittsburgh area, he dated a female Sales Associate, [REDACTED] at the store, and got her pregnant. To my knowledge, [REDACTED] was not disciplined for having sex with a female employee he was supervising.
17. Instead, I saw [REDACTED] receive extra support not provided to female employees. In November or December 2012, [REDACTED]'s sales were down. I saw Store Manager Denise Kieffer reach out to [REDACTED] to give him extra coaching and encouragement. She said, "Don't worry [REDACTED], we'll get you where you need to be with our sales. You have a family now, and we'll get them up." I told Kieffer, "I have a family. I

have two kids.” Kieffer said, “You, too, Anna.” But Kieffer has not reached out to me to provide extra coaching and support, as I have observed her do with male employees.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

14 day of January, 2013.



Anna Ekman

A88

DECLARATION OF KATHIE ELLINGBURG

1. My name is Kathie Ellingburg. I am a female, over the age of 21, who resides in Perry, Georgia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") when the jewelry store I was working at in Jackson, Mississippi was acquired by Sterling in approximately August, 2000. After the acquisition, I became Assistant Manager of Kay's, store number 678 in Jackson, MS. I remained in that position until approximately February, 2006, when I was promoted to Store Manager. In approximately January, 2009, I transferred as Store Manager to Kay store number 683 in Ridgeland, Mississippi. I remained in that position at that store until February, 2011, when my employment with Sterling ended.
3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees. Employees are informed of this policy when they are hired and reminded about it whenever they get a raise. I specifically recall being told about this policy by District Manager Barb Winans, and later by District Manager Bill Williams. As Store Manager, I followed this policy and reminded my employees not to discuss their rate of pay with other employees when I informed them about their raises.
4. Because of that policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. For example, in approximately 2004, while I was Assistant Manager at store number 678, a

young male, **Male Employee** was hired at another store in my district as an Assistant Manager. He was unhappy with his pay and he told me that he was hired at around \$29,000 annually. At that time, my annual rate of pay was approximately \$26,000, even though I had been with Sterling for approximately four years, and had many more years experience than he had.

5. Right around this time, a new Store Manager **Male Employee** was brought into another store in my district. He was also very young and in light of that didn't have much experience compared to me. Around that same time, I accidentally saw a list of employee salaries in my district. Although I do not remember specific salary amounts, I did notice that he was hired at a higher rate of pay than female managers I was aware of who had more experience and tenure than he.
6. While I was Store Manager at store 678, I had a female Assistant Manager, Donna McCollum, who was an absolutely perfect employee and person. In approximately the fall of 2007, District Manager Bill Williams decided that he wanted a male, **Male Employee** in that position and required me to demote Ms. McCollum, so that **Male Employee** could be given her position. Ms. McCollum's pay was reduced as a result of this completely arbitrary demotion.
7. Not only was **Male Employee** not as qualified an Assistant Manager as Donna McCollum was, I believe that he was also paid more than she was. As Store Manager, one of my duties was to evaluate and discuss raises with store employees. I did this regularly with Ms. McCollum. However, once I was forced to demote her and **Male Employee** was given her position, District Manager Bill

Williams overrode me and was the only person who could give evaluations to or discuss raises with **Male Employee**

8. The same issue with pay happened with another male Assistant Manager in my store, **Male Employee**. Although his salary affected the bottom line of my store, I was not allowed to know his income or what his raises were. District Manager Bill Williams would come to the store to discuss this with him. Williams never did this with the female Assistant Managers in my stores.
9. **Male Employee** was my Assistant Manager beginning in approximately 2009. Although I was never permitted to know his salary, he told me enough facts about what his salary was for me to infer that he was making more than I was. He also mentioned at one point that he was hired at \$12.50/hour, which was completely out of line compared to what females at my stores were hired at. The average starting wage for a female employee at that time in that district was usually around \$7 or \$8/hour.
10. My salary as Store Manager of the Ridgeland store was about \$10,000-\$12,000 less than the salary of the store's previous male Manager, **Male Employee**. I am aware of this because we are friends and he told me what he was making. He transferred from store 678 to 683 in approximately 2006 and received a large pay bump because 683 was higher volume. When I transferred from store 678 to store 683 approximately three years later, I did not receive any increase in salary.
11. During my employment at Sterling, I also observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting

system. Promotion decisions were instead made by Sterling's District Managers behind the scenes, often involving selections when Sterling notified only those employees it was already interested in promoting about specific management openings. More recently, Sterling has implemented a procedure where employees can formally state on a computer system that they are interested in moving or if they are ready for a promotion. In practice however, promotional decisions are still made by the District Managers, who are under no obligation to promote the most qualified or experienced candidate over their personal choices.

12. Although there was no formal procedure by which employees could express their interest in promotions, I did make it known to my District Managers from the beginning of my employment at Sterling that I was interested in promotions. I also exhibited this interest by being an exemplary employee. For example, I always made President's Club as an Assistant Manager (and later as a Store Manager). Even though District Manager Bill Williams was aware of my interest in promotions I was never informed of at least several Store Manager positions for which I was qualified, and they were instead given to less qualified, less experienced males.

13. The first Store Manager position that I am aware of that was given to a less qualified male was sometime around 2004, when **Male Employee** was promoted to a Store Manager position at a store in my district. I did not even know the position was available until after it was announced that he had been hired.

Male Employee had very little experience compared to me, since I had been working at

the same store for almost 10 years, approximately four of which were as Assistant Manager.

14. In approximately January 2009, the store that I was managing was slated to close.

Although there was another Store Manager position open in my district, I was not assured of being given that job. There was a period of about three weeks where I was not sure what my position was going to be or which store I would be moved to. Although I was eventually given the Store Manager position at the store with the opening, I was later told by my District Manager, Bill Williams, that the job was first offered to a male employee, but that he had turned it down so they offered it to me.

15. In approximately 2008, I heard about an open position for an Auditor job. I was

an excellent candidate for this job as my stores had always had excellent audits and inventory. Prior to working at Sterling, I also had worked at an inventory company as a team leader in an auditing position. I contacted the person in

charge of this position, Brad Yarris, about my interest and qualifications. I never received a formal interview and later found out that a less-qualified male, Male Employee

[REDACTED] was hired for this position. I believe that Male Employee

[REDACTED] was less qualified than I was because when he came to my store to conduct an audit, it was obvious that I knew more about the process and procedures than he did.

16. Even when women were promoted to management positions and performed

excellently, they were still at risk of being demoted at the whim of the District

Manager so that males could be promoted in their place. This was evidenced by the fact that I was required to demote my excellent Assistant Manager, Dana

McCollum, so that my District Manager could promote a male, **Male Employee** to her position.

17. Sterling allowed male employees to get away with serious violations that were against company policy, while at the same time, taking adverse action against female employees, for minimal or non-existent offenses. For example, during conference calls, District Manager Bill Williams would often criticize and berate female Store Managers on the phone for no good reason until they were crying. He never spoke to the male Store Managers like that. At an in person managers' meeting in November 2010, he berated a female Store Manager so badly, for no reason, even after she asked him to stop talking to her like that, that another manager got up and left the room because she was personally embarrassed at the spectacle.

18. On the other hand, my male Assistant Manager **Male Employee** was not only never spoken to in a harsh manner by Mr. Williams, he was permitted to seriously violate many company policies with complete impunity. During the approximately two years that he was my Assistant Manager, I estimate that I wrote him up more than approximately ten different times for various violations. Additionally, I often spoke to District Manager, Bill Williams about the violations he was committing, yet Assistant Manager **Male Employee** was never reprimanded in any way of which I am aware.

19. For example, **Male Employee** often left the store when he was not supposed to; he had trade-in violations; he let customers take merchandise that did not belong to them; he gave repairs away; he came to work under the influence of

alcohol, and in fact didn't show up to open the store the morning after he received a DUI; and he took a credit application over the phone and signed the customer's name to the application. I reported all of these violations and more, but everything he did was always swept under the rug.

20. Another example of how Sterling views its female employees is evidenced in the way that it condones sexual harassment of its female employees by senior male management. At the annual Florida Managers' Meetings held in [REDACTED] Annual Managers' Meeting there was often excessive drinking and partying and overtly sexual behavior between senior male management and store level female managers. No attempt was made to even hide this behavior. There was always talk about my [REDACTED] having affairs with various subordinate female employees. I often witnessed this [REDACTED] telling one of my seasonal employees how good she looked and trying to talk her into going out with him. At one point in approximately 2008, he found out that she had purchased a home near where he lived and told her that they could meet anytime for drinks since they live in the same general area.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

3rd day of March, 2012.

Kathie Ellingburg
Kathie Ellingburg

A89

DECLARATION OF CANDICE ELLIS

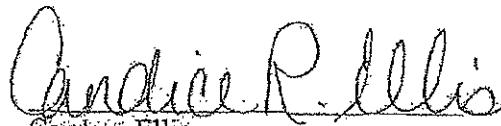
1. My name is Candice Ellis. I am a female, over the age of 21, who resides in Saratoga Springs, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in September 2003, at the Belden store in the Wilton Mall, in Saratoga Springs, New York. I was an office worker and provided sales help on an as-needed basis. I continued in that position until I left the company in February 2004.
3. I began working for Sterling again in June 2007, as a Sales Associate at the Kay store in the Wilton Mall, in Saratoga Springs, New York. I worked at that store until April 2008, when I transferred to the Belden store in the same mall as a Sales Associate. I continued working as a Sales Associate at that store until the end of August 2008.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. District Manager Joanne Falta and Store Manager Marie Harrington told me that I should not discuss my pay with other employees when I was first hired by Sterling in 2003. Because of this policy, it was difficult for women to identify instances where they were paid less than similarly qualified male employees doing the same job.
5. Job openings and promotional opportunities were not posted via a formal job posting system. I only learned of promotional openings through word of mouth.
6. In approximately February or March 2008, Store Manager Wendy Ayila told me that District Manager Joanne Falta told her to get two female Sales Associates to

post online for Assistant Manager positions. In conversation with Avila, I learned that Falta instructed her to get Sales Associates Heidi Bull and Jen Ferrara to use the company's intranet system to post for Assistant Manager. Avila told me that Ferrara did not want to be an Assistant Manager, but that Falta wanted her to get Ferrara to post anyway for the position. It appeared that Falta was trying to fill some kind of quota.

7. In conversation with Ferrara around the same time, she told me that she did not want to post for the Assistant Manager position but that she did so because Avila told her to.
8. When I returned to employment with Sterling in June 2007, I was not told about the intranet posting system. One day at work in June 2007, I asked Assistant Manager Sara Rion what I should do if I was interested in management. Rion replied that I should talk to Falta, and that Falta would tell me whether to post. Rion said that if I was interested in management that I should have a conversation with Falta, and that, "Jeanne [Falta] decides who posts." I asked what "posting" was, and Rion explained it was the company's intranet system that employees were to use to apply for management jobs.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

25th day of August, 2008.


Candace Ellis

A90

DECLARATION OF MEGAN EMERSON

1. My name is Megan Emerson. I am a female, over the age of 21, who resides in Ward, Arkansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2005, as a Sales Associate at the Kay store in the McCain Mall in North Little Rock, Arkansas. I continued in that position until approximately August or September 2006, when I was promoted to Third Key at that same store. I continued in that position until December 2006, when I became the acting Assistant Manager at that same store. I continued in that position until February 2007, when I was promoted to Assistant Manager at that same store. I continued in that position until June 2007, when I left the company.
3. I again worked at Sterling beginning in September or October 2007, as a Sales Associate at the Marks & Morgan store in Tampa, Florida. I continued in that position until December 2007, when I left the company.
4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay. For example, when I was first hired, Assistant Manager Brittany Skidmore told me not to tell others what I was paid. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.

5. For example, Nate [Male Employee] was hired as a Sales Associate at the Kay store in the McCain Mall in early 2007. [Male Employee] told me that he was paid \$12.50 an hour. At that time, I was Assistant Manager and was paid only \$10.40 an hour. I did not complain to Store Manager Brittany Skidmore because I knew from conversation with her that she fought for the highest pay she could get for me, but that pay rates were set by the supervisor above her.
6. I did not complain to District Manager Dan Waltchack about this pay difference either, because I believed from past experience that it would be futile. For example, when I was promoted to Assistant Manager, Waltchack promised me a \$1.50 raise. At that time I was paid \$9.00 an hour as a Sales Associate. After I received my first paycheck as Assistant Manager, I noticed my hourly pay rate was \$10.40, instead of the \$10.50 as promised. I complained to Waltchack, who laughed and told me he wasn't going to bother fixing anything that insignificant. If Waltchack would not correct a \$.10 error, I did not believe that complaining about earning more than \$2.00 an hour less than a male subordinate would make a difference.
7. In 2007, [Male Employee] was hired as a Sales Associate at the Kay store in the McCain Mall in which I worked. He told me that he was paid \$10.50 an hour. At that time, this was more than the \$10.40 an hour I was paid as Assistant Manager.
8. [Male Employee] was an Assistant Manager at the Kay store in the Park Plaza Mall, in Little Rock, Arkansas, at the same time in 2007 that I was an Assistant Manager at the Kay store in the McCain Mall, in North Little Rock. [Male Employee] told me that he was paid \$13.50 an hour; at that time I was paid only \$10.40 an hour.

9. **Male Employee** was a male Sales Associate at the Kay store in the McCain Mall in North Little Rock, Arkansas. In 2005, he told me that he was paid \$9.50 or \$10.00 an hour. At that time I was a Sales Associate and was paid only \$9.00 an hour. Further, I got \$9.00 an hour only after Store Manager Brittany Skidmore fought hard for it. Her supervisor, District Manager Dan Waltchack, insisted that I was to be paid only \$8.00 an hour.
10. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling wanted to promote were told of specific management openings.
11. During my employment at Sterling, I also observed that women experienced sexual harassment. While at work, Sales Associate **Male Employee** told me that he had a dream in which he had sex with me. This made me uncomfortable. I did not complain because I feared retaliation if I did so.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

10 day of April, 2009.


Megan Emerson

A91

DECLARATION OF PAM ERHARDT

1. My name is Pam Erhardt. I am a female, over the age of 21, who resides in Ellenton, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. In approximately February 2002, I started working as a Sales Associate at Kay, store number [REDACTED], located in [REDACTED] in [REDACTED] Indiana. In approximately September 2002, I was promoted to Assistant Manager. I left Sterling in approximately October 2003. In approximately July 2005, I returned to work for Kay after moving to Florida and worked as Third Key in store number [REDACTED], located in [REDACTED] in [REDACTED] Florida. In approximately November 2007, I left Sterling.

3. During my employment at Sterling, I observed that the company had a policy prohibiting its employees from discussing their pay. I believe it was during a store meeting that I learned from Store Manager Donna Bartl that employees could be terminated for discussing their pay. As a result, I never witnessed anyone discussing pay, which made it difficult for me and other female employees to identify instances where we were paid less than male employees for performing the same jobs.

4. I believe that women were paid less than men for performing the same jobs. For example, when I started as a full time Sales Associate, my rate of pay was approximately \$9.00 per hour. When I was promoted to Assistant Manager, my pay was increased by one dollar per hour. After moving to the Bradenton store, I worked with Assistant Manager [REDACTED] Male Employee who I believe made more than I did as an Assistant Manager, because he was always spending his money and drove a nice car. He could not have afforded his car and spending habits based on a \$10.00 per hour pay rate. I never tried to confirm my suspicions out of fear of losing my job.

5. During my time at Sterling, I believe women were discriminated against because of the manner in which promotions were made. Promotional opportunities were not posted in the store. Openings for salaried positions were not announced. In addition, there was no formal or computerized process to express interest in promotions. Instead, employees would tell their Store Manager when they were interested in a promotion to Assistant Manager or above and ask that the Store Manager pass this information to upper management. In the two stores where I worked, the employees were mostly female and I am not aware of any of them being informed of Store Manager positions available or being encouraged to apply for these positions.

6. I was effectively deterred from applying for promotional opportunities at Sterling because I knew there was sexual discrimination and harassment against women in upper management. For example, Donna Bartl told me that at the Florida Managers' Meeting, female employees would spend the night with senior male employees because it was rumored that it would lead to a promotion. This rumor did not surprise me because I was aware that my District Manager, [REDACTED] was very intimate with the Executive [REDACTED], [REDACTED]. [REDACTED] would call [REDACTED] "honey" and [REDACTED] when talking to him on the phone. When [REDACTED] came to visit the store, he and [REDACTED] [REDACTED] would leave the store together and return hours later. When they returned, [REDACTED] clothing and hair would be disheveled.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 28 day of July, 2012.


Pam Erhardt

A92

DECLARATION OF JACQUELINE FARRELL

1. My name is Jacqueline Farrell. I am a female, over the age of 21, who resides in Holbrook, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in November 2004, as an Assistant Manager at the Belden store in the Hanover Mall, in Hanover, Massachusetts. I continued in that position until October 2005, when I became a Sales Associate at that same store. I continued in that position until November 2006, when I transferred as a part time Sales Associate to the Kay store in the Southshore Plaza, in Braintree, Massachusetts. I have continued in that position to the present.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Mark Persons when I first started working for Sterling, that employees were not to discuss their pay with other employees, and that it was grounds for discipline. I was also told this throughout my career by Store Managers. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of a male employee being paid more than I for doing the same job because I learned his pay during conversation.
4. **Male Employee** was a Manager In Waiting, then a Store Manager for a couple weeks when he stepped down in 2007 to a Sales Associate position because he did not like being a Store Manager. We worked together at the Kay store in the

Southshore Plaza, in Braintree, Massachusetts. In June 2008, [Male Employee] told me that he was paid \$16 an hour as a Sales Associate. At that time I was paid \$10.35 for the same job. At that time I had been with Sterling for two to three years longer than [Male Employee] and had worked as an Assistant Manager for the company.

5. During my employment at Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system.
6. I learned of Sterling's online system for expressing interest in promotions from another Sales Associate, Georgia Bean, around November or December 2007. Our Store Manager, Chris Newton, did not tell employees at the store that we must use go online and post interest in promotions if we were interested in promotions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this


4th day of February, 2008.


Jacqueline Farrell

A93

DECLARATION OF PAMELA FEARN

1. My name is Pamela Fearn. I am a female, over the age of 21, who resides in Jersey City, New Jersey. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as an office associate at Kay store number 136 in New York City, New York in approximately August 2006. This is a stand-alone store and is larger than the typical Kay store. Within approximately a month or two, I was assigned sales quotas and worked exclusively on the sales floor. I remained in this position until I left Sterling in approximately June, 2007.
3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees. I am aware of at least one employee who was disciplined for discussing her rate of pay with other employees.
4. Because of that policy, it was difficult for me or other women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. For example, in approximately the early summer of 2007, a female Store Manager, **Female Employee** told me that she was paid less than **Male Employee** **[REDACTED]** who was Store Manager of the store where I worked, who was male. **Female Employee** told me that she learned this from the male, **Male Employee** **[REDACTED]** The store she managed was another freestanding Kay store in Chicago and was comparable in size and market to the New York store.

5. I initially applied at Sterling for a sales position in 2006. Prior to being hired at Sterling, I had the following retail sales, retail management, or jewelry experience: (1) A degree in jewelry design; (2) Approximately nine (9) months employment at a retail store, six (6) of which was in management; (3) Approximately six (6) months at AVF Production working with a master jeweler specializing in making high-end jewelry; (4) Approximately one year with  Rena S. Young Designs as a part-time jewelry maker and also assisted in setting up wholesale trade show spaces; and (5) Additional jewelry industry experience assisting in the set-up of a jewelry display at a trade show for Rapz Jewelers and through selling two jewelry designs I had made to Tiffany & Co. Jewelers.
- Notwithstanding all this experience, when I was hired at Sterling, I was assigned to work in the office, not on the sales floor. Shortly after I was hired, two males, who had just graduated from high school and had little to no retail experience and no jewelry experience, were hired and immediately put on the sales floor. I wanted the Sales job, because sales people have a higher base hourly wage and, because of commissions, have an opportunity to make more than office staff. Given my better qualifications than both of these males, it appeared the only reasons I was denied the sales position was because I was female.
6. During my employment at Sterling, I also observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers

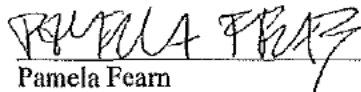
via a system where Sterling notified only those employees it was already interested in promoting about specific management openings.

7. Because there was no formal procedure whereby employees could express their interest in promotions, I believed that if I worked really hard and was an exemplary employee, that my managers would recognize that and would offer me promotions as they became available. For example, although I was hired to work in the office, I took every opportunity I could to get out on the floor and sell. After just a few months, I had the third-highest sales volume in the store. Eventually, although I was not officially a trainer, new employees often were assigned to shadow me to learn company procedures. However, I was never approached about a promotion. During my employment at Sterling, I witnessed approximately six people receive promotions. All except two of them were given to males.
8. In approximately March or April 2007, I was shadowed by a male, **Male Employee** [REDACTED]. I trained him how to perform tasks like credit applications. After a short while, he was promoted to a Store Manager position and transferred to another store.
9. In approximately November 2006, **Male Employee** [REDACTED] a male, was hired as a sales associate. Although he had more sales experience than I did, he was completely unaware of Sterling's policies and procedures. He did not understand the company software and did not know how to fill out a repair bag. Nevertheless, he was quickly promoted to Diamond Department Manager. I believe **Male Employee** [REDACTED]

was no more qualified for this job than me, and I would have accepted that promotion if offered.

10. In approximately the middle of my employment with Sterling Male Employee a male from corporate headquarters, was visiting our store. I remember being surprised when he suggested to one of the female employees that she should look into getting manicures. He did not make this suggestion to any of the male employees.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 8th day of March, 2012.


Pamela Fearn 3/8/12

A94

DECLARATION OF CHRISTINE FERRERI (F.K.A. CHRISTINE EDWALL)

1. My name is Christine Ferreri, formerly known as Christine Edwall. I am a female, over the age of 21, who resides in Rochester, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") as a part-time Sales Associate in approximately March, 2002 at Kay Jewelers, Store [REDACTED] in [REDACTED] Ohio. After a couple of months, I became a full-time Sales Associate. In approximately June or July, 2006, I was promoted to Assistant Manager of a Kay Jewelers store in Mason, Ohio. After acting as Assistant Manager for about three months, I was promoted to Store Manager of the Kay Jeweler's store in Crustview, Kentucky. I performed well at the Kay's in Crustview, and in approximately March or April, 2008, I was transferred to a higher volume Kay Jewelers, Store 1714, in Springdale, Ohio as Store Manager. I worked at this store until approximately June 2009 when my employment with Sterling ended.

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. I was reminded about this policy frequently throughout my employment with Sterling. Discussing one's pay with co-workers was prohibited at Sterling. Because of this policy, it was generally difficult for women to identify instances where we were paid less than male employees performing the same job. In fact, even as a Store Manager, the male Sales Associate that I managed in Springdale, Ohio, [REDACTED] had "salary" listed as

his rate of pay so I could not identify whether he was paid more than me, even though I was his Store Manager.

4. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Rather, Sterling utilized a "tap-on-the-shoulder" method of promoting. Because of the manner in which promotions were made at Sterling, employees would not necessarily know if a management position was opening and there was never an opportunity to apply for the position. It seemed promotions were always done secretly. If someone in management was terminated or left Sterling, we would find out about it after the fact, along with the name of the individual who had already been placed in that position. The District Manager and Regional Vice President would discuss who they wanted to promote to Assistant Manager or Store Manager, and would ultimately decide who would be promoted. As a Store Manager, I was not able to make pay or promotion decisions. Those decisions were made by upper management. As a Store Manager, I was aware of several occasions in which Sterling passed over internal female candidates for promotion and instead hired males from outside the company to fill the management positions. This seemed to be a regular practice at Sterling. For example, Sterling hired a male named **Male Employee** from outside the Company to fill the position of Store Manager at Osterman's, I believe Store 134, in Springdale, Ohio instead of promoting an equally or more qualified female from within Sterling. I also observed that males tended to be promoted faster than females. For example, a male Sales Associate in my district named

Male Employee was quickly promoted to Assistant Manager after he was hired and continued to be promoted again and again, each time to a higher volume store, whereas I was a Sales Associate for approximately four years before Sterling promoted me to Assistant Manager.

5. Until late 2000s, there was no formal way for an employee to register his or her interest in being promoted. I first heard about the Career Advance Register ("CAR") in the late 2000s. Sterling did not widely publish or promote CAR while I was at Sterling. Sterling never provided me with any training on CAR, nor did it direct me to train the employees I managed on CAR, or to instruct them to register with CAR. I never registered my interest in being promoted with CAR while working for Sterling.

6. Sterling encouraged its female Sales Associates and female Managers to "do whatever you need to do" to increase our sales, including wearing low cut tops and other provocative clothing. I was frequently told by my District Managers when I was a Sales Associate and when I was a Manager to "do whatever I needed to do" to get sales. Other female employees with whom I worked also advised me that they had been told the same thing.

7. During my employment with Sterling as a Store Manager, I attended two **Annual Managers' Meeting** Managers' Meetings, in approximately 2007 and 2008. The **Annual Managers' Meeting** Managers' Meetings were attended exclusively by Sterling management, the upper management of which were mostly male. There were many more men who attended these meetings than women. During the day, it was all business, however, in the evening and into the night, there was an excessive amount of drinking, as well as liaisons between male and female management. Sterling would encourage this excessive drinking and partying by telling

its management employees to take the left over alcohol on the tables after dinner. Sterling male and female managers would frequently hang out by the pool areas in the evenings and into the night, drinking, and sometimes skinny dipping. At one of the meetings I attended, there was one such skinny dipping incident involving male upper management (District Manager and above) and female managers, quite a few of whom took their clothes off and went into the pool. At these meetings, it was widely known that there was a lot of sleeping around, typically between male upper management and female Store Managers. In fact, it was rumored that [REDACTED] had an affair with a Store Manager at one of these ^{Annual Managers Meet} [REDACTED] Manager's Meetings, and that he eventually divorced his wife at the time and married the female Store Manager with whom he had the affair. When attending these meetings, I observed male District Managers, some of whom were married, consorting with female Store Managers in the evenings, drinking together and in close proximity to one another. It was obvious they wanted to be together intimately, and it was rumored that they were.

8. On approximately April 5, 2006, I was interviewed by Sterling through one of its attorneys. I was working as a Sales Associate at Kay Jewelers, Store [REDACTED] in [REDACTED] Ohio at the time. Sterling conducted the interviews in a vacant store front in the mall in which Store [REDACTED] was located. Sterling put a desk in the vacant store front to conduct the interviews from, and our Store Manager assigned me and my co-workers time slots in which to be interviewed. Each interview took approximately one-half hour to forty-five minutes and everyone in the store was interviewed. I did not ask to be interviewed. Either our Store Manager or District Manager told us we were required to be interviewed – it was mandatory. We were not told why we were being interviewed and everything

was very “hush hush.” Someone in our district had recently been fired and my co-workers and I, having no other information or explanation from Sterling, assumed the interviews were related to that incident. I was very concerned about my job security when answering questions from Sterling’s attorney and felt compelled to participate in the interview. I was unsure if my job was in jeopardy. I was alone with the male attorney in the vacant store front for the duration of the interview. At the end of the interview, Sterling’s attorney handed me a statement to sign. I did not feel like I had a choice other than to sign the statement because I was concerned about losing my job if I did not.

9. A few months ago, I received a letter from Sterling with my March 21, 2006 declaration attached. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had “signed a declaration under oath,” and notified me that it had “attach[ed] a copy of [my] declaration for [my] convenience.” Sterling then alerted me that attorneys for the women who filed the arbitration complaint might contact me to discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a “Christina Janice at (303) 665-6168” if I had any “concern[s] about how [I was] being treated by either [Sterling] or attorneys representing individuals suing [Sterling] in relation to this matter.” Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

10. I found the language in Sterling’s letter telling me that I had signed the attached declaration under oath somewhat intimidating because many provisions in the declaration, which I signed while I was a Sales Representative and before being promoted

to management, were no longer accurate based on my experiences since signing. For example, paragraph 9 which states "I believe that I am fairly paid and that my pay rate, raises, and incentives are set without regard to gender" is no longer accurate. After being promoted to Assistant Manager and then Store Manager, I observed and was made aware of more issues than I did as a Sales Associate. I believe male employees at Sterling were paid more and promoted more quickly than female employees at Sterling. I also believe there were male employees promoted over female employees who were just as or more qualified (see paragraph 11 of the 2006 declaration). In addition, the statement in paragraph 12, "I have never reported a complaint of discrimination or harassment to management and I am unaware of any other employee doing so," is not accurate. While working at Kay's in Cincinnati, a male employee named [Male Employee] came up extremely close to me and was screaming in my face right in front of my Store Manager, [Male Employee] (male). The male employee screamed that I was "just a woman and should be home cleaning the house." I looked over at [Male Employee] who was sitting right there, and he said nothing and did nothing. I asked [Male Employee] if he was going to say something to this male employee who was yelling at me and making sexist remarks, and [Male Employee] said, "no, not right now." I told [Male Employee] that if he did not talk to [Male Employee] I was going to call the TIPS line. I called the TIPS line, which takes complaints and forwards them to Sterling, who then speaks with the complainant's District Manager, and reported the complaint. After receiving my complaint of harassment and discrimination, Sterling asked my District Manager, [Male Employee] if I was a "troublemaker." I know this because [Male Employee] related this information to me after-the-fact. Retaliation was widely feared at Sterling,

and this comment confirmed those fears for me. Thankfully Male Employee told them that I was not a troublemaker, and I received no repercussions for reporting the complaint.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 22 day of January, 2013.


Christine Ferreri

A95

DECLARATION OF BRIDGETTE FETERICK

1. My name is Bridgette Feterick. I am a female, over the age of 21, who resides in Hobart, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as an office associate at the Osterman Jewelers store in the South Lake Mall, Merrillville, Indiana, in 1994 and remained in that position for approximately three years. I then became office manager until 2007 when I became a part-time office associate.
3. During my employment at Sterling, I have observed that Sterling had and has a policy prohibiting its employees from discussing their pay with other employees. I was told about this policy from day one at Sterling. I recall my Store Manager Donna Orosz specifically informing me of this policy.
4. Because of that policy, it was and is difficult for women to identify instances where they were paid less than male employees performing the same job. However, one such event occurred in approximately 1999 when a new male employee named **Male Employee** came to me with his paycheck because he thought there was an error in it and wanted my assistance. I was shocked to see that he was being paid more than I was. As far as I knew **Male Employee** had no prior jewelry experience while I had been working at Sterling for several years. When I complained to my District Manager Greg Waitman about this unfairness in pay, Waitman agreed to raise my pay to match that of the male. Had I not inadvertently discovered this pay discrepancy and been able to complain to Waitman, I am confident that my pay would not have been increased. Another example of pay

disparity between a male employee and a female employee occurred in 2007 when I learned that a male sales associate named [Male Employee] was earning more than a female sales associate named [Female Employee] [Female Employee] had been with Sterling longer than [Male Employee] yet she was paid less.

5. During my employment at Sterling, I have also observed that women experience discrimination because of the manner by which promotions were and are made. Job openings and promotional opportunities are not posted via a formal job posting system, although Sterling has recently started a new system that supposedly allows employees to indicate their interest in certain jobs. Promotion decisions are instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notifies only those employees it is already interested in promoting about specific management openings.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 18th day of February, 2010.



Bridgette Feterick

A96

DECLARATION OF EILEEN FLASKA

1. My name is Eileen Flaska. I am a female, over the age of 21, who resides in Traverse City, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in July 2007, as a Manager In Waiting at the Osterman store in the [REDACTED] in [REDACTED] Michigan. I continued in that position until late October 2007, when I became the Assistant Manager at the same store. I stayed in that position until May 2008, when Sterling terminated my employment.
3. While employed at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. Store Manager [REDACTED] and District Manager Nancy Marsh told me during my initial interview that employees should not discuss how much they were paid among each other. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees doing the same job. Nevertheless, during the course of my employment, I learned the pay of some employees.
4. For example, I learned from conversation with [REDACTED] Male Employee a Sales Associate at our store, that she was paid less than \$10.00 an hour. [REDACTED] Male Employee had worked for Sterling at least 5 years.
5. I learned that a male Sales Associate, [REDACTED] Male Employee made \$10.00 an hour. He had been with Sterling for about a year and a half, and had no prior retail jewelry experience. He told me that he previously worked as a bartender. In [REDACTED]

learned his pay in 2008 from a piece of company mail that had been delivered to our store that listed employees' pay on it.

6. I learned from [Male Employee] that around the end of June 2008, District Manager Nancy Marsh told her she received a \$.04 raise, and said, "Now you can't say [Male Employee] makes more than you."
7. In 2008, I learned that a male Sales Associate [Male Employee] was paid \$17 an hour. I learned his pay from a piece of company mail that had been delivered to our store that listed employees' pay on it.
8. During my employment at Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system, nor were they available anywhere to look at.
9. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed interest in becoming a Store Manager during my initial interview with District Manager Nancy Marsh. I also expressed this interest in my separate telephone interviews with Sterling Vice Presidents Dave Light and Joe Gifford.
10. Typically at Sterling, when someone is hired as a Manager In Waiting, that person is then promoted to Store Manager. Instead of Store Manager, I became only an Assistant Manager in October 2007.
11. In January 2008, Marsh spoke to me about becoming the Store Manager at the store. I expressed interest in the position. Marsh ultimately promoted [Male Employee] to Store Manager. He was subsequently demoted to Sales Associate for poor performance as Store Manager.

12. I observed that other female employees at Sterling experienced discrimination in promotions. For example, [Female Employee] was a Sales Associate at the store who told me that she was interested in becoming an Assistant Manager. When there was an opening for a second Assistant Manager at the Kay store in the [redacted] [redacted] in approximately April 2008, [Female Employee] expressed interest in the position to the Kay Store Manager Adam (LNU) and District Manager Nancy Marsh. Instead of promoting [Female Employee] Sterling promoted a male Sales Associate, [Male Employee] who had been with the company for approximately three months, and who did not have prior jewelry experience. Before coming to Sterling [Female Employee] had worked at a jewelry kiosk and at a Fred Meyers jewelry store.

13. I also experienced sexual harassment during my employment with Sterling. For example, Store Manager [redacted] made sexually inappropriate comments about women. He would say things such as, "Look how she's stacked" or, "Boy, does she look hot." [redacted] made these comments in August and September of 2007.

14. I also heard a male Sales Associate [redacted] say to Christie (LNU), a Sales Associate, "Your cleavage is showing." [redacted] also said, "Just cause I'm older doesn't mean I don't like to look." This occurred in 2007 at the store.

15. My employment with Sterling was terminated May 1, 2008. I was told it was because I did not meet my sales goals. My Store Manager, [Male Employee] wrote me up on April 14, 2008, for failing to meet my sales goal for that day. I observed that [Male Employee] only met his sales goal for the day because about a minute before the store closed, he rang up a \$4,500 sale to his father-in-law. Furthermore, his father-in-law was not present in the store; rather, [Male Employee] rang it up to his credit

account, which ^{Male}Employee had applied for in his absence. These actions were against Sterling policy. When ^{Male}Employee told me my employment was terminated because I was not meeting standards, I told him that maybe I should have rung up some sales to my father-in-law. ^{Male}Employee did not reply. I found out from Bonnie Craven, a Sales Associate at the store, that the jewelry that ^{Male}Employee rang up to meet his sales standards had been returned to the store.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

10 day of October, 2008.

Eileen Flaska
Eileen Flaska

A97

DECLARATION OF TERI FLIPPIN

1. My name is Teri Flippin. I am a female, over the age of 21, who resides in Jetersville, Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately January 2003, I began working for Sterling Jewelers, Inc. ("Sterling") at Jared, store number [REDACTED] located in [REDACTED] in [REDACTED] Virginia. Initially, I held a clerical position in the repair shop. Within months, I was promoted to Polisher and then to Jeweler. In approximately June 2006 I was transferred as a Jeweler to Jared, store number 495, located in Short Pump Town Center in Richmond, Virginia for about three months before returning to Jared, store number [REDACTED] where I continued to work as a Jeweler. In approximately 2007, I began working in sales as a Repair Liaison at Jared, store number [REDACTED]. Around 2010 I was promoted to Sales Associate at Jared, store number [REDACTED], and I remain in that position today.
3. At Sterling, opportunities for promotion to management positions are not posted. Unlike other jobs where I worked prior to Sterling, I noticed that Sterling did not post promotion opportunities or job vacancies on bulletin boards. Promotion opportunities and job vacancies are communicated through word of mouth among employees. I, as well as other female employees, have regularly expressed desire to advance into management positions at Sterling but have not been given the opportunity to do so. Since 2010, at least three or four times a year and during at least one of my biannual reviews, I have told Store Manager [REDACTED] that I am interested in being promoted. [REDACTED] Female Employee and [REDACTED] Female Employee are also interested in being promoted at Sterling. [REDACTED] Female Employee has told me, as well as District Manager Joe Maisano, that she is interested in being

promoted to Diamond Department Manager. [Female Employee] previously held the Diamond Department Manager position at Jared, store number 495. I have also observed at Jared, store number 487, that [Female Employee] has been tasked with the job responsibilities of Diamond Department Manager, but she has not been promoted to the position. Ms. [Female Employee] has been employed at Sterling since around September 2009, and she has never been promoted.

4. I felt Mr. [redacted] was not taking my interest in promotion serious because his responses would not lead to a discussion of the possibility of my promotion. When I expressed my interest for promotion to Mr. [redacted] his response would usually be, "ok" or "that is something to think about." Mr. [redacted] responses were short and usually only a transition to a different topic or to end the conversation. I did not approach District Manager Joe Maisano to discuss being promoted because I had observed him ignore other female employees' requests for promotion. For example, around December 2012 [Female Employee] [redacted] spoke with Mr. Maisano about being promoted to Diamond Department Manager. Mr. Maisano assured [Female Employee] [redacted] that she would get the promotion, but to date, she has not been promoted to Diamond Department Manager.
5. The first and only time Mr. [redacted] discussed the possibility of promotion with me was during my biannual review in September 2012. As I would typically, I mentioned at the end of the review that I was interested in being promoted to a management position. Mr. [redacted] response was different this time, in that he did not transition to a different topic or end the conversation. Mr. [redacted] told me that if I met all of my goals, the next time there is a management position opening, I may have a chance at being promoted. I felt this goal was unreasonable, because at that time no one in the store was meeting their goals.

6. Around September 2012, I overheard Store Manager [REDACTED] and Assistant Manager Andrea Williams discuss promotion opportunities available for Sales Associate [REDACTED]. I was surprised to hear Mr. [REDACTED] say that he wanted [REDACTED] to be promoted into a management position within the next six months because Mr. [REDACTED] had just joined the company around June 2012. [REDACTED] had told me that he did not have previous jewelry experience and, prior to working at Sterling, he worked as a restaurant waiter. Almost every month since [REDACTED] began employment I have observed, by looking at the employee standards which are published and available in the store, that his standards are typically either the same as or below my standards. I have never heard of any female employees being considered for promotion in this short of a time period and with no previous jewelry experience. While working with Mr. [REDACTED] and Mr. [REDACTED] I often observed them sitting next to each other while laughing and talking for extended periods of time. I have not observed Mr. [REDACTED] being this friendly with female employees.
7. Female employees at my store are treated differently than Sales Associate [REDACTED] who is the only male Sales Associate at the store. For example, when Mr. [REDACTED] first started working at Sterling he would miss shifts on a weekly basis and there would be no disciplinary action taken against him. However, when Sales Associate Leigh A. Ragsdale missed her shift, she was verbally reprimanded by management. Mr. [REDACTED] would often verbally reprimand me as well when I missed shifts because my children were sick or my husband needed assistance due to his disability and health complications.

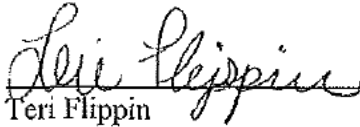
8. I have observed Store Manager [REDACTED] kissing Inventory Specialist [REDACTED] [REDACTED] on her cheek and lips, on more than one occasion at the store. Their intimate interactions at work made me feel very uncomfortable. I never complained about the inappropriate behavior and I doubt that any other employees complained, because I have heard other Sales Associates say that complaints to TIPS are not confidential and are usually not addressed or resolved by Sterling.
9. Around January 2013, Sterling started circulating weekly emails to employees directing us to log onto the Career Advancement Registry ("CAR") to register our interest in promotion. I do not recall this email being circulated on a weekly basis prior to January 2013, so I perceived it to be a change or update to the CAR system. After receiving the email, I logged onto CAR to register my interest in promotion to Timepiece Department Manager. I observed that there was a list of positions for an employee to designate which position they were interested in applying for, and some positions had "X" marked next to them. An "X" next to a position indicated that the employee who has logged on is not qualified to apply for that position. In order to be qualified to apply for the position, the employee has to meet the listed criteria designated for that position. In my case, there was an "X" next to Timepiece Department Manager. To determine why I was not qualified, I clicked on the "X", and the explanation provided was that I did not meet one of the listed criteria required to apply for Timepiece Department Manager. The criterion that I did not meet was that I had to be registered in CAR as a Manager-in-Training. [REDACTED] Female Employee had informed me that the District Manager determines which employee is selected to be a Manager-in-Training. [REDACTED] Female Employee explained to me that she was selected to be a Manager-in-Training by District Manager Mark Swink. I realized that

District Manager Joe Maisano would have to select me to be a Manager-in-Training in order for me to be able to register my interest in being promoted to Timepiece Department Manager. I felt discouraged because I knew that Mr. Maisano had promised other female employees, such as [Female Employee], that they would be promoted and then never followed through with the promotion. I thought the emails circulating in January represented an actual change in Sterling's promotion policy and I felt that I was finally going to have an opportunity to advance in the company. I was quite disappointed when I realized that the District Manager controlled whether I could actually register my interest to be considered for promotion to Timepiece Department Manager. Even though Mr. [redacted] told me he emailed Mr. Maisano to request that I be enrolled as a Manager-in-Training, I have still not been enrolled and am unable to register my promotion interest on CAR.

10. One year when Store Managers [redacted] and [redacted] returned from the Florida Managers' Meeting, they told me the Managers that attended were drinking alcohol excessively and having lots of sex.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 10 day of April, 2013.


Teri Flippin

A98

DECLARATION OF ARRIONE FOSTER


1. My name is Arrione Foster. I am a female, over the age of 21, who resides in Greensboro, North Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") from March 2007 to December 2007, as a Sales Associate at the Kay store in the Hanes Mall, in Winston-Salem, North Carolina.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told that by managers that employees were not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. I learned from a male Sales Associate, [Male Employee] that he was paid \$9 an hour. This was the same amount I made, even though [Male Employee] had no sales experience. I had three years sales experience, including at Liz Claiborne and at a formal wear store. During this conversation, when [Male Employee] learned he made as much as I did, he said, "Wow, I don't have any sales experience. I shouldn't be making the same as you."
5. During my employment at Sterling I also observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers

via a subjective "tap on the shoulder" system, in which Sterling only told those employees it was already interested in promoting about specific openings.

6. I was interested in promotions from the beginning of my employment at Sterling. I expressed this interest to my Store Manager Lilliana Ward during my initial interview. Ward did not tell me that I needed to go online and post my interest in promotions on the company's intranet.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

1 day of December, 2008.


Arrione Foster

A99

DECLARATION OF PAULETTE FRAZIER-MATTHEWS

1. My name is Paulette Frazier-Matthews. I am a female, over the age of 21, who resides in Sacramento, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately November 2000, as a Sales Associate at the Jared store in Sacramento, California. I worked in that position until approximately 2002 or 2003, when I was promoted to Diamond Department Manager. I worked as Diamond Department Manager until November 2007, when I was demoted to Sales Associate. I continued in that position until Sterling terminated my employment in May 2008.
3. While employed at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. My first Store Manager, Raymond Brown, told me not to discuss how much I was paid with other employees, and that I could get fired for doing so. Because of this, it is difficult to identify instances where female employees were paid less than male employees doing similar work.
4. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview with Store Manager Raymond Brown. I also told Regional Vice President David Everton that I was interested in becoming a manager when a number of store employees attended a training session at Sterling headquarters in Ohio in 2000, soon after I was hired.
5. I also expressed interest in promotions to Store Manager John Reed, and to District Manager John Masano, in approximately 2004.

6. I was passed over for promotion in favor of a less-qualified male employee in approximately 2001 or 2002. There was an opening at our store for a Diamond Department Manager, and I told Store Manager Raymond Brown that I was interested in this position. At that time I had been with Sterling for about a year and a half. Sterling promoted a male Sales Associate, [Male Employee] instead of me. I trained [Male Employee] when he was hired by Sterling and came to our store approximately a year after me. He had no prior jewelry experience and had been recruited from a sporting goods store.
7. I was also passed over for promotion to Assistant Manager in favor of [Male Employee] [redacted]. In approximately 2003 or 2004, our Assistant Manager Chuck (LNU) was demoted, leaving the position open. I told Store Manager John Reed that I was interested in this promotion. [Male Employee] was promoted to Assistant Manager instead of me, despite the fact I had been with the company longer and had a better sales record.
8. I was again passed over for promotion to Assistant Manager in favor of a less qualified male employee in approximately 2005 or 2006. At that time there was an opening for Assistant Manager at our store and I expressed interest in the position to Store Manager Jim Lewis. Sterling promoted Sales Associate [Male Employee] [redacted] instead of me. [Male Employee] had been with the company about a year; at that time I had been with Sterling 5 or 6 years and had been Diamond Department Manager for about 2 to 3 years.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 10

day of July, 2008.

Paulette Frazier Matthews
Paulette Frazier-Matthews

A100

Declaration of Evelyn Joyce Freeman

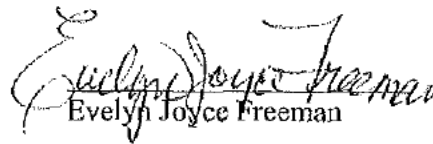
1. My name is Evelyn Joyce Freeman. I am a female, over the age of 21, who resides in Dothan, Alabama. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") from approximately February 1997 to November 2006. I began working for Sterling in approximately February 1997 as the Office Manager at the Kay store in the [REDACTED] in [REDACTED] Alabama. I stayed in that position for approximately a year and a half, when I became the Assistant Manager at that same store sometime in 1998. I worked as Assistant Manager for approximately one year, when I was demoted to Office Manager in approximately 1999. I worked in that position for approximately one year, and then was promoted to Assistant Manager at the same store in 2000. I was promoted to Store Manager at that same store in approximately 2001, and I stayed in that position until I left the company in approximately November 2006.
3. While I was at Sterling, I earned awards from the company based on my performance. For example, in 2004 and 2006 I won trips based on my performance. In 2006 I won a district-wide award for most consistent sales.
4. During my employment with Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other. I believe I was told by my first Store Manager, whose name I cannot recall, that I could be "let go" if I discussed my pay with other employees. As Store Manager, I enforced this policy.

5. During my employment with Sterling, I was not aware of job openings or promotion opportunities being posted in the store, or available anywhere for employees to look at. I observed that employees found out about promotion opportunities if they were approached by a manager who told them about such an opening, or after the fact when it was filled.
6. For example, when I was a Store Manager, and needed an Assistant Manager, the position was not advertised or posted. Instead, District Manager [REDACTED] discussed with me which Sales Associate at the store could be promoted to the position. [REDACTED] would later notify me which employee got the promotion, or whether an employee from another store would be brought in to fill it. I was *unaware of the decision-making process in selecting who received the promotion or who else in upper-management was consulted.*
7. I attended the ^{Annual Managers' Meeting} [REDACTED] Managers Meetings ^{Annual Managers' Meeting} [REDACTED] from 2001 through 2006. There was a lot of drinking at these meetings and they were like a wild party. Sometimes things got so out of hand that managers were sent home early from the event because they became too drunk or belligerent.
8. It appeared to me that at the ^{Annual Managers' Meeting} [REDACTED] male Store Managers and District Managers flirted with female Store Managers. I was not approached at the ^{Annual Managers' Meeting} [REDACTED] but the next morning I heard managers talk about who spent the night with whom.
9. It seemed to me that drinking was also part of the Sterling culture even outside the ^{Annual Managers' Meeting} [REDACTED] setting. For example, in May 2006, my District Manager [REDACTED] came to my store. We were remodeling and moving to a new store, and [REDACTED]

came in to the store to help pack up. We left around midnight, and I found out later that [REDACTED] took a number of the employees out to party.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 15 day of September 2012.


Evelyn Joyce Freeman

A101

DECLARATION OF JILL FUNDORA

1. My name is Jill Fundora. I am a female, over the age of 21, who resides in Pinellas Park, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in February 2004, as a Repair Liaison, at the Jared store in ^{St. Petersburg,} Florida. I continued in that position until March 2005, when I transferred to the Marks & Morgan store in the ^{Tyrone Square Mall} as an Assistant Manager. I continued working as Assistant Manager at that store until I left the company in November 2005.
3. I began working for Sterling again in May 2006, as Store Manager of the Marks & Morgan store in the ^{Tyrone Square Mall} in ^{St. Petersburg,} Florida. I continued in that position until January 2007, when I was promoted to Store Manager of the Marks & Morgan store in the ^{Countryside Mall} in ^{Clearwater} Florida. I continued in that position until October 2007, when I became the Third Key at that same store. I continued in that position until November 2007, when I left the company.
4. In 2006, I won an incentive bonus trip for my store's performance under my management.
5. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay, and that violations of that policy was ground for discipline, up to and including termination. As Store Manager, I enforced this policy with my staff.

6. Because of this policy, it is difficult for women to identify instances where they were paid less than males performing the same job. Nevertheless, based on my work experience at Sterling, I believe that women were paid less than men doing the same job. I also learned of instances in which Sterling paid its female employees less than male employees through conversation, and also in my capacity as Store Manager.
7. Pay rates for employees had to be approved by District Manager Dale Bowling. I sometimes proposed pay rates for employees I wished to hire or promote, but Bowling set the rate.
8. During my employment with Sterling, I observed that Bowling generally approved higher rates of pay for male employees than for female employees.
9. For example, when I was Store Manager of the Marks & Morgan store in the Tyron Square Mall, from May 2006 through January 2007, I observed a pattern in which female Sales Associates started at around \$8.00 an hour, and would be hired for around \$9.00 only if they had previous experience selling jewelry. However, I observed that male Sales Associates more often started at around \$9.50 an hour, regardless of their previous work experience.
10. In 2007, when I was the Store Manager of the Marks & Morgan store in the Countryside Mall in Clearwater, Florida, Male Employee was hired as a Sales Associate at \$13.50. He had previously worked for Sterling for approximately 5 years, and had been a Store Manager. However, when a female employee, Female Employee, wished to return to Sterling, Bowling would only approve \$10.00 an hour for her as a Sales Associate. I protested that \$10.00 an hour was

too low, and Bowling replied, "She ain't worth any more than that." [Female Employee] had previously worked for Sterling for 8 years, including as a Store Manager.

11. In 2006, at that same Marks & Morgan store, I needed to fill an Assistant Manager position. I approached Bowling and recommended [Female Employee] for the promotion, and asked to pay her \$14.00 an hour. Bowling replied that she was not worth it, and that he would never pay her that much again. However, in July 2008, [Female Employee] told me that she was being paid \$14 an hour as the Assistant Manager of the Kay store in the [Countryside Mall]. I asked her if she thought she received that pay rate as a result of the sex discrimination lawsuit against Sterling, and she replied, "Oh my god. You're probably right."

12. In approximately August 2006, female Sales Associate Yelano Dajordic was promoted to Assistant Manager at the Marks & Morgan store I managed in the [Tyron Square Mall]. Bowling would only approve \$11.00 an hour for her. However, in approximately 2006, [Male Employee] was hired from outside the company as an Assistant Manager at the Marks & Morgan store in the [Countryside Mall] at \$15.00 an hour. He was new to the company.

13. Female employees also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Sterling's District Managers instead made promotion decisions via a subjective "tap on the shoulder" system, in which the company notified an employee of a promotional opening only when it was already interested in promoting that particular individual. Other employees,

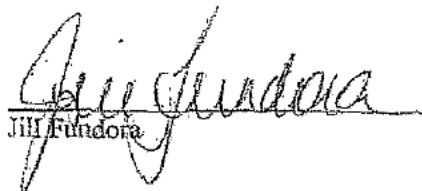
unaware of that opening, are unable to apply for it or otherwise express interest in it.

14. For example, I learned of the opening for Store Manager of the Marks & Morgan store in the ^{Countryside Mall} [REDACTED] in approximately December 2006, when District Manager Dale Bowling called me to ask me if I wanted the position. The company was going to fire the current Store Manager, and through Bowling's call I learned of the upcoming opening. Had Bowling not informed me of it, I would not have learned of that position opening.
15. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview in 2004, to Store Manager Tad Simon and Assistant Manager Anna Melton. In approximately March 2005, I interviewed with Dale Bowling for the Assistant Manager position at the Marks & Morgan store in the ^{Tyrone Square Mall} [REDACTED] in ^{SL} [REDACTED] ^{Petersburg} [REDACTED] Florida. During that interview I told Bowling that I would like to become a Store Manager. I continued to express my interest in becoming a Store Manager to Bowling. He did not tell me what I needed to do in order to be promoted.
16. After I became a Store Manager, I was interested in becoming a District Manager. I told Bowling in approximately 2006 that I wanted to be a District Manager. He did not tell me what I needed to do or learn to become a District Manager; instead he told me to just keep doing what I'm doing.
17. Despite expressing interest in becoming a District Manager, I was not invited to participate in any training programs to prepare me to become a District Manager.

18. I observed that other female employees at Sterling experienced discrimination in obtaining promotions. For example, I worked with Yelabo Dajordic, a female Assistant Manager, at the Marks & Morgan store at the Tyrone Square Mall in 2005. She told me she was interested in being promoted to Store Manager, but was told by her District Manager, Dale Bowling, that she was not ready. At that point I had been a Store Manager for several years, and observed from working with Dajordic that was in fact ready to handle the duties of Store Manager.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

26 day of August, 2008.


Jill Fundora

A102

SUPPLEMENTAL DECLARATION OF JILL FUNDORA

1. My name is Jill Fundora. I am a female, over the age of 21, who resides in Pinellas Park, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a declaration in this matter on August 26, 2008. In Paragraph 15 of my previous declaration, I misspelled the last name of Manager [REDACTED]. The correct spelling is [REDACTED].
3. In approximately July 2010, I was rehired by Sterling Jewelers Inc. ("Sterling") and worked in Jared The Galleria of Jewelry ("Jared") as a Sales Associate in store [REDACTED] located in [REDACTED] in [REDACTED] Georgia. In approximately March 2011, I was promoted to Assistant Manager of Kay Jewelers ("Kay"), store [REDACTED] located in [REDACTED] in [REDACTED] Georgia. In approximately July 2011, I was transferred to Jared, store [REDACTED] located in [REDACTED] in [REDACTED] Florida as a Sales Associate. A month later I was promoted to Diamond Department Manager. I resigned from Sterling around April 2012.
4. When I executed my previous Declaration, I had resigned from Sterling because I was unfairly demoted from Store Manager to Third Key Holder after taking time off pursuant to the Family Medical Leave Act.
5. I had witnessed many examples of sex discrimination with respect to pay and promotion, up until I left Sterling. For example, around 2007 [REDACTED] Male Employee who replaced me as Store Manager at Marks & Morgan Jewelers store [REDACTED] told me that he was paid \$45,000, while I had been paid only \$40,000 to work in the same position [REDACTED] Male Employee had no

jewelry experience, and I had over three years of jewelry and management experience at Sterling.

6. Shortly after being rehired by Sterling in July 2010, I realized the discriminatory practices by Sterling had not changed. For example, Sterling still prohibited employees from discussing pay. As a result, it was difficult for female employees to identify instances where they were paid less than male employees. And male employees were still earning more than female employees for performing the same job duties. For example, around April 2012, Sterling hired [Male Employee] as a Sales Associate in store [redacted]. [Male Employee] had previously worked for Sterling as a Store Manager. During his time as Store Manager, it was rumored among other Store Managers that the store lost \$1.4 million in sales for the year, and [Male Employee] quit Sterling before he could be terminated. Regardless of this record, he was rehired by Sterling and told me that his rate of pay was \$14.00 an hour as a Sales Associate. By contrast, when I was rehired as a Sales Associate in 2010, I was only paid only \$11.00 per hour in that position. And in 2012, when I was Diamond Department Manager, I was still only earning \$13.00 per hour despite the fact that I held a higher position within the company. [Male Employee] and I were equally as experienced in the jewelry business, but I was additionally a member of the President's Club and was told by my Store Manager that I had perfect standards.
7. During my time at Sterling, the company condoned and encouraged sexual harassment. For example, I attended an [Annual Managers' Meeting] Managers Meeting [Annual Managers' Meeting] in 2006. After the meetings during the day, Sterling organized social events for the employees in the afternoons and evenings. There was a lot of drinking and employees partying with each other until the early morning hours at these events. There was a lot of flirting among the

attendees, regardless of whether they were married. Spouses were not allowed to attend the ^{Annual Managers' Meeting} Employees would sit in each others' laps, dance closely and whisper intimately to each other. In the mornings, I would hear others discuss how one employee had spent the night with another employee. I did my best to distance myself from this unprofessional behavior and would go back to my hotel room shortly after dinner.

8. In addition, there was also sexual harassment in the stores. When I first started working for Sterling in 2004, [REDACTED] and I worked together as Sales Associates for Jared. In 2004, Mr. [REDACTED] who was married, told me he was having an affair with a female Sales Associate, [REDACTED]. He would repeatedly refer to Ms. [REDACTED] as "cunt," "bitch," and "slut" in front of the other employees, including the Store Manager, [REDACTED]. Mr. [REDACTED] did not take any steps to stop Mr. [REDACTED] harassing behavior. Instead, Mr. [REDACTED] was promoted to Assistant Manager around 2007. In 2007, at the office holiday party, Mr. [REDACTED] then an Assistant Manager, drank excessively and became verbally abusive to the other female employees, calling them names and telling anyone who would listen the names of the women in the company he had slept with. Mr. [REDACTED] was reported to Human Resources as being verbally abusive. My husband, Hector Fundora, who is a current employee of Sterling and witnessed Mr. [REDACTED] s behavior that night, received a call about the incident from Human Resources. To my knowledge, nothing was done by Sterling about Mr. [REDACTED] s abusive and discriminatory behavior and Mr. [REDACTED] is a current Store Manager at Sterling.

9. After returning to work for Sterling in 2010, I learned that sexual harassment is still ongoing within the company. Mr. [REDACTED] was my Store Manager when I returned to

work for Sterling. He would hold monthly meetings in his office with the department managers in the store and use foul language to describe female employees, such as "bitch," "cunt," "slut." I reported Mr. [REDACTED] on the TIPS hotline but nothing was done by Sterling. In addition, Mr. [REDACTED]'s harassment of women was not limited to just comments. He also told me that he had multiple affairs with subordinate female employees, including [REDACTED]. Because he was sleeping with Ms. [REDACTED] the store's Inventory Control Clerk, Mr. [REDACTED] would not ask her to satisfactorily perform any of her job duties. In fact, it was near impossible to get Ms. [REDACTED] to do any work. Mr. [REDACTED]'s affairs made the work environment at our store very uncomfortable and strained.

10. Mr. [REDACTED] also did nothing to control sexually explicit behavior that was going on in the store. For example, around 2011, one of the female employees in the repair shop, [REDACTED], texted nude pictures of herself to the male Sales Associates. One of these male employees, [REDACTED] kept one of the pictures on the screen of his phone for all to see. Mr. [REDACTED], who was aware of the texts and I believe may have been a recipient, did nothing to reprimand any of the employees involved. I complained to [REDACTED] the Perimeter Manager, and he told me it would be best to forget about the incident and that reporting it would not result in any change. Regardless of Mr. [REDACTED]'s advice, I reported the incident on TIPS, but Mr. [REDACTED] was correct and to my knowledge nothing was ever done by Sterling concerning this matter.

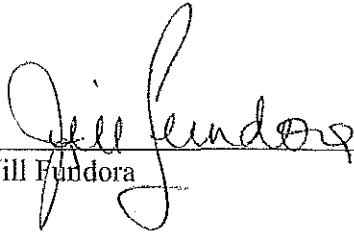
11. It has recently come to my attention that my signature appears in a document titled "Declaration of Jill Fondora," which is dated March 21, 2006 (SJI 00011855-00011859).

I never reviewed or approved this statement. The first time I saw it was when it was produced to me by my attorneys in the course of this law suit in December 2012.

12. Moreover, in my review of this document, I noticed that much of the information and many facts contained therein are inaccurate or untrue. First, my name is spelled incorrectly in the title of the document and again in the first paragraph. Had I reviewed this declaration as Sterling claims I did, I never would have signed it without first correcting the spelling of my own name. Then, in Paragraph 2, the declaration states that I was supervised by Store Manager [REDACTED] [last name unknown]". I know, and have always known, that [REDACTED]'s last name is [REDACTED]. Paragraph 9 is inaccurate insofar as it says that I had never complained to any member of Company management about my pay rate. I did, in fact, complain on at least one occasion to Dale Bowling about my pay rate. Paragraph 10 is also inaccurate insofar as it says I received regular performance reviews, which I did not. And, contrary to the statement in Paragraph 12, I complained to Mr. [REDACTED] about sex discrimination by [REDACTED] as described above, and I know of at least one other female employee, [REDACTED], who made a similar complaint to Mr. [REDACTED] about Mr. [REDACTED].
13. Paragraphs 19-21 of this document contain inaccurate statements of fact about my hours and wages; While at Sterling I worked overtime regularly. I was also instructed and encouraged to work off the clock, falsely report more or less working time than I actually worked, falsely report some or all of my working time as an absence from work, and falsely report more or less overtime than I actually worked.
14. I never provided the information contained in this declaration to Sterling, voluntarily or otherwise. Sterling never gave me an opportunity to review this declaration or make any

corrections or additions to it. My name and signature, which appear on page 5 of this declaration, were attached to it without my knowledge or consent.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 22 day of January, 2013.



Jill Fundora

A103

DECLARATION OF GINA GARDNER

1. My name is Gina Gardner. I am a female, over the age of 21, who resides in Spring Hill, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately February 1992, as a Sales Associate at the Kay store in the [REDACTED] in [REDACTED] Florida. I continued in that position for approximately three to five months, when I left the company.
3. I began working for Sterling again in approximately March 1993, as a Sales Associate at the Belden store in the [REDACTED], in [REDACTED], Florida. I continued in that position until approximately September 1996, when I was promoted to Store Manager of the Kay store in the [REDACTED] in [REDACTED] Florida. I continued in that position for about six months, when I began working as a Sales Associate at the Kay store in the [REDACTED], in [REDACTED] Florida. I continued in that position until the end of 1997 or the beginning of 1998, when I transferred as Sales Associate to the Kay store in the [REDACTED] in [REDACTED] Florida. I continued in that position for approximately six months, when I was promoted to Assistant Manager at that same store. I continued in that position until 2000, when I became a Sales Associate at that same store. I continued working as a Sales Associate until approximately April 2000, when I was promoted to Store Manager of the Kay store in the [REDACTED] in [REDACTED] Florida. I continued in that position until approximately February 2004, when I became a Sales Associate at the Kay store in the [REDACTED]

in [REDACTED] Florida. I continued in that position until September 2005, when I left the company.

4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager [REDACTED] and my first Store Manager that employees are not to discuss their pay with other employees, and that it was grounds for discipline. As Store Manager, I told employees not to discuss pay and that they could be disciplined for doing so. Because of Sterling's policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation or in my capacity as Store Manager.

5. For example, Male Employee [REDACTED] was hired in approximately 2002, as a Sales Associate at the Kay store I managed in the [REDACTED] in [REDACTED] Florida.

Male Employee [REDACTED] had no prior jewelry business experience and was paid \$8.00 an hour.

Female Employee [REDACTED] was a Sales Associate who had worked at the store for approximately ten years, and was paid less than \$7.00 an hour. Male Employee [REDACTED] was a female Sales Associate who had worked for the company for years, and also was paid less than \$7.00. I learned the pay rates for these Sales Associates in my capacity as Store Manager.

6. Male Employee [REDACTED] was a male Store Manager at the Kay store in the [REDACTED] in [REDACTED] Florida. He replaced Female Employee [REDACTED] as manager of that store in

approximately 2002. I learned from conversation with Male Employee [REDACTED]'s Assistant

Manager Female Employee [REDACTED] that Male Employee [REDACTED] was paid more than Female Employee [REDACTED] to manage

the same store, despite the fact the [redacted] Female Employee had been with the company for over ten years at the point she managed that store.

7. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific management openings.
8. I attended Sterling's annual Manager's Meetings, held in [redacted] Annual Manager Meeting Florida, from 2000 to 2003. I observed excessive drinking at these events.
9. I also observed that women experienced sexual harassment at these meetings. For example, in 2002, I was with a number of Store Managers and male District Manager [redacted] when we all went out one evening. Store Manager [redacted] was driving, and [redacted] was in the front seat with her. On the drive back to the hotel, I saw [redacted] fondle [redacted]'s breasts and nibble on her ears. She tried to get him to stop but he would not. Store Manager Pam Benning was sitting in the back with me and Store Manager Lori Sakalson. Benning told [redacted] to stop and let her [redacted] drive.
10. After we returned to the hotel, I told [redacted] that she should report [redacted] behavior. She replied, "And lose my job?" She did not report [redacted]'s behavior because she was afraid that he would retaliate if she did so.

11. At another one of the Manager's Meetings, in approximately 2000, I was with

██████████ and District Manager ██████████ in the hotel elevator. ██████████ asked ██████████ to go back to his room with him, but she said no.

12. Sterling awarded Store Manager ██████████ a severance package despite the fact that he was fired for sexual harassment. ██████████ was a Store Manager in my district. After he was fired for sexual harassment, he told me that he was getting severance package. District Manager ██████████ said that he fought to get ██████████ severance pay. This occurred some time between 2001 and 2004, while I was Store Manager at the Kay store in the ██████████.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

27th day of October, 2008.


Gina Gardner

A104

DECLARATION OF MAUREEN GIANNI

1. My name is Maureen Gianni. I am a female, over the age of 21, who resides in College Park, Maryland. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in January 2006, at the Kay store in the Beltway Plaza, in Greenbelt, Maryland, as an Assistant Manager. I continued in that position until February or March 2006, when I transferred to the Kay store in the Wheaton Plaza, in Wheaton, Maryland, as Assistant Manager. I continued working as Assistant Manager until July or August 2006, when I was promoted to Store Manager at that same store. I continued in that position until Sterling terminated my employment on February 28, 2007.
3. In 2006, I won a bonus trip based on my store's sales performance.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. During my initial interview at the Kay store in the Beltway Plaza, Store Manager Dawn (LNU) told me that there was no tolerance for employees talking about their pay, commissions, or raises. As Store Manager, I instructed employees not to discuss their pay with other employees. Because of this policy, it is difficult for women to identify instances where they were paid less than males performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I knew their pay in my capacity as Store Manager.
5. When I became Store Manager of the Kay store in the Wheaton Plaza, in July or August 2006, I learned that many of the female Sales Associates at the store were

- paid less than male Sales Associates. For example, [Female Employee] a female Sales Associate, was being paid less than \$10 an hour. I believe that at that time [Female Employee] had worked for Sterling for approximately two years.
6. Another female Sales Associate, [Female Employee] at the Kay store in the Wheaton Mall, was paid less than \$10 an hour. She had been hired in 2006.
 7. A male Sales Associate, [Male Employee] was hired in July 2006 at \$10 an hour. He had no previous jewelry experience.
 8. Another male Sales Associate at the same store, [Male Employee] had started at \$10.50 or \$10.75, in approximately January 2005.
 9. Female employees at Sterling also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.
 10. I was interested in promotions from the beginning of my employment with Sterling in January 2006. During my initial interview with Store Manager Dawn (LNU), I told her that my goal was to move up in the company. I also interviewed with District Manager Melissa Elliot, and told her that I wanted to move up within the company and that I was willing to relocate to another state to do so. Elliot replied that I had a good head on my shoulders, that she was excited to see what I could do within the company, and that she thought I could move up quickly.
 11. Throughout my employment with Sterling, I continued to express interest in promotions. I told Store Manager Dawn (LNU) that I wanted to manage my own store. I also expressed this interest to Melissa Hough when she became the new

District Manager in 2006. Neither Dawn nor ^{Huff} Hough told me what I needed to learn or accomplish in order to be promoted to Store Manager.

12. After I became a Store Manager, I expressed interest in becoming a District Manager. Some time during October and November 2006, an email was sent to the Kay store at the Wheaton Plaza stating that there was going to be an additional District Manager position for our district. That day, or soon after, I called District Manager Melissa ^{Huff} Hough to say how interested I was in the position, and that I wanted the opportunity to speak with someone about it. ^{Huff} Hough told me that I would be a great District Manager.

13. Over the next several weeks, I had numerous conversations with ^{Huff} Hough about the District Manager position. I was not interviewed for the position, nor contacted by anyone from Sterling regarding my interest in it.

14. About 1-2 months later, in approximately the end of December 2006 or beginning of January 2007, ^{Huff} Hough told me that a male, ^{Unit Staff} [redacted] Male Employee was going to train for the District Manager position. ^{Huff} Hough offered no explanation to me why I was not selected nor even interviewed. ^{Male Employee} [redacted] started as District Manager in approximately February 2007.

15. Prior to his promotion to District Manager, ^{Male Employee} [redacted] had been a Store Manager at the Shaw's store in the Mall at Prince Georges, in Hyattsville, Maryland. During his tenure as Store Manager, I heard many complaints about ^{Male Employee} [redacted] management of the store from some of his employees when they sought a transfer to my store.

For example, a Sales Associate, Robert (LNU) complained to me that ^{Male Employee} [redacted] did

not treat his employees fairly, and that he unfairly gave sales to his Assistant Manager **Male Employee** in order to boost **Male Employee** sales record.

16. Prior to his promotion to District Manager **Male Employee** and I were often in friendly competition over our stores' performances. My store often beat his in the six performance standards that measured the store's performance: sales, credit applications, extended warranties, repairs, add-ons, and payment protection plans. One time in 2006, **Male Employee** called me up at said, "It's so hard keeping up with you. Give me a break—don't get your sales up so high."

17. **Male Employee**'s wife, **Female Employee** worked at my store as a Sales Associate. In the fall of 2006, there was a district competition over which store could obtain the most credit applications. The prize was \$1,000.00 to the store manager whose store obtained the most credit applications. In October or November 2006, I observed **Female Employee** solicit credit applications over the phone, which was strictly against Sterling policy. Other employees, such as Assistant Manager Elsie Vitale, also observed **Female Employee** behavior. She obtained credit applications from family members and others in this manner, and then signed their names to the credit application. I learned that Heather then gave the credit applications to her husband **Male Employee** so that his store would have more credit applications for the contest. It was against policy for the Store Manager of a store to accept credit applications from another store and present them as being obtained by his store.

18. I documented the date and times that Heather solicited these credit applications over the phone. Since her behavior would be captured on our store's videotape, I thought this information would be important in finding it on tape. I reported her

behavior to District Manager Melissa ~~Hough~~^{Huff} soon after it occurred. ~~Hough~~^{Huff} agreed that such behavior was wrong, and said she would investigate. I told her I had documented the instances I observed. When I heard nothing back from ~~Hough~~^{Huff}, I called her. ~~Hough~~^{Huff} told me that they found no evidence of any of it. While Hough had said there would be an investigation, no one from Sterling had contacted me regarding my information about the events or the documentation I had in my possession.

19. I also complained to Regional Manager Ann ~~Burdette~~^{Burdette} about **Male Employee** behavior, including accepting the credit applications obtained at my store, and complaints from his employees regarding his management. I made my complaint before he was selected as District Manager.

20. During my employment with Sterling, I was not informed of other available District Manager positions.

21. I heard of instances in which female employees at Sterling were sexually harassed by their male managers. For example, ~~██████████~~ told me in 2008 that her Store Manager, ~~██████████~~ made inappropriate sexual comments to her while at work. ~~██████████~~ is ~~██████████~~'s Assistant Manager at the Kay store in the ~~██████████~~ in ~~██████████~~ Maryland. ~~██████████~~ made comments about ~~██████████~~'s body. While at work, ~~██████████~~ talked about his sexual experiences and preferences; for example, he stated that he enjoyed watching two girls have sex.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

21 day of July, 2008.

Maureen Gianni
Maureen Gianni

A105

DECLARATION OF JANENE GLAUDE

1. My name is Janene Glaude. I am a female, over the age of 21, who resides in Concord, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Kay Jewelers ("Kay") store in the [REDACTED] in [REDACTED] California, in approximately 1996, as a Sales Associate. In approximately 1997, I was promoted to Assistant Manager of the Kay store in the Bayfair Mall in San Leandro, California. I was then promoted to Store Manager in approximately 1997 at the Weisfield Jewelers ("Weisfield") store in the Hilltop Mall in Richmond, California. I managed that store until it closed in approximately 1998. At that time I became the Assistant Manager at the Kay store in the Bayfair Mall in San Leandro, California. I worked as Assistant Manager there for approximately 6 months, when I was promoted to Store Manager at that same store. I remained at the Kay store in the Bayfair Mall as Store Manager until I left the company in approximately 2002.
3. I won a company-wide award for the highest increased percent profit for the Kay store that I managed based on its performance in 2001 under my management.
4. Throughout my career at Sterling I was told that employees should not discuss their pay. For example, I was told this by my Store Manager when I was hired in 1996, Mary Ann Morino. I was also told the same thing by my District Manager, Frank Kennedy-Damiano. Sterling's policy made it difficult for women to identify instances where they are paid less than male employees doing similar

work. Nevertheless, I sometimes learned what employees were paid during conversation.

5. For example, at the Managers' Meeting in Florida in approximately 1997 or 1998, a number of Store Managers from our district were socializing and began discussing pay. At that time, I was paid a base salary of \$35,000 as Store Manager of the Weisfield's store in the Hilltop Mall in Richmond, California. One male Store Manager from our district, [Male Employee] said he made in the \$50,000's. He had approximately the same amount of time with Sterling as I had.
6. During this same conversation at the Florida Managers' Meeting, another male Store Manager [Male Employee] said his salary was in the \$60,000s. He also had similar tenure with the company.
7. At the Kay store at the Bayfair Mall in San Leandro, California in approximately 2000 or 2001, there was a male Sales Associate, whose name I cannot remember, who was paid \$12 an hour when the female Sales Associates in the store earned approximately \$9. He was helping out from another store, and told my employees how much he was paid. I talked with District Manager Jane Burke, who confirmed to me that he was paid this much.
8. I also believe that Sterling discriminates against its female employees in pay based on statements that District Manager Frank Kennedy-Damiano made in approximately 1997 or 1998. This was after I learned that other Store Managers were paid more than me, and I asked Kennedy-Damiano why. He said that the male Store Managers were paid more because they had families to support.

9. Female employees at Sterling also experienced discrimination because of the manner by which promotions are made. Job openings and promotional opportunities were not posted via a formal job posting system. Instead, only some employees are notified individually when there was a promotional opportunity. If an employee was not notified when there was an opening or anticipated opening, it makes it difficult to express interest in that particular position. For example, in approximately 1998, there was an opening for a Store Manager at the Kay store in the Serramonte Mall in Daly City, California. I was not told about this opening, and only learned about it after it was filled by a male, **Male Employee**. I was as qualified as he was for this promotion, but it was filled without my knowing it was even available.

10. I noticed a pattern during my employment with Sterling that many of the male Store Managers in my district were hired as Managers In Training, which is a Store Manager training program, while female employees who were interested in getting into management were hired as Sales Associates, which is a longer and slower path to become Store Manager.

11. For example, the male Store Managers mentioned earlier, **Male Employee** and **Male Employee** (LNU), were hired into Sterling as Managers In Waiting. Another male Store Manager, **Male Employee** was also hired as a Manager In Waiting. I do not believe that **Male Employee** had prior jewelry business experience. These **Male Employees** became Store Managers at desirable high volume stores within a year of being hired as Managers In Waiting. I was interested in management, and I had prior management experience at Lane Bryant. I also had 6 years' experience in the

jewelry business as a merchandising specialist for a retail jewelry store.

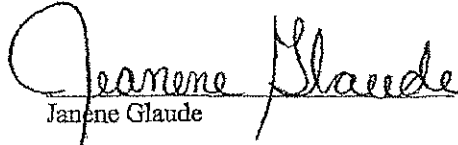
However, despite expressing interest in working as a manager during my initial interview I was hired as a Sales Associate.

12. After being hired as a Sales Associate, I continued to express interest to my District Managers in becoming a Store Manager and working my way up through the company. I asked my District Manager Frank Damiano-Kennedy in approximately 1997 what I needed to do in order to be promoted and he told me to get my sales up. After I had won awards at the store I managed for biggest increase in sales, and went back to Kennedy-Damiano he would add some new criteria, such as increase the store's profitability. When I met the new criteria, I still was not promoted to District Manager.

13. I attended several annual Manager's Meetings that were held in ^{Annual Managers' Meeting} Florida. There was a lot of drinking at these meetings, and sexual activity between male upper-level managers and the female managers they supervised. I often heard that the company motto for these meetings was, "What happens in Florida stays in Florida."

14. I also experienced sexual harassment while working for Sterling. For example, in 1996, when I worked at the Kay store in the [REDACTED] in [REDACTED] California, a male Sales Associate, [REDACTED] would bump into me and then say, "You ran into me with your boobs." I did not complain about this because I believed the company would not treat the complaint seriously and believed I may have been retaliated against for making such a complaint.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 10th
day of June, 2008.


Janene Glaude

A106

Supplemental Declaration of Jeanene Glaude

1. My name is Jeanene Glaude. I am a female, over the age of 21, who resides in Antioch, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on June 10, 2008.
3. As stated in my June 10, 2008 Declaration, I worked for Sterling Jewelers Inc. ("Sterling") as a Sales Associate, Assistant Manager, and Store Manager from approximately 1996 to 2002.
4. I worked as a Store Manager for approximately four years with Sterling. As Store Manager, I did not have the authority to hire or promote employees within the Sterling stores I managed. Rather, I observed that these decisions were made at the District Manager level or above. Sometimes I provided input to my District Manager on the decision to hire or promote, but it was clear to me from conversations with my District Managers that the Vice President had to approve such hires or promotions.
5. As a Store Manager, it was clear to me from conversations with the District Managers I had that I did not have the authority to set employees' pay, or to grant employee raises. Instead, my District Manager told me what pay a new hire should be paid, after obtaining approval from the Vice President. During employee evaluations, I could recommend or offer input to my District Manager on granting a raise to a particular employee, but my input was often disregarded. No raise could be granted unless the Vice President approved it.

6. I attended the Managers Meeting in ^{Annual Managers Meeting} [REDACTED] Florida, from approximately 1997-2002. At these meetings, employees were encouraged by the company to drink and party. The drinks were free, and it was as if Sterling was wanting people to get drunk. At these meetings, I regularly saw Sterling **Executives** supervisors, and managers falling down drunk, passed out or sleeping, and throwing up from drinking too much.
7. I was not interested in this, and tried to avoid events where such drinking was going on. I often tried to make an early night of it, trying to leave before everyone got drunk and behavior got out of hand.
8. It was common knowledge among those who attended the meeting that there was a lot of sexual activity between upper level male executives, including [REDACTED] **Executives** and District Managers and female Store Managers. I observed these male executives, managers, and supervisors flirt with female Store Managers, including kiss them, hold hands, hug them, and rub their shoulders. I also heard other Store Managers talk about such sexual activity going on between male upper level managers and female Store Managers at these Florida Managers Meetings. I heard about married managers going into the hotel rooms of other Sterling managers for sexual encounters. It was an extraordinary and unprofessional atmosphere at these meetings, as if women were fair game for sexual encounters.
9. For example, my cousin [REDACTED] was also a Store Manager for Sterling. When we attended these meetings, I observed that [REDACTED] was regularly hit-on by Sterling managers of all levels.

10. From my experience with the company, I knew that [REDACTED] was a very high-ranking executive at the company, and met him several times. At the Florida Managers Meetings, I regularly observed him being very touchy-feely with subordinate females, and flirting with them. For example, he usually had a crowd of attractive female managers around him, and it was not unusual for him to have his arm around one of them. I also saw [REDACTED] drunk at the Florida Managers Meetings.
11. [REDACTED] had a reputation within the company as being a womanizer. I heard this from other Store Managers and District Managers. It was believed within the company that sleeping with [REDACTED] was a way for women to advance within the company. For example, [REDACTED] was a young, attractive female employee who came to Sterling from Starbucks. She moved up in the company very quickly, and was promoted to Store Manager at the Kay store in [REDACTED], California, at the [REDACTED]. Sterling managers talked about how she gained quick advancement by being one of [REDACTED] favorites, and by sleeping with him.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

23rd day of January, 2013.


Jeanene Glaude

A107

DECLARATION OF DAWNA GOLD

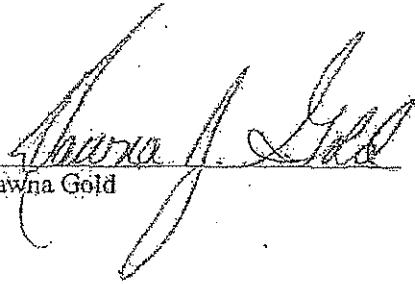
1. My name is Dawna Gold. I am a female over the age of 21 who resides in Middletown, NJ. I make this declaration upon personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") as a Sales Associate at the Kay store in Middletown, New Jersey, in approximately December 2003. I continued in that position until March or April 2004, when I was promoted to Assistant Manager at that same store. I continued in that position until I transferred as Assistant Manager to the Kay store in the Monmouth Mall in Eatontown, New Jersey, in approximately September or October 2004. I continued in that position until I left the company in January or February of 2005.
3. I believe that female employees at Sterling suffered discrimination in pay. For example, in December 2003, when I was hired at the Kay store in Middletown, New Jersey as a Sales Associate, I was paid \$9.00 an hour. At that time I had about ten years of experience in the jewelry industry and had taken classes in jewelry design from the Fashion Institute of Technology, in New York City.
4. At that time there was another female Sales Associate, **Female Employee** who was making only \$8.00 or \$8.50 an hour.
5. A male Sales Associate at that same Kay store, **Male Employee**, told me that he was paid \$13 or \$14 per hour. He had been with the company for a couple of months.
6. I was interested in being promoted into management from the beginning of my employment with Sterling. I expressed this interest to my male District Manager, Chris Filosa in 2003, and told him that I was interested in becoming a Store

Manager. I also expressed interest in becoming a Store Manager to my Store Manager, Nicole Zapata, from the beginning of my employment with Sterling.

7. It was difficult to find out if there were open Store Manager positions because such openings and promotional opportunities were not posted via a formal job posting system. Instead, I found out promotional openings through word of mouth. I asked District Manager Chris Filosa if there were management openings, and it was only in response to my question that I found out in 2004 about the Assistant Manager position opening up at the Kay store in the Monmouth Mall in Eatontown, New Jersey.
8. I did not observe, nor was I told about, any objective criteria that I must meet in order to be promoted into management. When I expressed my interest in obtaining a management position at Sterling to District Manager Filosa, he told me only that I had to put in my time as a Sales Associate and prove my sales abilities.
9. In 2004, I was passed over for a promotion to Assistant Manager in favor of an equal or less qualified male Sales Associate, [Male Employee]. He was a Sales Associate at the Kay store in Middletown, New Jersey. Sterling promoted [Male Employee] (LNU) to Assistant Manager at the Kay store in Middletown, New Jersey.
10. I was again passed over for promotion in favor of [Male Employee] in 2004, when he was promoted to Store Manager at a store in upstate New York. At the time he was promoted, I was also an Assistant Manager, had been with Sterling longer, and had exceeded my sales goals. I was qualified for promotion to Store Manager

and would have been interested in this position had I been informed of it before it was filled. Instead, I only learned of this opening after it was filled.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 20 day of OCTOBER, 2008.


Dawna Gold

A108

DECLARATION OF STACEY GOLDBERG

1. My name is Stacey Goldberg. I am a female, over the age of 21, who resides in Fairlawn, New Jersey. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") as a Store Manager at the Kay's store in the [REDACTED] in [REDACTED], New Jersey, from approximately 1995 until 2007.
3. At Sterling, I believe that women were paid less than men for performing the same jobs. For example, [REDACTED] was paid more than I was when we both worked as Store Managers. Prior to 2004, he began at Sterling as a part time Sales Associate, and worked his way up. I had much more experience than he had. I had been working in retail jewelry in management positions for 13 years prior to being hired. He had no retail jewelry experience prior to working at Sterling. Although we worked at comparable volume stores, he made at least \$10,000 dollars per year more than me. I know this because he told me how much he was paid.
4. Pay decisions in the store were made by senior management. This included my Regional Vice-President. I know this because my District Manager told me. These decisions related to initial pay for new hires as well as pay raises for current employees. The procedure for initial pay settings or raises as I understood it was that District Managers would request an initial pay setting for a new hire or a pay increase for current employees and the Regional Vice President would make the final decision on setting the initial pay or the pay increase. There were males who

worked as full time Sales Associates in my store who were paid between \$1.00 and \$1.50 more than the women Sales Associates who were equally or more experienced. For example, in approximately 2005 or 2006 [Male Employee] and [Male Employee] (LNU) both male Sales Associates who, to my knowledge, had no jewelry experience, were paid more than both [Female Employee] and [Female Employee] female Sales Associates at my store who did have previous jewelry experience.

5. During my employment as a Store Manager at Sterling, I also observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific management openings. As with pay decisions, to my knowledge, final promotion decisions to Assistant Manager or Store Manager were made by the Regional Vice-President.
6. Female employees were generally not aware of promotions because they were never told of the upcoming vacancies. Positions wouldn't be advertised in advance of filling. Only after someone had been chosen for the job were female employees aware that there had been a vacancy. I observed younger males get hired and promoted to management positions without any experience over more experienced female employees. Both [Male Employee] and [Male Employee] part time sales associates at my store, to my understanding began at Sterling with no experience, yet both were promoted to Assistant Manager while I was working at Sterling. In

approximately 2007, I informed my District Manager that [Male Employee] a Sales Associate, in my store, was a very poor employee; his sales were extremely low, he was often late, and his office demeanor was poor. Despite my complaints about his work performance, [Male Employee] was never disciplined and to my knowledge, nothing was done about his deficiencies. In approximately 2011, Alok Kumar, who was then a current District Manager at Sterling, informed me that both [Male Employee] and [Male Employee] had been promoted to Store Manager since I left Sterling. [Female Employee] part time Sales Associate who had asked for a promotion and had several years of prior retail experience, has never been promoted.

7. I also experienced discrimination that I believe was based on my gender regarding a promotion denial. In approximately 2004, [redacted] and I both expressed interest in being promoted to the District Manager position when the opportunity presented itself. I was never told anything further or called for an interview. Although [redacted] had started at Sterling as a part-time Sales Associate and had far less experience than my 20 years' retail jewelry management experience, [redacted] was promoted to District Manager. I was never offered a promotion above Store Manager while at Sterling.
8. In approximately 2007, I inquired about becoming a board member for the RESOLVE Program. My understanding was that the RESOLVE Program recruited approximately 10 Store Managers from around the country to sit on the board that made decisions involving employees who had filed complaints through

the RESOLVE program. I sent emails to Home Office requesting that I be selected for the board, but I never received any response.

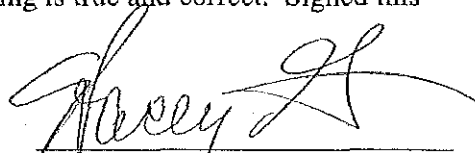
9. Sexual harassment was prevalent at Sterling. After [REDACTED] became District Manager and during his visits to my store, I observed him make regular sexual comments about a women wearing skirts. He made statements to me like "Come a little closer" and "nice legs." Other male employees including [REDACTED] and [REDACTED] made similar comments on a regular basis. I never complained about sexual harassment because I had no confidence that anything would change if I did. I felt that complaining would only make things worse for me.
10. In approximately late 2005, when I was pregnant, District Manager [REDACTED] told me that [REDACTED] **Executives** [REDACTED] had told him that "[Stacey's] work performance has not been the same since she's been pregnant." That same year I was awarded the Diamond Customer Service award as well as the St. Jude award, and I continued to earn awards the next year including #1 Sales person in the region.
11. On another occasion, [REDACTED] came into my store and handed me two written jokes that he thought were funny. The first "joke" was sexually explicit, offensive and made me uncomfortable. The next "joke" was racially offensive to African-Americans and completely inappropriate.
12. In approximately 2007, Barbara Diaz, a Store Manager working at the [REDACTED] New Jersey store, told me that during her second pregnancy she was informed by senior management that she could either take a demotion in

position, or she would be fired. She took the demotion, because she needed the job.

13. During my tenure at Sterling, I felt my supervisors showed a lack of professional respect for female employees. Instead they displayed a tolerance for gender discrimination and sexual harassment towards them.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

30th day of March, 2012.



Stacey Goldberg

A109

SUPPLEMENTAL DECLARATION OF STACEY GOLDBERG

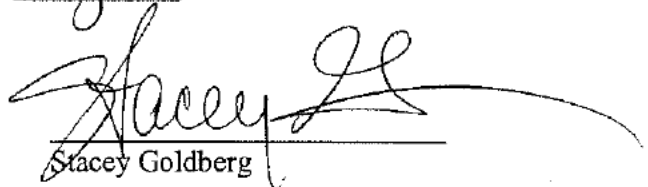
1. My name is Stacey Goldberg. I am a female, over the age of 21, who resides in Fairlawn, New Jersey. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on March 30, 2012.
3. During my tenure working for Sterling Jewelers Inc. ("Sterling") as a Store Manager at Kays, I attended the Annual Managers' Meeting that was generally held at the [REDACTED] Resort in [REDACTED] Florida in each year I was employed as a Store Manager for Sterling.
4. I knew Mr. [REDACTED] Executive from meeting him at the approximately 12 Annual Managers' Meetings I attended. He was a [REDACTED] Executive of Sterling during this time period, eventually becoming [REDACTED] Executive of the Company. I recall seeing Mr. [REDACTED] Executive on many occasions at the social events that were held in the evening at the Managers' Meetings. Mr. [REDACTED] Executive was typically accompanied and sometimes surrounded by young and attractive female Sterling Store Managers at these events.
5. I also recall regularly seeing other high ranking Sterling male executives in the evenings after the main conference functions at the bars where they would be drinking and socializing with young female Store Managers. This was standard operating procedure at the [REDACTED] Annual Managers' Meetings.
6. The [REDACTED] Annual Managers' Meetings had a well-deserved reputation of being "Fuck Fests," which was a common term at Sterling used to describe them. Alcohol was made abundantly available at the Meetings and attendees of both sexes were

encouraged to drink. Sexually promiscuous activity between male executives and managers and subordinate female managers was commonplace. Spouses were not allowed to attend the Meetings and the phrase “what happens in Florida, stays in Florida” was regularly referenced by participants. The Meetings did not appear to be held for strictly business reasons. In general, they were very unprofessionally conducted.

7. In my March 30, 2012 Declaration, I testified that sexual harassment was prevalent at Sterling and gave examples of some of the sexual harassment I observed and experienced. In addition to those experiences I also was the victim of sexual harassment by two of my male supervisors that resulted in sexual affairs.
8. The first of these affairs occurred in the late 1990's or early 2000's and involved Sterling **Executive** [REDACTED]. [REDACTED] was the **Executive** of [REDACTED] and would periodically visit my store. At some point, after we had become acquainted, he began to sexually proposition me. He was very persistent in his pursuit of me. I initially told him that I did not think it would be appropriate for us to get romantically involved. I knew [REDACTED] was married and although I was not, I thought such a relationship would have been inappropriate as well as against Company policy. After [REDACTED] continued to persist, I began to think that my job security might be in jeopardy if I did not succumb to his pressure. I eventually felt I had no other option. The sexual affair continued for approximately one year.

9. The second time I was victimized by the sexual harassment of one of my male supervisors occurred in the mid-2000's and involved my District Manager, [REDACTED]. The circumstances of this affair were similar to those involving [REDACTED]. I had previously known [REDACTED] as a co-Store Manager, before he became my District Manager. He had never sexually propositioned me while he was a Store Manager. However, after becoming District Manager he did. He, like [REDACTED], was married and I was not. And as with [REDACTED], I felt such an affair was not appropriate and was also against company policy. But, due to my concern about my job security and [REDACTED] pressure, as my direct and immediate supervisor, I felt I had no option but to succumb to his demands. The sexual affair with [REDACTED] lasted approximately a year.

I declare under penalty of perjury that the foregoing Supplemental Declaration is true and correct. Signed this 15th day of August, 2012.


Stacey Goldberg

A110

DECLARATION OF VALERIE GOODNO

1. My name is Valerie Goodno. I am a female, over the age of 21, who resides in Middleton, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a Manager-in-Waiting at the Kay store in Liberty Tree Mall in Danvers, Massachusetts in approximately September 1991. In approximately early 1992, I was re-assigned to a Kay store at the Burlington Mall in Burlington, Massachusetts as an Assistant Manager, where I remained until I voluntarily ended my employment with Sterling approximately nine months later. I returned to Sterling in approximately 2001 at the Kay store in Liberty Tree Mall in Danvers, Massachusetts and worked as a Sales Associate for a week or two before becoming the Assistant Manager of the Belden's store at the same Mall. I remained as Assistant Manager of Belden's in the Liberty Tree Mall for approximately six months. I then transferred to Square One Mall in Saugus Massachusetts. I remained at the Square One Mall through approximately 2005, and stepped back down to a Sales Associate position sometime around approximately late 2004. In approximately 2007, I moved to Texas and returned to Sterling as a Sales Associate at a Kay store in [REDACTED] Texas. I was promoted to Store Manager after three months and remained in that position until my employment with Sterling ended in 2009.
3. From the very beginning of my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees, and that the consequence for violation of that policy could include

dismissal. I was informed of this policy by at least six or seven different Managers and as a Store Manager I instructed my employees to follow it as well.

4. Because of that policy, it was difficult for me or other women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. Specifically, when I was Store Manager in [REDACTED] a male named **Male Employee** was hired at my store as a Sales Associate. Sterling set his pay at \$11/hour. This was more than all the female Sales Associates in the store were making. They all had more jewelry experience than **Male Employee**.
5. I never learned the salary of other Store Managers working in my area, and therefore was never able to compare the salaries of other male managers to mine. However, as a Store Manager in approximately 2007, my salary was approximately \$36,000/year. My starting salary as a Manager-in-Waiting in 1991 was not much less than that. Furthermore, during the approximately three years I worked as a Store Manager in [REDACTED] I never received a raise even though I made bonus twice during this time period.
6. During my employment at Sterling, I observed that women experienced discrimination because of the manner by which promotions were made. During the first part of my employment, job openings and promotional opportunities were not posted via a formal job posting system. I never really knew how promotions were made and Sterling never told me. Towards the latter part of my employment, Sterling began to promote a new system called CAR, where employees who were interested in promotions could sign up. I do not believe Sterling was serious

about using this system to fairly promote interested females given information I got from my District Manager, Keith Hudson, about the system. He instructed me to get as many of my store employees as possible to register on CAR, whether they were qualified for promotion or not. This told me that Sterling was not serious about using this process a good faith way of identifying interested and qualified women to promote. In fact, before I was promoted in 2007, I was told specifically by my District Manager to sign up for CAR. I do not recall any employee who was actually promoted by using the CAR system on their own.

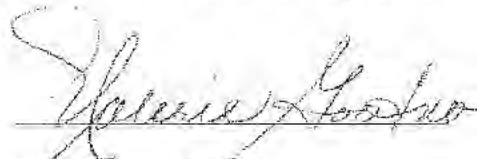
7. From my first day at Sterling, I was on a track to be a Store Manager. I had been working in the jewelry industry since 1986 and was recruited from a management position at another retail jewelry store to be a Manager-in-Waiting at Sterling. However, the store I should have received was instead given to [REDACTED], a woman who was having an affair with [REDACTED], the Store Manager of another store in my district. It was common knowledge in my store that this affair was ongoing. Ms [REDACTED] was also friends with the District Manager, [REDACTED]. I believe that he knew about the affair as well, and that is why he allowed her to be Store Manager even though she clearly was not qualified. Eventually, I became so uncomfortable with the situation that I quit. I applied for unemployment and won. Sterling knew all about the affair at that point, but as far as I know, they did nothing about it.
8. While a Store Manager, I attended the annual **Annual Managers' Meeting**. The reputation of this Meeting was that it was a big out of control party in which Sterling's male managers and supervisors would fraternize with subordinate

female managers. I learned this information from discussions with some of my co-Store Managers. Although I never participated in such activities, I do recall observing male Sterling District Managers flirting and dancing suggestively with subordinate female Sterling managers at one of the after hour parties. I felt this was unprofessional and contrary to Sterling's anti-fraternization policy. I also became aware of the reputation of Sterling's **Exo**, **CULIV**, **████** **████**, through discussions with other Sterling Store Managers. **HS** reputation at the Company was that he was a womanizer who had an eye for attractive Sterling female management employees. As with the behaviors at the **Annual Managers** **████** I found this upsetting, entirely unprofessional, and wrong.

9. While I was a Store Manager in **████** between 2007 and 2009, I recall that one of my District Managers named **████** (LNU) would make crude comments about women. Again, I found these comments unprofessional and wrong.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

24 day of December, 2012.


Valerie Goodno

A111

DECLARATION OF CYNTHIA GORHAM

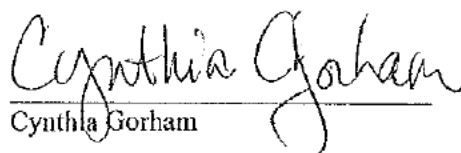
1. My name is Cynthia Gorham. I am a female, over the age of 21, who resides in LaFontaine, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. As of September 2009, I was employed by Sterling Jewelers Inc. ("Sterling") as a Sales Associate at the [REDACTED] Indiana, Kay's Jewelry Store.
3. Since that time until my termination from Sterling in January, 2012, I was aware of Sterling's policy that employees were not to discuss their pay with other employees. However, I became aware of the pay that two of my male co-worker Sales Associates were making that lead me to believe I was not being paid fairly because of my gender.
4. Based on information and belief, [REDACTED] Male Employee a male Sales Associate made approximately \$.30 - \$.40 an hour more than I made for doing the same job. This pay disparity was in effect from at least Sept. 2009 through my termination. I had three (3) more years of jewelry experience than Mr. [REDACTED] Male Employee
5. Another example of pay discrimination involved male Sales Associate [REDACTED] Male Employee who was hired in approximately August, 2011. Mr. [REDACTED] Male Employee was only in his mid-late 20's when hired and had no Sterling experience when hired. At the time of his hire, I had approximately eight (8) years of Sterling sales experience. I heard our Assistant Manager, Connie Hensley, state that Mr. [REDACTED] Male Employee made \$11.00 an hour, while I was only making \$10.20 an hour. We were performing the same job duties.

6. I witnessed other examples of gender discrimination at Sterling as well. For example, I observed Store Manager Paula Miller assist Male Employee in taking Sterling's "Honesty Test" as part of his job application in August 2011. Apparently, he had failed the "Honesty Test" when he applied for a job in December, 2010 and that is why Ms. Miller was helping him in August, 2011. I had never seen or heard of any female job applicants being given such help on taking Sterling's "Honesty Test."
7. Another example of gender discrimination occurred after Mr. Male Employee was hired in August 2011. Prior to that time, management required attendance at periodic Saturday morning meetings for all Sales Associates who hadn't made their credit application goal. These meetings had been occurring periodically for over a year. However, right after Mr. Male Employee was hired, the meetings stopped, apparently because management did not want to make Mr. Male Employee attend the meetings.
8. I also observed Store Manager Paula Miller and Assistant Store Manager Connie Hensley provide extra assistance to Mr. Male Employee with his sales. I never observed them help new female Sales Associates in that way.
9. I also observed [REDACTED] sexually harass female customers. This harassment included making personal propositions to female customers, including asking for their phone numbers. On one occasion, this occurred while the female customer had a male companion with her. Store Manager Miller became aware of this

behavior. Even though Ms. Miller was aware of Mr. [REDACTED]'s inappropriate behavior, nothing was done to stop it.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

4th day of April, 2012.


Cynthia Gorham

A112

DECLARATION OF ALAINE DAWN GOUGH

1. My name is Alaine Dawn Gough. I am a female, over the age of 21, who resides in Westerville, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately 1988, I started working at Kay Jewelers ("Kay"), store number 1712, located in Northgate Mall in Cincinnati, Ohio, as a Sales Associate. Within a few months, I was promoted to Assistant Manager and a few months after that, I was promoted to Store Manager. I left Kay around 1989 and was hired by Sterling Jewelers Inc ("Sterling") as an Acting Store Manager around late 1999 for both Kay store [REDACTED] and JB Robinson Jewelers ("JB Robinson") store [REDACTED]. Both of these stores were located [REDACTED] in [REDACTED] Ohio. In approximately October 2001, I transferred as a Store Manager to a newly opened Kay, store [REDACTED] located in [REDACTED] in [REDACTED] Ohio. In approximately November 2003, I was promoted to Jared The Galleria of Jewelry ("Jared"), store [REDACTED] located in [REDACTED] in [REDACTED] Ohio. I was terminated by Sterling in approximately August 2005.
3. Between 2001 through 2004, I won three company incentive trips. In 2002 I also won an award for opening the highest number of new accounts in the country. Prior to returning to work for Kay in 1999, I worked as a Store Manager from 1989 through 1997 at Rogers Limited Jewelers.
4. Shortly after starting at Sterling in 1998, I was told that employees were not permitted to discuss their pay. It was also common knowledge that an employee could be terminated for discussing pay and as a Store Manager I instructed my employees to not discuss their

pay. As a result, it was difficult for female employees to identify instances where they were paid less than male employees performing the same job.

5. I believe male employees at Sterling were paid more than female employees to perform the same job. For example, around 1999, when I became Store Manager of Kay store [REDACTED] the prior Store Manager who recently resigned [REDACTED] Male Employee [REDACTED] stopped by the store to pick up his last pay check. I saw the amount he was paid and it was two to three thousand dollars per year more than I was paid as a Store Manager, even though I had over ten years of jewelry and management experience and he told me he was hired by Sterling the year before with no prior jewelry experience.
6. In addition, District Manager Dan Gregorio would organize events for the Store Managers in his district to attend. At these events, I overheard a few of the male Store Managers discussing their pay. Based on what I heard [REDACTED] Male Employee [REDACTED] and [REDACTED] Male Employee [REDACTED] were being paid at least two to three thousand dollars more annually than I was, even though they had less jewelry and management experience.
7. As a Store Manager, I had to request approval from upper management in order to set the pay rate for any newly hired employee. I noticed a pattern where the pay rates I recommended for male employees were approved by upper management; however, the female employees would not be approved for the same pay rates as the male employees, even though they were similarly qualified. For example, in 2000, a male named [REDACTED] Male Employee [REDACTED] was hired as a Sales Associate and paid a dollar more per hour than a similarly experienced female Sales Associate hired around the same time.
8. There was no formal promotional process at Sterling. Promotional opportunities were not posted in the store. Instead, the District Manager would inform specific employees of

open positions and would pass the information to upper management if that employee was interested. As a result, I believe women were discriminated against with respect to promotions at Sterling. For example, based on my experience as Store Manager, there were quite a few qualified female Sales Associates who were eligible for promotion to Store Manager, however they were not selected for promotion. Instead, around 2004, District Manager Gregorio recommended [REDACTED] Male Employee a male employee who went golfing with him, for the promotion. I learned from [REDACTED] Male Employee that he had about a year of jewelry experience and no management experience when he was selected for the promotion to Store Manager.

9. In addition, despite having excellent reviews every year I worked at Sterling, winning multiple trips for my sales record, working twelve-hour days as a manager, and repeatedly expressing to my District Managers, [REDACTED] and later [REDACTED], that I was interested in being promoted to District Manager, I was never promoted. In fact, I was not even informed on the process of applying for or how to train as a District Manager.
10. Sexual harassment was open and commonplace at Sterling. For example, [REDACTED] constantly made inappropriate statements to the female employees in the store. He told me to wear clothes that flattered my breasts, to lose weight so I could attract more customers, to wear a push up bra or to dress sexier. He demanded that I wear short skirts and tighter clothing so that I could make more sales. At the end of the month, he would tell all of the female employees to "unbutton the first button" of their blouses because the store needed to make its sales goal. Later, when I worked for District Manager [REDACTED], [REDACTED], [REDACTED] would call the female employees "baby doll" and would talk to the

female employees as if they had no intelligence. He even asked me if I was "just stupid?" one day.

11. The sexual harassment at Sterling was not limited to comments. [REDACTED] often planned events for the Store Managers of his district at strip clubs. [REDACTED] also had many affairs with Store Managers. It was well known among the Store Managers that if [REDACTED] slept with a Store Manager, he looked out for her better interest. One relationship he had was with a female Store Manager at Kay store [REDACTED] at [REDACTED] [REDACTED] in [REDACTED], Ohio who was caught by security performing oral sex on him in the store parking lot around early 2002. I learned of this incident from another Sterling Store Manager in the District, [REDACTED] who was at JB Robinson store [REDACTED]. [REDACTED] always had his hands on the Store Manager from store [REDACTED] and treated her better than other employees in his district. I recall that after the incident in the parking lot, this Store Manager's sales in her store dropped. However, she was not written up or demoted by [REDACTED] and nothing was entered in her file. Instead he turned a blind eye to the loss of sales. In addition, he called her his "Area Manager." This was not an official title, but a title he created for the employees he would ask to oversee a few stores in his district. Basically, these "Area Managers" would have more authority than a Store Manager and perform the duties of a District Manager, with [REDACTED] overseeing them.
12. In addition, the male District Managers were often predatory and sought out subordinate female employees to prey on. For example, in 1999, the female Store Manager of Kay store [REDACTED], located at [REDACTED], Ohio, told me that she contacted [REDACTED] [REDACTED] because her store had an inventory problem and she was worried she would be

fired. She told me that she agreed to have sexual relations with [REDACTED] in exchange for keeping her job. This Store Manager also described to me in detail their sexual encounter and that they used [REDACTED] bed when his wife was visiting her parents. This Store Manager was not fired. Instead, [REDACTED] demanded that I fix the inventory issue, which would have resulted in Sterling incurring at least \$60,000 in losses if I had not.

13. Another example of [REDACTED] sexually harassing and predatory behavior occurred in approximately October 2002, when [REDACTED] planned an event at an Applebee's restaurant and invited the employees of Kay store [REDACTED]. I was the Store Manager at the time and left the event early because the employees were getting drunk and I felt it would be unprofessional to stay. I later received a phone call around 2 a.m. from one of my Sales Associates, who was hysterically crying. According to this Sales Associate, she had sex with [REDACTED] and, based on how emotional she was, I believe she was pressured by [REDACTED] to have sex. I advised her to calm down and to not let [REDACTED] take further advantage of her. She did not complain to Human Resources about this incident immediately because she was shortly thereafter, in November 2002, promoted to Store Manager of Kay store [REDACTED], in [REDACTED] in [REDACTED], Ohio. She also told me that she knew of no other way to make more money or to be promoted at Sterling than to sleep with [REDACTED]. However, approximately two years later, she filed a complaint against [REDACTED] when her roommate at one of the [REDACTED] Annual Managers' Meeting [REDACTED] Annual Managers' Meeting [REDACTED] Annual Managers' Meeting was raped by a male Sterling employee. I believe she was terminated by Sterling after her complaint in 2004. To my knowledge [REDACTED] was not disciplined in any way by Sterling.

14. In approximately late 2004 or early 2005, [REDACTED] wife contacted me to learn whether her husband was actually involved in multiple affairs and she informed me that she was divorcing him. I later learned that [REDACTED], due to his family situation, chose to laterally transfer in 2005 from District Manager to a General Manager of a Jared store in New York. While moving to a Store Manager position may appear to be a demotion to someone outside of Sterling, it is more of a transfer since the Jared stores are such high volume stores.
15. On or about mid 2005, [REDACTED] called me and said that he wanted my store, and that he knew the right people that would make it happen. I understood this to mean that [REDACTED] would try to have me terminated so that he could take my position as Store Manager of Jared store [REDACTED]. I reported [REDACTED] call to my District Manager, [REDACTED], who assured me that I had nothing to worry about and came over and gave me a hug, simultaneously rubbing my breasts. While he would never have dared to do so in the past, at the time he did it, he knew I would not complain because I was being set up to be terminated. I also called Human Resources and informed Mary Ellen Mennett of [REDACTED] call threatening to take my store from me. Ms. Mennett worked for Michael Lynch, the Director of Human Resources, and assured me that I had nothing to worry about.
16. Some weeks later I saw [REDACTED] at a restaurant kissing a female. [REDACTED] wife then entered the restaurant and started screaming at [REDACTED]. After seeing [REDACTED] and this other woman at the restaurant, I asked my friend who was with me to report the incident through the TIPS hotline as I tried to console [REDACTED] wife. [REDACTED] was hysterically crying on my shoulder. I later found out that the female

with [REDACTED] in the restaurant became the Assistant Manager of Jared store [REDACTED] after I was terminated and [REDACTED] became the store's manager. I believe this Assistant Manager was later promoted to Store Manager when [REDACTED] was transferred back to a District Manager position.

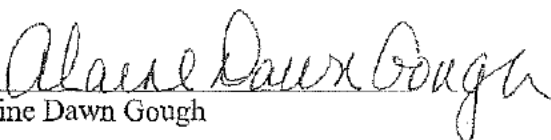
17. A few weeks later, after a huge snow storm shut down most of [REDACTED] Ohio, my store did not make its requisite numbers. Sterling terminated me, stating that my store underperformed. I called the Executive [REDACTED], [REDACTED], to complain about the unfairness of the situation and to let him know that I was sure that [REDACTED] was behind the termination. When I told [REDACTED] that I had reported his threatening phone call to Human Resources, [REDACTED] said that [REDACTED] was a friend of his and did not seem concerned. After receiving my complaint about [REDACTED], which included the discrimination and harassment included in the above paragraphs, [REDACTED] stated, "I'm so sick and tired of this [REDACTED] stuff. . . That was years ago." [REDACTED] told me to stop "rehashing old news." [REDACTED] then informed me that I would not be getting any severance pay because I complained about [REDACTED]. [REDACTED] comments confirmed for me that Sterling had been aware of [REDACTED] harassing and discriminatory behavior for years and despite numerous complaints of sexual harassment filed against [REDACTED] over the years, his behavior was never addressed by Sterling. As a result, he was continuing to sexually harass female employees of Sterling. [REDACTED] is currently a District Manager for Sterling.

18. Sexual harassment was also rampant at Sterling's annual **Annual Managers' Meeting** [REDACTED] Annual Managers' Meeting [REDACTED]. I attended all of the meetings while I was a Store Manager, from 1999-2005. After the training meetings, there were social events that were both a drink-fest and sex-

fest. Employees would get so drunk they could not think straight. Servers would walk by and make sure that drink glasses were never empty. The employees would become very flirtatious with each other, regardless of whether they were married or not. They would whisper, giggle, lean in close, hold hands, dance provocatively, touch each others' hair and there was even fondling of breasts. I witnessed members of upper management, such as [REDACTED] and [REDACTED], taking part in all of the social events and getting just as drunk as the other employees. [REDACTED], who was at the top of upper management, had a reputation of being a womanizer of Sterlings' female employees and was regularly drunk with a woman by his side. [REDACTED] was very flirtatious with his female employees. He would generally stand very close, lean in, make eye-contact, and touch the employee's arm or waist when talking to females. In addition, later in the evenings at [REDACTED] Annual Managers I heard from other Store Managers that members of upper management would invite some of the female Store Managers to join them in their pool area where they would watch the female Store Managers get even more drunk.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 8 day of Oct, 2012.


Alaine Dawn Gough

A113

Declaration of Adrienne Gray

1. My name is Adrienne Gray. I am a female, over the age of 21, who resides in Detroit, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately 1996, as a Sales Associate at the Kay store in the Eastland Mall, in Harperwoods, Michigan. I continued in that position until some time in 2000, when I transferred as a Sales Associate to the J.B. Robinson store at the [REDACTED] in [REDACTED], Michigan. I worked at that store a couple of months, then transferred as a Sales Associate to the Kay store at [REDACTED] in [REDACTED] Michigan in approximately December 2000. I continued in that position for about a year, when I transferred to the J.B. Robinson store in the Eastland Mall, in Harperwoods, Michigan in 2002. I worked as a Sales Associate at that J.B. Robinson store until approximately 2003, when I transferred to the Kay store in [REDACTED] in [REDACTED] Michigan. I continued in that position until I left employment with Sterling in January 2004.

3. While I was employed by Sterling, I earned several sales incentives from the company. For example, I won several incentive contests and won two TVs, a sound system, and a \$250 award based on my performance in obtaining credit applications.

4. Prior to working for Sterling I had approximately five years in the retail jewelry business. I also had about five years management experience at a retail shoe store, including several years as Store Manager.

5. When I was first hired by Sterling, my manager told me that pay is supposed to be kept confidential and to not talk about it with my coworkers. I followed this policy and didn't ask other employees how much they were paid.

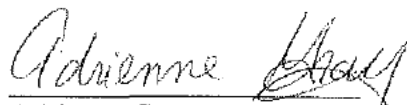
6. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, a Sterling manager notified employees who were selected for promotion of the opportunity. Other employees found out about openings through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else to that position.

7. I was interested in becoming a manager at Sterling after working there a couple years. However, I was never told about any openings or approached by a Sterling manager about becoming a manager. I thought that if I wasn't approached, I wouldn't have much of a chance for promotion.

8. My District Manager [REDACTED] did not appear to respect female managers at Sterling. It was common knowledge in our district that [REDACTED] looked down upon female managers.

9. [REDACTED] my Store Manager at the Kay store in the [REDACTED] in [REDACTED] Michigan, showed me pictures of [REDACTED] on a Sterling incentive cruise. In the picture I saw [REDACTED] standing with other males, with [REDACTED] and other female Sterling employees kneeling down in front of them, as if to perform oral sex on the males.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this February day of 22, 2013.


Adrienne Gray

A114

DECLARATION OF LYNEL GULLIDGE

1. My name is Lynel Gullidge. I am a female, over the age of 21, who resides in Starwood, Washington. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in the fall of 2003, as a Sales Associate at the Weisfield store in the Everett Mall, in Everett, Washington. I continued in that position until March 2004, when I was promoted to Third Key at the Kay store in the Alderwood Mall, in Lynnwood, Washington. I continued in that position until May 2005, when I was transferred to the Kay store in the [REDACTED] in [REDACTED] Washington. I continued in that position until April 2006, when I left the company.
3. I began working for Sterling again in November 2007, as a Third Key at the [REDACTED] store in the [REDACTED] in [REDACTED], Washington. I continue in this position to the present.
4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
5. When I was promoted to Third Key at the Kay store in the Alderwood Mall, in Lynnwood, Washington, I did not receive a pay raise.
6. During my employment at Sterling, I observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting

system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of specific management openings.

7. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview with District Manager Rhonda Russell.
8. Beginning in the fall of 2003, I also expressed interest in management to Debra Johnson, my Store Manager at the Weisfield store in the Everett Mall, in Everett, Washington. Johnson told me that she knew I could do the job of Store Manager. When I left her store in March 2004, Johnson said, "Some day I might be working for you." I took Johnson's comment as her opinion that I had the qualifications and ability to go far in the company.
9. Beginning in March 2004, when I became the Third Key at the Kay store in the Alderwood Mall, I expressed interest in management to Tonikay Cheney, my new Store Manager. At this store I learned how to do the paperwork that managers need to complete as part of their duties. During this time, I continued to express interest in management to District Manager Rhonda Russell when she visited our store.
10. Cheney was replaced as Store Manager at the Kay store in the Alderwood Mall, with Gloria Caulk around February 2005. I expressed interest in being promoted to Assistant Manager to Caulk at that time, and throughout the time that she supervised me.

11. From approximately February 2005 until April 2005, the Assistant Manager position was left unfilled at the Kay store in the Alderwood Mall. During this time, I performed the duties of the Assistant Manager. The position ultimately was filled by a male who was hired from outside the company.
12. In May 2005, I was transferred as Third Key to the Kay store in the [REDACTED] in [REDACTED] Washington. I expressed interest in management to Phil Levine, my new Store Manager.
13. When I rejoined employment with Sterling as a Third Key in November 2007, at the [REDACTED] store in the [REDACTED] in [REDACTED], Washington, I continued to express interest in management to Store Manager Gloria Caulk. Since that time I have also expressed interest in management to District Manager Steve Cardenas.
14. In approximately the spring of 2008, an Assistant Manager position became available at the Kay store in Bellingham, Washington. I was not interviewed for the position or even told about it. Instead, Sterling promoted [REDACTED] Male Employee a male Sales Associate. [REDACTED] Male Employee and I had a similar amount of time with the company, but most of my employment with Sterling was as Third Key, a higher-level position than Sales Associate. I had also worked as an acting Assistant Manager for about two months.
15. When I learned of [REDACTED] Male Employee promotion to Assistant Manager, I complained to Store Manager Caulk about being passed over for promotion. Caulk told me that I had been "up for" the promotion, but that they did not think I wanted to drive that far. I had not been asked whether I would be willing to drive for the position;

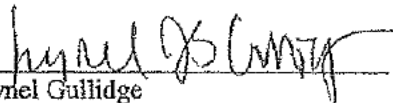
in fact, I had previously expressed to District Manager Russell that I was willing to commute for a promotion.

16. I have worked as a Third Key for Sterling for over three years, including working as the acting Assistant Manager. I am a certified Diamontologist. I earned a B.A. in 1987, in Public Relations, from Central Washington University, in Ellensburg, Washington. I have continually expressed interest in management during my employment with Sterling. Despite this, I have not been interviewed for, or even told about, any open Assistant Manager position during my employment with the company.

17. During my employment at Sterling, I have also experienced sexual harassment. I was Third Key at the Kay store in the [REDACTED] in [REDACTED] Washington, from May 2005 until April 2006. During this time, Sales Associate [REDACTED] made sexually inappropriate comments to me and other female employees. [REDACTED] said things like how often he had sex, and would announce when he had "gotten lucky" the night before. He also made sexually inappropriate comments about women who walked by our mall store. [REDACTED]'s comments made me uncomfortable. I did not complain about this behavior because I was afraid of retaliation if I did so.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

25th day of March, 2009.


Lynel Gullidge

A115

DECLARATION OF JASMINA HADZIALIC

1. My name is Jasmina Hadzialic. I am a female, over the age of 21, who resides in St. Louis, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling", "the Company") between February 2007 and June 2012. On February 2007, I was hired as a Sales Associate in J.B. Robinson store 2189 located at the West County Mall in St. Louis, Missouri. I remained there until June 2007, when I moved to Kay store 123 at the Crestwood Mall in Crestwood, Missouri as a Sales Associate. Around fall 2007, I was promoted to Third Key. After that store closed in January 2009, I took some time off and finished my bachelor's degree in Psychology. Then, from approximately October through December 2010, I returned to the company and worked at Kay store 125 as a seasonal office worker at the [REDACTED] in [REDACTED]. Then, in December 2010, I started with the Company again as a Full-time Sales Associate at J.B. Robinson store [REDACTED] at the [REDACTED] in [REDACTED]. Around April 2011, I was made Third Key and I remained in that position until July of 2011. I then stepped down to Part-time Sales Associate from July 2011 until I left the Company in June 2012.
3. Prior to being recruited to work for Sterling, I worked at Zales for 6 months as a seasonal sales associate. Prior to that, I was a customer care specialist at Enterprise Rent-A-Car for a year from 2005-2006. I also worked in sales and as a key holder at Sunglass Hut for a year from 2004-2005.

4. In recognition for having achieved my sales goals, I received the 6 out of 6 Award in July 2007. Around that time I also won an award for the top Sales Associate of the week and was given a \$300 cash prize.
5. During my time at Sterling, I was aware of a policy against discussing pay with other employees. I was told about this policy by Store Manager Jon Peek when I started at the Company. Notwithstanding this policy, I still have reason to believe that men were paid more than women for similar work. For example, around 2011, **Male Employee** a Sales Associate, told me that he earned approximately the same wage as I did, despite the fact that Mr. **Male Employee** had started with Sterling only about 1-2 months before coming to store **Male Employee** and he had no prior jewelry experience. By contrast, I had started with the Company in 2007. I spoke to my Store Manager Heather Lima about the unfairness, and she told me there was nothing she could do because her hands were tied and pay was set at a level above Store Manager. I did not complain further up the ladder at Sterling because, based on my experience making complaints about sexual harassment in the past (described below), I felt that Sterling management would not be responsive.
6. I do not recall any formal posting of promotional opportunities for current employees in the stores where I worked. During my time at the Company, promotional opportunities were announced by word of mouth or you could post your resume and indicate your interest in the Career Advancement Registry ("CAR"). In my experience, the CAR system was not used to equalize opportunities for promotion. Instead, it was just a system that collected everyone's resumes.

7. Even with CAR in place, I observed that on at least three occasions, males who were friends outside of work with the hiring manager were the employees who got promotions. Rather than hiring the best candidate for the job based solely on objective standards, I believe that Sterling factored in gender, favoring male candidates over similarly qualified and experienced female candidates for promotion. I have seen male applicants with low standards get promoted because they were friendly with the male hiring managers, while female candidates with the same standards were rejected. For example, I observed this with [REDACTED] Male Employee [REDACTED] promotion to Assistant Manager of store [REDACTED] around spring or summer 2011. I also applied for the position after doing the job of acting Assistant Manager in store [REDACTED] during the spring and summer of 2011. I had filed my interest in being promoted to Assistant Manager in the CAR system but I was told by my District Manager Jared Williams that Sterling management could not promote me because my standards were not 6 for 6. Then Sterling hired [REDACTED] Male Employee [REDACTED] whose standards were 5 for 6, the same as mine. I learned this after he arrived in store [REDACTED] and his standards were made public amongst employees in the store. I didn't confront Mr. Williams about this because I had lost faith in the Company and did not feel that my complaint would be taken seriously.

8. Males were favored by other males at Sterling who seemed to be part of an "Old Boys Club." For example, around spring of 2011, my Store Manager Jacob Pezold told me that he and a group of male Sterling employees gathered at District Manager Jared Williams' house on Sunday nights to have bar-b-ques. No female employees were even invited. Another Store Manager, Jon Peck, was also

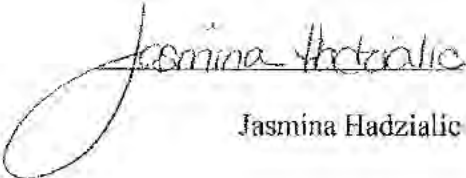
part of this "Club", and he would tell me how the men would socialize and get drunk together. Another member of the "Club" was Garland "Jay" McManus. I was aware that these men were social friends and, given the promotions that some of them received from others in the "Club", it appears that these males helped one another gain promotions and move up within the Company.

9. During my time at the Company, I experienced several instances of serious sexual harassment. For example, around March 2007 when I worked as a Sales Associate at J.B. Robinson store [REDACTED] [REDACTED] was a Third Key in my store. He sent me numerous text messages with pictures of his penis. He made outrageously inappropriate comments to me, for example, "I want to bend you over the case and f*ck the sh*t out of you." As a new employee, I did not know about the TIPS Line yet, but I complained to my Store Manager [REDACTED] about the behavior. [REDACTED] told me that I needed to speak to our District Manager [REDACTED]. I spoke to [REDACTED], who said he would take care of it. However, it was not until June 2007 that the Company took action by having me transferred out of the store. For months after my complaint, I was still working with [REDACTED], and the harassment was allowed to continue throughout this time. To my knowledge, Sterling never reprimanded [REDACTED] for his actions. In fact, shortly after my transfer, Sterling promoted [REDACTED] first to Assistant Manager at [REDACTED] Kay store, and then promoted him again to Store Manager of [REDACTED] Kay store [REDACTED].
10. I heard about the Annual Managers' Meeting (Annual Managers' Meeting) from Store Manager [REDACTED] [REDACTED] who attended around 2007. He told me that it was a "f*ck fest",

and of the notorious affairs between Sterling employees, including some male managers and female subordinates that took place there. For example, he told me that Sterling hired a body guard to accompany [REDACTED] during the Meeting because [REDACTED] had been accused of sexually harassing his female employees in the past. My understanding was that the body guard was hired to prevent [REDACTED] from acting out in a way that would result in legal consequences for the Company.

11. Mr. [REDACTED] also told me stories from [REDACTED] Annual Managers [REDACTED] about Store Managers [REDACTED], [REDACTED], and District Manager [REDACTED]. These men would flirt aggressively with women while drunk at [REDACTED] Annual Managers [REDACTED]. Around 2010, [REDACTED] [REDACTED], my Store Manager at the time, told me about how he "hooked up" with female Store Managers at [REDACTED] Annual Managers [REDACTED] even though he is married. He told me that he saw the [REDACTED] Annual Managers [REDACTED] as an opportunity to cheat on his wife, and that it was a week-long pass to do whatever he wanted. He told me that "What happens there, stays there." I understood this to mean that Sterling's male managers treated the Meeting as a time when they could act out, and their bad behavior would be ignored by the Company.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 20th day of January, 2013.


Jasmina Hadzialic

A116

Declaration of John Hallum

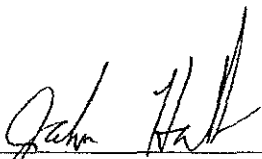
1. My name is John Hallum. I am a male, over the age of 21, who resides in Bakersfield, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately September 2006 as a Sales Associate at the Kay store in the Valley Plaza Mall in Bakersfield, California. I continued in that position until approximately November 2006, when I was promoted to Assistant Manager. I worked as Assistant Manager at the Kay store in Bakersfield until approximately July 2008, when I left employment with Sterling.
3. During my employment with Sterling, I observed that Sterling did not post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, Sterling selected an employee for promotion and then a Sterling manager notified that employee of that opportunity. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
4. For example, in approximately November 2006, Store Manager Ben Fox approached me and asked me if I would like the Assistant Manager position at the Kay store in which we worked. I had not expressed interest in this position to Fox or any other Sterling manager prior to this. Although I had not expressed interest to Sterling in being promoted into management, when it was offered to me I

accepted. Three weeks later I was promoted to Assistant Manager at the Kay store in Bakersfield, California.

5. At the time Sterling promoted me to Assistant Manager, Mary House was a female Sales Associate in my store who was well qualified to be promoted to Assistant Manager. I worked with Mary and observed she was well qualified to be Assistant Manager.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

31 day of May, 2013.



John Hallum

A117

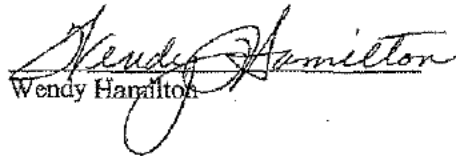
DECLARATION OF WENDY HAMILTON

1. My name is Wendy Hamilton. I am a female, over the age of 21, who resides in Tampa, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Jared store in Tampa, Florida, as a Sales Associate in approximately August 2002, and have continued in this position to the present.
3. Prior to working for Sterling I was a Store Manager for Zales Jewelers for approximately two years. I also had approximately 16 years' experience in banking, and finished my career with Bank of America as a Vice President.
4. During my employment with Sterling I have won awards based on my sales. For example, I made the President's Club in 2006 and 2007.
5. I observed that Sterling has an unwritten policy prohibiting its employees from discussing their pay. Sterling's policy makes it difficult for women to identify instances where they are paid less than male employees doing similar work.
6. I found the Complaint that was filed against Sterling in Federal Court in New York on the internet. From this Complaint, I learned what ^{Male Employee} [REDACTED] a male Sales Associate in the same market area as me was paid ^{Male Employee} [REDACTED] was hired in 2004 and was paid \$14.50 an hour. At that time I was being paid \$13.39, and had already been with Sterling for two years, and also had two years' experience managing a Zales store.

7. Female employees at Sterling also suffer discrimination because of the manner by which promotions are made. Job openings and promotional opportunities are not posted via a formal job posting system.
8. Female employees are also discriminated against by Sterling in other ways. Some rules and policies were not enforced against male employees that were enforced against female employees. For example, female Sales Associate at my store, Rose Liveli, had previously been a Store Manager at a Belden's Jewelers store in New York. She told me that she wanted to sell timepieces at our store, but the Store Manager would not let her do so until she received special training and obtained a certification. However, after this, in approximately 2005 or 2006, there was a male Sales Associate who was hired, whose name I cannot remember. He had no previous jewelry or retail experience, but he was allowed to sell timepieces without receiving the special training or certification. I learned this in conversation with Liveli and with the male Sales Associate.
9. I am also aware of sexual harassment against women at Sterling. For example, in approximately 2003 or 2004, a male Store Manager, [REDACTED], sexually harassed both employees and customers. [REDACTED] managed a Jared store in [REDACTED], Florida. A female employee, [REDACTED] (LNU) had to obtain a restraining order against [REDACTED] because of his harassment of her. I know this from conversation with [REDACTED] (LNU) who had to transfer to our store. The security guard at our store had a picture of [REDACTED] and instructions to not let him enter our store.

10. I received a call in approximately 2003 or 2004 from a customer complaining about [REDACTED]'s sexual harassment of his fiancée. A male customer called my store asking for the phone number for Sterling headquarters. He wanted to make a complaint against [REDACTED]. He and his fiancée had visited the [REDACTED] Jared store to look at rings. When I asked what happened, the customer said to me, "Let me put it this way. He was making comments he shouldn't have about her 'upper body.'"

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 29th day of May, 2008.


Wendy Hamilton

A118

DECLARATION OF JEFFREY "JEFF" HANDLEY

1. My name is Jeffrey Handley. I am a male, over the age of 21, who resides in Amherst, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I started my employment with Sterling Jewelers Inc. ("Sterling") in approximately January 2001 as a Manager Trainee at Osterman, store number 145, located in [REDACTED] in [REDACTED], Ohio. I was promoted to Store Manager in approximately March 2001 at Kay, store number [REDACTED] located in [REDACTED] in [REDACTED] Ohio. In approximately June 2001, I transferred as Store manager to J.B. Robinson, store number [REDACTED] located in [REDACTED] in [REDACTED] Ohio. In approximately July 2001, I transferred as a Store Manager to Osterman, store number [REDACTED] located in [REDACTED] in [REDACTED] Ohio. In approximately December 2002, I transferred as an Assistant Manager to Kay, store number [REDACTED] located in [REDACTED] in [REDACTED] Ohio. In approximately March 2003, I was promoted to Store Manager at Kay, store number [REDACTED], located in [REDACTED] in [REDACTED] Missouri. In approximately May 2003, I transferred as a Sales Associate to a higher-volume Kay, store number 387, located in West County Center in Des Peres, Missouri. In approximately December 2003, I transferred as a Sales Associate to Osterman, store number 145, located in [REDACTED] in [REDACTED] Ohio. I remained at this location as a Sales Associate until I eventually asked to be taken off of the schedule in approximately May 2005.

3. There was a policy at Sterling that prohibited employees from discussing their pay. As a Store Manager, I enforced this policy by informing the employees in my store that they were prohibited from discussing their pay.
4. Throughout the years that I was employed at Sterling, I never observed a formal process for employees to express their interest in promotion within the stores or to company management. Because Sterling did not post promotion opportunities and openings for management positions, employees would have to find out about these opportunities through word-of-mouth from other Sterling employees.
5. When I was first interested in working at Sterling, around 2001, I spoke to a General Manager at Jared and expressed my interest in a management position at Sterling. He put in a good word on my behalf to upper management, and I was soon interviewed. I was offered a Manager Trainee position. Within about 90 days of being hired, I was promoted to Store Manager at a Kay store located in [REDACTED] in [REDACTED] Ohio.
6. In approximately December 2002, I had to step down to Assistant Manager when store number 144 closed. Around 2003, I called District Manager Sheryl Urekar in St. Louis and asked her if there were any Store Manager positions available in that district. There were no postings for open management positions in the St. Louis area, but District Manager Urekar said she would find a store for me in that district. In about a week or two, I was promoted back to Store Manager in the district that I requested at a Kay store located in [REDACTED] Missouri.
7. I believe the Vice President was pulling all the strings with respect to personnel decisions which included pay, promotion, and staffing issues. I recall District

Manager Timothy Chmiel would often state that he had to do things "the way Robert wanted it," meaning Vice President Robert Glaser made all the final decisions regarding pay and promotion for our area and Mr. Chmiel had to follow Mr. Glaser's orders. For example, I asked Mr. Chmiel if I could allow another employee to have keys to the store and he told me that Vice President Robert Glaser made the decision that an additional employee could not have keys to the store.

8. As Store Manager, I did not have the authority to set pay or make promotion decisions. When a new hire was interviewed for a position, the District Manager would inform the new hire of the pay rate.
9. When **Executive** [REDACTED] would visit my store, the female employees would tell me that he really "creeped" them out because he would stare at their bodies. On several occasions, I observed him inspecting their bodies with his eyes as intensely as he would inspect the jewelry in the store. I also was aware from discussions with female Sales Associates, of Mr. [REDACTED] offending female employees with the sexual comments he regularly made. I learned from conversations with other Store Managers that he was involved in a sexual affair with a female Store Manager.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this _____ day of June 4, 2013.



Jeffrey Holdley

A119

DECLARATION OF CHARLENE HARKNESS

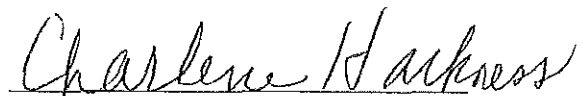
1. My name is Charlene Harkness. I am a female, over the age of 21, who resides in College Park, Georgia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as part-time Sales Associate in approximately 1995 when the jewelry store I was working for was acquired by Sterling and became Marks & Morgan in the Milledgeville Mall in Milledgeville, Georgia. I later became a full-time Sales Associate in the same store and in approximately 1995 or 1996, moved to Kay store in the Centerville Mall in Centerville Georgia as an Assistant Manager. In approximately 1998, I became the Store Manager of Kay store number 667 in Dublin Georgia and remained there until approximately 2000, when I moved to Auburn, Alabama, and became the Store Manager of the Kay store at the Village Colonial Mall store. In approximately 2001, I moved back to Georgia and became the Assistant Manager of the Kay store number 675 in Valdosta at the Colonial Mall. I worked as Assistant Manager at my last two stores as well, both at the Macon Mall in Macon, Georgia. One was Kay's, store 1404 and the other was Marks & Morgan, store 1942. I left Sterling in approximately January, 2008.
3. I am a certified diamontologist. I was nominated for a Rookie of the Year award during my first year as a Store Manager and to this day have a file full of certificates I won for various sales goals I met during my tenure at Sterling. This includes newspaper articles as well.
4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees. I was

informed of this policy from the beginning of my employment by my first Sterling Store Manager. While I was a Store Manager, I informed employees in my stores about this policy.

5. As Store Manager, I was not involved in decisions regarding the pay of employees, even if I participated in the hiring process for them. I was involved in the interview process, and could have input regarding who I thought should be hired, but I never made any judgment regarding what rate of pay to offer any applicant. Those decisions were always up to the District Manager, as far as I was aware.
6. During my employment at Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were made by Sterling via a "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific openings.
7. In approximately 2007, Sterling started implementing a new system, called the Career Advancement Registry ("CAR"), in which employees enter information on a computer if they want a promotion. Sometime after it started, I recall my District Manager, Steve Martz telling me about a possible promotion/transfer for me, and that I would need to register through CAR to "make it official."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

6 day of February, 2013.


Charlene Harkness

A120

DECLARATION OF CHRISTINA HARRIS

1. My name is Christina Harris. I am a female, over the age of 21, who resides in Madrid, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I worked for Sterling Jewelers Inc. ("Sterling" or "the Company") at a Belden Jewelers store, Store 331 in Massena, New York, from approximately October 7, 2007 to March 14, 2008. I was hired as part-time Sales Associate and remained in that position for the duration of my employment.

3. During the entire time I worked for Sterling, I was aware of the Company policy that employees were not allowed to discuss their pay with one another. In fact, when I was hired, Store Manager Janice Bond told me my hourly rate would be \$8.40, and then warned me that my pay was confidential and I was not allowed to discuss my pay with anyone.

4. During my employment at Sterling, I observed that men were paid more than women for the same work. For example, approximately two months after I was hired, Sterling hired two men, **Male Employee** and **Male Employee** one as a part-time sales associate and one as a full-time sales associate. In separate conversations shortly after they were hired, **Male Employee** and **Male Employee** disclosed to me their hourly pay rates they were paid as sales associates, which were approximately one dollar per hour more than the hourly rate Sterling was paying me. They were also paid approximately one dollar per hour more than what Sterling was paying **Female Employee**, another female Sales Associate who was also hired approximately two months prior to **Male Employee** and **Male Employee** and who had told me Sterling was paying her \$8.40 per hour as well. I had more experience working

at Sterling and consistently met or exceeded my sales goals and other benchmarks, whereas I observed [Male Employee] was frequently below his credit application goal, frequently having to walk around the mall attempting to get credit applications. Yet these newly-hired male sales associates were paid more than me for performing the same work.

5. During my employment at Sterling, promotional opportunities were not posted. Further, although there was a computer program that employees could log into to sign up for promotional opportunities, no one had explained the program to me or the other sales associates I worked with, or trained us how to use it, therefore the primary way we were made aware of promotional opportunities was by word of mouth.

6. During my employment at Sterling, I observed that men were promoted over women. During my job interview, and frequently thereafter, I notified my Store Manager that I was available to work full-time and was interested in being promoted to a full-time Sales Associate position. However, the male part-time Sales Associate [Male Employee] who was hired after me was quickly promoted to a full-time sales associate position over me shortly after he was hired.

7. Shortly after [Male Employee] was promoted to full-time Sales Associate, I and the other sales associates in the store were made aware, by word of mouth, that Sterling was looking to place someone in a Third Key position. I told my Store Manager that I was interested in being promoted to Third Key. I had experience working in a Third Key position at one of my previous jobs before working for Sterling. My Store Manager advised me that determining who would be placed in the Third Key position was a "District decision." Shortly thereafter, in about February, 2008, [Male Employee] was promoted to Third Key and [Male Employee] was promoted to Office Associate (a position which paid more

money) over me and the other four female Sales Associates in the store who had been working for Sterling longer, and had experience and performance records equal to or exceeding those of our male counterparts.

8. After [Male Employee] and [Male Employee] were promoted to Third Key and Office Associate respectively, the female sales associates, including [Female Employee] [Female Employee] and me were upset about the less senior, and equally or less qualified male associates being promoted over us. In response, our Store Manager held individual meetings with each of us, explaining why [Male Employee] and [Male Employee] were promoted. When Bond met with me, she told me that [Male Employee] was promoted to Third Key because he was full-time. I told Bond that I had expressed to her during my job interview and frequently thereafter that I was interested in being promoted to full-time Sales Associate. The only thing Bond said in response was that [Male Employee] was already full-time and so was promoted to Third Key.

9. I left Sterling in March of 2008 due to being repeatedly passed over for promotions given to less senior, less experienced, and/or less qualified males. I also left because, in a one-time occurrence, I asked for a day off one week in advance because I was unable to obtain child care for my children for that particular day (which had never happened before), and my Store Manager refused, telling me if I was not going to come in to work on that day, I did not need to come back in at all.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 15th day of June, 2012.


Christina Harris

A121

DECLARATION OF JODI-LYNN HARTMAN

1. My name is Jodi-Lynn Hartman. I am a female, over the age of 21, who resides in Lebanon, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a part-time sales associate at the Kay store in the Lebanon Valley Mall in Lebanon, Pennsylvania in approximately 1990. I remained in this store until approximately 1992, working my way up from part-time sales associate to full-time sales associate, Assistant Manager and finally Store Manager. In approximately 1992, I transferred to a Belden store in Camp Hill, Pennsylvania as a Store Manager and remained in that store for approximately four to six months. I then managed a Belden store at the Harrisburg East Mall in Harrisburg, Pennsylvania for a few months before transferring to a Kay's store in the Lebanon Valley Mall in Lebanon, Pennsylvania, where I remained as a Store Manager from approximately 2001 until 2002. From approximately the middle of 2002 the middle of 2003, I stepped down to an Assistant Manager position at a Kay store in the Colonial Mall in Harrisburg, Pennsylvania. In approximately the middle of 2003, I returned to the Kay's as a Store Manager at the Lebanon Valley Mall in Lebanon, Pennsylvania, where I have remained ever since.
3. During my employment at Sterling, I have observed that Sterling has a policy prohibiting its employees from discussing their pay. I have been told by every District Manager I've ever had that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. The District Managers that told me about this policy were Ron Robinson, Jeff Yoder, Jeff Bourbon and Anita Chilcoate. As

Store Manager, I instruct the employees that I supervise to not discuss their pay with other employees. Because of this policy, it is difficult for women to identify instances where they are paid less than male employees performing the same job. Nevertheless, I am aware of male employees being paid more than female employees doing the same job.

4. As a Store Manager, I am able to hire sales associates, but their rate of pay is set by the District Manager and the **Executive**. I recently hired a male part time sales associate, **Male Employee** who had no prior retail experience. I was surprised when his pay was set at \$9.95/hour. In less than a month, Mr. **Male Employee** was promoted to full-time and given a raise of approximately a dollar an hour, bringing him to \$10.50 or \$10.95/hour. This was striking to me because **Female Employee**, a female full-time sales associate in my store has been with Sterling for five years and she currently makes \$10.95/hour. My Second Assistant Manager **Female Employee** who is female, only makes \$10/hour. Another female full-time sales associate in my store, **Female Employee** has been there two years and only makes \$9.75/hour.
5. In approximately 2007, I discovered that a recently hired male **Male Employee** was being paid close to \$45,000/year as a Manager-in-Waiting. This was about \$6,000 or \$7,000 per year more than I was making as a successful Store Manager for about 7 years. I am aware of his rate of pay because a friend of mine saw one of his pay stubs left laying around the office after he had left the company.
6. Within the last six months, **Male Employee** was paid \$19/hour as an Assistant Manager, which is almost as much as I make as a Store Manager.
7. Also, it is my understanding that **Male Employee** recently was promoted to a Store Manager position at a salary of \$42,000/year. This is more than I make as a successful

Store Manager of 9 years. I am aware of [Male Employee] salary information because he told fellow Store Manager Becky Jewart, who in turn told me.

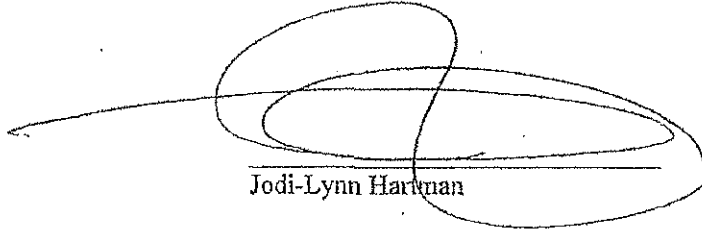
8. The only raises I have received have been cost of living raises. I have periodically told my District Manager that I believe that I deserve a raise, but my requests have been rejected.
9. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notifies only those employees it is already interested in promoting about specific management openings.
10. Within the last several years, Sterling has implemented a system in which employees may formally notate their interest in promotional opportunities. In 2007, I indicated my interest in becoming a District Manager. After that, my District Manager commented to me that she noticed that I was interested in becoming a District Manager. I told her that I was, but there was never any further discussion about it after that. I was never informed of any openings for any District Manager positions, nor what I would need to do in order to improve my chances to be promoted to that position.
11. Since a Store Manager's compensation consists of a base salary plus a percentage of the store's profits, a Store Manager can earn more by being promoted to a "higher volume" store. I was and continue to be passed over for promotions to Store Manager at higher volume stores and stores located in better locations for less qualified males during my employment with Sterling.

12. For example, in approximately 2005 or 2006, although I had expressed my interest in a promotion to a higher volume store, a male, **Male Employee**, was promoted instead of me. At the time, my store's numbers were up and his store was failing. In addition, I had more tenure with the Company. **Male Employee** was friends and played golf with District Manager Jeff Bourbon. When I inquired about why I did not receive the position, I was told that it was decided that it would have been too far for me to drive. This reason did not make sense to me as the drive would only have been thirty five minutes from my house.
13. Another time that I was passed over for a promotion to a higher volume store in favor of a less-qualified male occurred in about 2007, when **Male Employee** was promoted over me. At the time, I had brought my store from under a \$1,000,000 store to a \$1,500,000 store. I had worked with **Male Employee** and know that I am more qualified than he was. In addition, he had been in some kind of trouble with the Company over the years and had only been a Store Manager for a short period of time.
14. Just last month, **Male Employee** was again promoted to a higher volume store that I should have gotten. I was told by my District Manager that the reason was because his store did \$200,000 more in sales than mine did, but in this business that number is insignificant. I have been a very successful Store Manager for 9 years, while he has been demoted and promoted several times for performance reasons, with a total tenure as a Store Manager of only three or four years.
15. In addition, had that store not gone to me, I believe that it should have gone to another female Store Manager, Melissa (LNU), who has been a successful Store Manager for six or seven years and is at the very least no less qualified than **Male Employee**.

16. At this point, I feel that Sterling has passed me over for so many promotions that they are now attempting to make it appear as though I am not really interested in promotions by "offering" me transfers to undesirable stores so that I will turn them down. For example, in approximately May or June of 2009, my District Manager, Anita Chilcoate, told me that she had to offer me a transfer to the Dover, Delaware store because I was up for it. She proceeded to tell me that she had already told the [REDACTED] that I wouldn't take it because I wouldn't want to drive that far. This "offer" did not seem legitimate to me in part because my District Manager turned it down on my behalf before she even mentioned it to me.
17. Also, during the week of August 3, 2009, while I was out of town on vacation, I was offered a transfer to the store that [Male Employee] had vacated after he was promoted over me. District Manager Jeff Bourbon called me by phone and said "I know you've been overlooked for promotions in the last several years." He proceeded to offer me a transfer to a store that made only slightly more money than my store did last year. Because this would have been essentially a lateral transfer, I had concerns about whether it would benefit me financially to accept the move. I told District Manager Bourbon about my concerns and that I wanted to sit down with him and look at the financials of the store. District Manager Bourbon was unwilling to do this and said that I was required to make a decision by 6:00 p.m. on Sunday, which was the night I arrived home from my vacation. Although I felt pressured to accept this lateral transfer with the vague promise from District Manager Bourbon that it was a "great opportunity," I could not accept such a move without complete information about the financial aspect of such a move.

18. When I returned from vacation, I discovered that while no official offer had been made, my male Assistant Manager was under the belief that he would be taking over my store. Apparently, many people in the district were aware that I had been offered a transfer before I had even returned home from vacation.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this Monday day of Aug 24, 2009.



Jodi-Lynn Hartman

A122

SUPPLEMENTAL DECLARATION OF JODI-LYNN HARTMAN

1. My name is Jodi-Lynn Hartman. I am a female, over the age of 21, who resides in Lebanon, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a declaration in this matter on August 24, 2009. As of August 24, 2009, I was the Store Manager of the Kay Jewelers, Store 1143, at the Lebanon Valley Mall in Lebanon, Pennsylvania. Today, I am still the Store Manager of this store.
3. As a Store Manager, I have instructed employees not to discuss pay pursuant to Sterling's policy prohibiting employees from discussing their pay. In 2008 or 2009, two sales associates came to me complaining that they were hired at the same approximate time but were earning different base pay rates. I addressed this concern with my District Manager Anita Chilcoate. Chilcoate told me to tell the sales associates that this conversation needed to end, that they would need to cease and desist any conversations about pay, that pay could not be discussed in the store, and that failure to stop talk about pay would result in corrective action up to termination.
4. Since executing my declaration on August 24, 2009, I have continued to express my interest in promotions to higher volume stores and seek to one day be a District Manager. As recently as six weeks ago, District Manager Chilcoate commented that Sterling still needs to move me to Kay Jewelers, Store 1102, in Wyomissing, Pennsylvania, a higher volume store. I know from my conversations with other Store Managers that I am one of the lowest paid Store Managers even though I have worked for Sterling for approximately 22 years and run a very profitable store. This promotion to a higher volume store, I was told, was the only way to increase my pay at this point. However, the

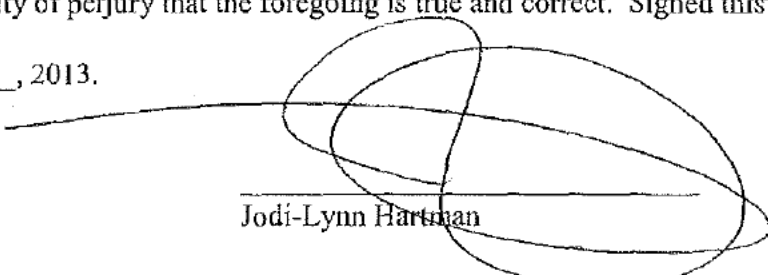
current Store Manager of Store 1102, Mohammed Sharif, discussed in my previous declaration in paragraphs 13 and 14, who is a District Manager In Training (DMIT) is down 14% for the year and his district manager training has been suspended. Because Sterling has not promoted Sharif, an underperforming male, to DM, I have been denied a promotion to a higher volume store and fair pay.

5. Detailed in my previous declaration in Paragraphs 4-7, I provided several examples of male employees paid more than female employees performing the same job. I also now recall **Male Employee** was paid more than I was for performing the job of Store Manager. **Male Employee** began as my Assistant Manager in late 1990's at the Kay Jewelers, Store 1143, in Lebanon, Pennsylvania. I recruited him from a mall kiosk and trained him on all things Sterling. He was eventually promoted to Store Manager of Kay Jewelers, Store 1856, in Colonial Mall in Harrisburg, Pennsylvania, and was paid approximately \$3,000 to \$4,000 more than me at that time. I know this because **Male Employee** told me what he was going to be paid as Store Manager of 1856.
6. During my approximately 20 years as a Store Manager for Sterling, I have attended almost every Annual Managers Meeting (most of which have been held in **Annual Managers Meeting** Florida). These meetings have always been very wild, although they have tamed down some in recent years. Spouses have never been allowed to attend the Annual Managers Meeting. I observed male managers taking off their wedding bands and married managers being intimate with each other. I recall managers stealing a golf cart and driving the cart into a lake. Until about four or five years ago, Sterling had an open bar at the evening event for the meeting. Now, there is only wine and beer, but managers can still BYOB (bring their own beverages). At the last Annual **Annual Managers' Meeting**,

a male manager in my district drank so much he went into a diabetic episode. I fed him bread until he came to.

7. When I first began with Sterling, I attended a regional division Christmas party. The party got so out of hand that our group was thrown off the property and asked never to return. I recall a popular Store Manager standing up in front of approximately 600 employees and state, "Just wanted to say, fuck you, [REDACTED]." [REDACTED] was my district manager. As a result of this comment, and the heavy drinking, a fight broke out in the parking lot and a chair was thrown through a plate glass window. This was my introduction to Sterling. [REDACTED] (who was a **Executive** [REDACTED] at the time and is now a **Executive** [REDACTED]) was in attendance at this party. Also, it was common that when [REDACTED] came into town for store visits, all the Store Managers and District Managers would get together for drinks. Often, the drinking would start in the lobby of [REDACTED] hotel and then the real drinkers would later continue in [REDACTED] hotel room. This is how relationships are formed at Sterling.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 5th day of March, 2013.



Jodi-Lynn Hartman

A123

DECLARATION OF ROBERT HEINLY

1. My name is Robert Heinly. I am a male, over the age of 21, who resides in Santa Ana, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began work for Sterling Jewelers Inc. ("Sterling") in approximately September, 2007 as a Store Manager at a Kay Store in Orange, California. I stayed in that job for about one year until I was terminated in approximately September, 2008. Prior to Sterling, I had worked as a Store Manager at Daniels Jewelers in California for about ten years.
3. When I was hired by Sterling, I was instructed by my District Manager on Sterling's policy that employees were not to discuss their pay with each other. As a Store Manager, I was expected to inform my employees of the policy and told to enforce it.
4. As a Store Manager at Kay, I participated in the interviewing of several applicants for hourly positions such as Sales Associate. That also included making recommendations to my District Manager for which applicants should get a second interview. However, I had no input into and did not participate in the decision of how much money to offer to those applicants being offered a job. Those pay decisions were made by my supervisor, either at the District Manager level or above.
5. While I was being recruited by Sterling to be a Store Manager at the Orange, California, Kay Store, I became acquainted with the Assistant Manager of that store, who was a female. She seemed extremely well-qualified and in light of that

I asked the District Manager who was recruiting me, why Sterling hadn't promoted her to the Store Manager position instead of offering it to me. The District Manager simply said Sterling did not want to promote her because she was not qualified to be Store Manager.

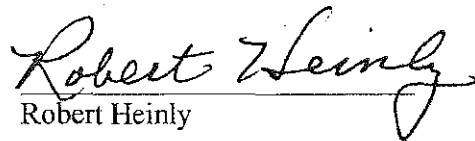
6. After I was hired as a Store Manager of that store, it became even more evident to me that the female Assistant Manager was extremely well-qualified and in my view, clearly capable of performing the Store Manager duties of a Kay store. In fact, I felt she was more qualified than I was and should have been selected for the Store Manager job, instead of me. This appeared to be gender discrimination to me. My belief was confirmed by the fact that she was never promoted to Store Manager during the time I worked for Sterling.
7. The Third Key employee at my Kay Store was a male who was not a very good employee. His sales were weak and his job commitment was unsatisfactory. At some point, he came to me and asked for a raise. I told him if he wanted a raise he needed to work harder, sell more jewelry, and be a better employee in general. He told me if I would not do what I could to get him a raise he would quit. I told him to go ahead and quit because I would not support giving him a raise. Shortly after that, he talked to my District Manager to ask for a raise. The next thing I knew he had received a significant raise. In fact, I recall that his raise made him a higher paid employee than my female Assistant Manager. This was totally unfair and again appeared to be a gender-based decision, i.e., a lesser qualified male employee was given more money than a higher-qualified female employee.

These examples confirmed to me that Sterling's pay and promotion decisions were tainted by discrimination against its female employees.

8. There was no structured formal promotion system at Sterling where employees who were interested in being promoted were notified of promotional opportunities and given a chance to apply for them. Because I was interested in promotional opportunities, I decided to ask my District Manager what the criteria were for getting promoted. He told me that there really were no standards; that Sterling simply promoted whomever it wanted to promote.
9. I attended Sterling's annual **Annual Managers' Meeting** in 2007. This was the only **Annual Managers' Meeting** I attended. I was very surprised at the amount of free alcohol that was provided at the conference. It seemed like attendees were encouraged to drink. This applied to both male and female employees. This atmosphere seemed over the top to me even though I came from California and was quite used to attending social parties.
10. I also observed at the Meeting that male Sterling executives freely socialized with female managers who were obviously their subordinates. There was a lot of "touchy feely" activity between them that occurred at the social functions and the male executives would often have females on their arms. This behavior seemed extremely unprofessional to me and was not like how supervisory male managers and executives interacted with their subordinate female employees at my former employer, Daniels Jewelers.
11. I specifically recall one incident at the **Annual Managers' Meeting** that involved one male District Manager who had to give up his room to his male District

Manager roommate so that the roommate could meet a female Store Manager in the room. I was told this by another Store Manager who attended the Meeting.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 25 day of Sept, 2012.


Robert Heinly

A124

DECLARATION OF HEATHER HENRY

1. My name is Heather Henry (formerly Heather Povkovich). I am a female, over the age of 21, who resides in Cudahy, Wisconsin. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I first worked for Sterling Jewelers Inc. ("Sterling" or "the Company") in approximately 1998. I last worked for Sterling in 2005. My first job with Sterling was as a full-time Sales Associate at a Kay store in Racine, Wisconsin. I worked there approximately two years and then took a leave from Sterling. In approximately 2001, I accepted an Assistant Manager position at a Kay store in Seattle, Washington. I was promoted in approximately 2002 to Manager-In-Waiting and then Store Manager of a low volume Kay store in Seattle. I stayed in that position until 2003 when I transferred to a Kay store in ██████████ Mississippi as an Assistant Manager. I worked in that job in that store until my employment with Sterling terminated in 2005.
3. During the entire time I worked for Sterling, I was aware of the Company policy that employees were not allowed to discuss their pay with one another. I was told this by several of my Store or District Managers. I also was instructed on this policy at Manager training sessions I attended, for instance at Headquarters in ██████████ Ohio. When I was a Store Manager, I was required to inform my store employees of the policy and to enforce it.
4. When I started working at Sterling, it was my goal to make a career there. I worked hard as a Sales Associate and when I was recruited back to Sterling as an

Assistant Manager in 2001, it was my hope that I would be able to be promoted to better and higher-paying jobs if I worked hard and produced good results.

However, upon being "promoted" to Store Manager of a store in Seattle, I witnessed first-hand how Sterling did not provide its female employees equal promotion opportunities as its male employees. I was assigned a very low volume store in a depressed part of Seattle, while I observed men who were less qualified than me being promoted or assigned Store Manager positions in higher volume stores in the district. I was qualified to manage and interested in these larger volume stores because they paid more money. However, I was never interviewed for any of these Store Manager positions at the larger volume stores, nor was I ever offered the Store Manager position at any of them.

5. Other female Store Managers in Seattle also experienced similar gender discrimination. There was another highly qualified female Store Manager of a J.B. Robinson store named Elizabeth (LNU) who also could not get promoted or assigned to a higher volume store in Seattle. She told me that when she complained to her male supervisor about this, he told her that if she wanted to transfer to a higher-volume store, that she "needed to grow some balls." I also remember another highly qualified female Full Time Sales Associate named Erin Betts who worked at my Kay store in Seattle. Ms. Betts had a college degree in Business, yet Sterling would not promote her to Store Manager. I do not recall any of the male Store Managers in that district who had that much education.
6. After I transferred to [REDACTED] Mississippi in 2003, I continued to witness and experience Sterling's gender discrimination in promotions. For instance, I recall a

Store Manager position came open in Alabama that I was interested in. A lesser qualified male named [Male Employee] was selected instead of me, despite the fact that I had higher sales and higher scores on Sterling's performance standards. I learned this from conversations with [Male Employee] or other store employees. I was also passed up for a Store Manager position in the Slidell, Louisiana area that Sterling instead gave to a male named [Male Employee], who had only recently been hired by Sterling, had much less experience than I, and had no experience managing stores, whereas I had managed stores for Sterling (as a Store Manager or Assistant Store Manager) for approximately two years at the time. During my employment at Sterling, I observed that men were promoted much more quickly than women; in fact, I never observed any woman promoted as quickly as the men I observed were promoted.

7. After these promotion denials, I recall specifically asking District Manager [redacted] about why I could not get promoted. I had observed several promotions go to people who were much less qualified and experienced than I was. One of these was a female who had been an Assistant Manager. It was generally known that she had been having an affair with her Store Manager. I had just finished conducting a regional management training session that Mr. [redacted] had asked me to do given my past managerial experience. I asked him why, given all my previous experience, I could not get promoted. He said "you need to prove yourself." I told him that I had already proven myself. I then mentioned the female Assistant Manager who had recently been promoted and wondered if "proving myself" meant "sleeping my way to the top." Mr. [redacted] knew exactly

what I was talking about and acknowledged what I said at the time. I then told him that maybe I needed to let somebody at Headquarters know about this. He told me it would be "your word against mine," adding that "Sterling has plenty of lawyers to take care of situations like this."

8. I also had first-hand experience with Sterling's pay discrimination against women. This also occurred in approximately 2003 not long after I had transferred to the [REDACTED] Mississippi area. I felt my pay was too low compared to my understanding of what other employees with similar experience were making in that district. Given my prior experience as a Store Manager in Seattle, my pay should have been more than the amount Sterling decided to pay me as an Assistant Manager. I recall complaining to my District Manager [REDACTED] about this. We had a meeting where I asked him why he had reduced my pay. He told me he had not done that, that "Sterling made that decision." I was very upset about this and felt I was being treated unfairly, especially in light of what I understood male employees were being paid. Shortly after this first conversation, I confronted Mr. [REDACTED] again and this time told him perhaps I needed to hire a lawyer. He told me I could "take it or leave it." He then said something about "Sterling has plenty of lawyers" and that my claim of pay discrimination "would not stand a chance."
9. Throughout my employment with Sterling, I observed that there was a "good ole boy" culture at Sterling. We female managers and employees would regularly discuss this reality. Male managers and supervisors socialized together outside of working hours. They would discuss playing golf together, going to bars together,

picking up women, and other social activities in front of me and other employees at work. In general, I and other female Sterling employees were excluded from these activities.

10. The pay and promotion decisions at Sterling generally were made by the predominantly male mid- and upper-level management. There was no system by which an employee could apply for a promotion. Sterling simply selected who it wanted.
11. Sexual harassment regularly occurred in Sterling. The Company's top level executives fostered this behavior and this culture of sexual discrimination at the Company because they actively participated in it. For instance, [REDACTED], the Executive [REDACTED] for much of the time I worked there, had a well-known reputation at the Company for being a womanizer who took sexual advantage of lower level-female managers or employees at the Company. I knew [REDACTED] and had met him on several occasions. He seemed to visit more frequently and spend more time at those stores that had the most attractive female employees. I recall other female Store Managers commenting that if [REDACTED] was making a store visit in the area and there was an attractive female employee or employees in the store, then there would be a predictable delay in [REDACTED] reaching the next store on his visit list, since he would spend extra time with that attractive female employee or employees. This kind of information about [REDACTED] [REDACTED] was regularly shared among the female Store Managers; we would discuss it on the phone or in person. There was ample opportunity for these kinds of conversations to occur because different brands of Sterling stores were often in

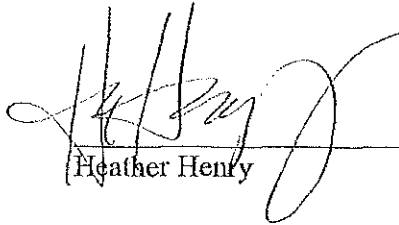
the same mall which allowed for regular personal contact between Store Managers. Training sessions provided additional opportunities for such interaction. Socializing with the female Store Managers also provided opportunities to talk about such topics. All of these methods of communications allowed for the free flow of information about [REDACTED] and other top male executives at Sterling.

12. I personally experienced sexual harassment at Sterling while I was working as an Assistant Manager in Seattle in approximately 2001. I attended a management training session at Headquarters in [REDACTED] Ohio. One evening after work, one of the male trainers who was a District Manager named [REDACTED], took me out for drinks. He was about [REDACTED] years old at the time and I was about 20 years old. I was married, but separated at the time. At one point during the evening, he tried to kiss me but I rejected his advances. In approximately late 2004, I decided I wanted to leave [REDACTED] so I called him to see if he could help me get a Store Manager job somewhere else at the Company. He told me he could get me a Store Manager job at a store in Pennsylvania where he was District Manager. Based on his reactions and what he said on the phone about helping me get to Pennsylvania, it was clear to me that he would expect me to succumb to him sexually if I decided to accept this offer. After much thought, I decided I would not accept the job. Not long after that, my employment at Sterling was terminated, and I decided to start a completely new career. I went back to school and graduated from massage school, then got a Bachelor's degree in nutritional science, and then Masters and Doctorate degrees in oriental medicine. I currently

own a massage therapy school and also work as a Doctor of Acupuncture at a wellness center in Glendale, Wisconsin.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

25th day of June, 2012.



Heather Henry

A125

DECLARATION OF KRISTIN HENRY

1. My name is Kristin Henry. I am a female, over the age of 21, who resides in Oviedo, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 2000, as a Sales Associate at the Jared store in Oviedo, Florida. I continued in that position for approximately eight months, when I transferred to the Marks & Morgan store in the Seminole Town Center, in Sanford, Florida. I continued in that position until approximately 2002, when I was promoted to Assistant Manager at that same Marks & Morgan store. I continued in that position until approximately April 2005, when I was promoted to Store Manager at the Kay store in the [REDACTED] in [REDACTED], Florida. I continued in that position until January 2006, when Sterling terminated my employment.
3. I won a bonus trip in 2005 based on my store's performance.
4. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Adnan Elvatef when I was first hired that employees are not to discuss their pay with other employees, and that it was grounds for discipline. I was also told about this policy when I transferred to new stores. As Store Manager, I told my employees that they should not discuss their pay with other employees and that it was grounds for discipline. Because of this policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid

more than women doing the same job because I learned their pay during conversation.

5. For example, [REDACTED] was a male Sales Associate at the Jared store in Oviedo, Florida, at which I worked. In approximately 2001, [REDACTED] told me he was paid \$12.50 an hour. At that time I was paid only \$9.50 an hour, and had a couple of years experience selling jewelry at Zales Jewelers, and Foster & Lee Jewelers. At that time, [REDACTED] was going to school to learn how to be a chef.
6. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and **Executive** via a subjective "tap on the shoulder" system in which only those employees that Sterling was interested in promoting were notified of specific management openings.
7. I was interested in promotions into management from the beginning of my employment with Sterling in approximately 2000. I was recruited to Sterling from Zales, and I told Store Manager Elvatef that I would only leave Zales if there was opportunity for advancement with Sterling. I told Elvatef that I was on a good promotional track at Zales and was doing well there. He assured me that there were new stores opening in the district and that there was plenty of room for advancement.
8. After I transferred to the Marks & Morgan store, I told Store Manager Amy Hamilton that I wanted to be promoted to Assistant Manager. After I was promoted to Assistant Manager in 2002, I expressed interest in promotion to Store

Manager to District Manager Rose Van Bretzel. I also told Van Bretzel that I was willing to relocate for the position. She told me that I was not ready for promotion and that I had more to learn, but she did not tell me what I needed to learn or how to go about getting whatever training she felt I needed.

9. Van Bretzel approached me in 2003 about a Store Manager position at the Marks & Morgan store in Jensen Beach, Florida. Had she not approached me about this opening, I would have had no way of knowing about it.

10. I worked as an Assistant Manager for approximately 3 years, from 2002 to 2005. During this time, there were some openings for Store Manager that I was aware of that were filled by less qualified male employees.

11. For example, in approximately 2003 or 2004, there was an opening for a Store Manager of the Kay store in the Fashion Square Mall, in Orlando, Florida. Despite expressing interest in becoming a Store Manager, I was not even interviewed for this position. Instead, Sterling promoted a less qualified male employee, [Male Employee], [Male Employee] had been with Sterling less than ninety days as a Manager In Waiting, and he had no previous jewelry experience. He was previously a manager for a McDonald's restaurant. At that time I had worked with the company for three to four years, and had been an Assistant Manager for approximately a year.

12. During the time I was Assistant Manager, there were other openings for Store Manager that I did know of at the time. For example, I recently found out from my former Store Manager, Amy Hamilton, that there was an opening in 2003 for a Store Manager of a new Kay store in Charleston, South Carolina. I had told

District Manager Van Bretzel that I was willing to relocate for promotion to Store Manager, but I was not interviewed for or even told of this opening.

13. In April 2005, I was the Store Manager of a new Kay store in [REDACTED] in [REDACTED] Florida. District Manager [REDACTED] told me that my Assistant Manager was going to be [REDACTED] (LNU), a male employee who wanted to transfer to Florida. He was my Assistant Manager from April 2005 until August or September 2005.
14. During this period, [REDACTED] sexually harassed me and other female employees at the store. He looked at me and other female employees in a sexual manner that made me feel uncomfortable. I complained to [REDACTED] about his behavior, but he brushed it off as being due to cultural differences. [REDACTED] was from India, and [REDACTED] said that [REDACTED] was not used to seeing women dress nicely.
15. In August 2005, I called the store on my day off and talked to [REDACTED]. I was out shopping, and [REDACTED] told me that he hoped I was stopping by Victoria's Secret to get something to wear for him. I complained to [REDACTED] about this, and asked him to transfer [REDACTED] from the store. [REDACTED] told me he had to find another Assistant Manager first. I recommended Debbie Parreles, who worked at a high volume Kay store in the Florida Mall, in Orlando, Florida. [REDACTED] did not transfer [REDACTED] from the store or promote Parreles as my Assistant Manager.
16. I called Sterling's TIPS line and complained about [REDACTED] sexual harassment. My information was taken and I was told they would investigate. I did not receive any calls or inquiries about [REDACTED] behavior, and as far as I know, no disciplinary action was taken against him.

17. In September 2005, I attended Sterling's annual Manager's Meeting in ^{Annual Managers' Meeting} [REDACTED]

Florida. I was 22 at this time. Free alcohol was provided to Sterling employees, and there was an atmosphere of heavy drinking during the event.

18. [REDACTED] was a District Manager in Training in my district, and was responsible for some of my supervision. [REDACTED] also attended the 2005 Manager's Meeting. On the night of the awards dinner, a number of people from our district, including myself, met in [REDACTED] room for drinks. We then attended the awards dinner. I realized I left my shawl in [REDACTED] room, and went back there with him after dinner to retrieve it. In his room he tried to kiss and touch me. I was stunned—he was married and old enough to be my father. I had trusted [REDACTED] and thought of him as a mentor.

19. I immediately left the meeting and went home, which was only minutes away. I did not initially tell anyone of this incident because I was afraid I would get in trouble from the company. In approximately January 2006, I called the TIPS line and reported [REDACTED] advances to me at the 2005 Manager's Meeting. The TIPS operator told me she would look into this and call me back.

20. Within days of reporting the incident on the TIPS line, things at work started to change. [REDACTED] stopped making his daily check-in calls to my store, and [REDACTED] told me that I should make my daily calls to him [REDACTED] instead.

21. Within a week of reporting [REDACTED] for sexual harassment, Executive [REDACTED] the [REDACTED]

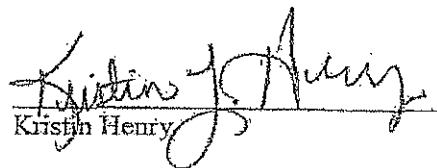
Executive [REDACTED] arrived at my store and stayed for two days. He interviewed all my employees, and reviewed store documents and videos. When Executive [REDACTED] interviewed me, he accused me of stealing a gold chain and \$100.00 in

cash. I had not stolen anything from the store and told him that. He claimed that there was no record of a bank deposit on the date he said I stole the \$100.00, but I found the bank receipt and showed it to him.

22. The next day, January 28, 2006, Sterling fired me. By firing me before February 1, Sterling avoided paying me my annual commission payment which was based on my store's sales performance. This commission payment amounted to approximately \$30,000. Sterling told me that their rules required that an employee be employed on February 1 to be eligible to receive the prior year's bonus. I did not receive the \$30,000 commission payment I had earned.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

10th day of September, 2008.


Kristin Henry

A126

DECLARATION OF JULIA HIGHFILL

1. My name is Julia Highfill. I am a female, over the age of 21, who resides in Hattiesburg, Mississippi. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") as a Manager-in-Training at the Kay store number 364 in Pensacola, Florida in approximately May 2002. I remained at this store until approximately July 3, 2002 when I relocated to Kay store number 1588 in New Orleans, Louisiana. I worked at store 1588 as acting Store Manager and then as Assistant Manager until approximately October 2002. In approximately October 2002 I relocated to Kay store number [REDACTED] in [REDACTED] Louisiana, as Store Manager. In approximately March 2004 I transferred as a Store Manager to Kay store number [REDACTED] in [REDACTED] Mississippi and remained Store Manager there until approximately April 28, 2011 when I resigned from Sterling.
3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with one another. As a Store Manager, I was responsible for informing my store employees of the policy. Violation of the policy could result in discipline including termination. Because of this policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. However, based on the way that Sterling treated me compared to my male comparators, and how it treated its female employees in other ways, including by sexual harassment, I believe that Sterling's female employees were paid less than men for performing the same jobs.

4. During my employment at Sterling, I observed that women experienced discrimination because of the manner by which promotions were made. During my initial employment with Sterling, job openings and promotional opportunities were not posted, but instead only made known to certain employees via an informal "tap on the shoulder" system. In approximately 2008, online job posting started being used by Sterling. Available jobs were supposedly posted online, and employees interested in promotion were supposed to register their interest online. However, it was my experience as Store Manager that Sterling did not diligently advertise this new system to its employees, nor was the system implemented the way Sterling claimed it was supposed to be. One excellent example of this was my position when I resigned. It was filled within two days of my leaving the Company. I do not believe my position was properly posted so that all interested employees could register their interest in it. Even after this new system began in approximately 2008, I believe that Sterling continued to make promotional opportunities known to certain employees prior to advertising them to all employees, and simply continued the previous system of selecting whomever it wanted to select regardless of who the actual applicants were and their relative qualifications.
5. I personally experienced discrimination in promotion in several ways. One example had to do with the sales volume of the stores I was assigned to. Since a Store Manager's compensation consists of a base salary plus a percentage of the store's profits, a Store Manager can earn more by being promoted to a "higher volume" store. In 2002 while still employed in Pensacola, I was offered the Store Manager position at store number [REDACTED] in [REDACTED]. It was located in a

dangerous area where I was concerned about my safety, so I declined the transfer. Shortly thereafter, I was transferred instead to store number 1588 in New Orleans as acting Store Manager. Shortly after that, I was informed that Sterling planned to demote me to Assistant Manager at 1588. This move would have resulted in approximately a \$9,000.00 per year pay cut. In light of that, I agreed to take the Store Manager position at store number [REDACTED] in approximately October 2002 because I could not afford to take the pay cut.

6. Another example of the gender discrimination I experienced regarding Sterling's promotional system occurred after I was transferred to store number [REDACTED] in [REDACTED], Mississippi in 2004. I was interested in a promotion to District Manager, and I separately indicated this interest to both my District Manager, [REDACTED], and [REDACTED] Executive Mr. [REDACTED] told me that I should check with [REDACTED] Executive. When I did, [REDACTED] Executive told me to check with Mr. [REDACTED]. They showed no interest in providing me any suggestions about what I could do to improve my chances of getting promoted to District Manager. They basically gave me the run around, blew me off, and nothing else came of it.
7. During my employment at Sterling, I was aware that sexual harassment of female employees by superior male managers and executives was widespread and prevalent. I was exposed to many examples of this during the nearly nine years I worked for Sterling. The sexual harassment I was aware of occurred throughout the various supervisory ranks of the Company and included some of the Company's highest ranking male executives.
8. I attended approximately seven of the annual [REDACTED] Annual Managers' Meeting from 2004-2010 that were held at the [REDACTED], [REDACTED], who was Sterling's

- Executive** during this time period, also attended these meetings. I saw him at many of the various social functions held at the Meetings.
9. **██████████** had a reputation at Sterling of being a “player,” which meant he was looking for females at the Company with whom he could have an affair. I personally observed him on several occasions being flirtatious with female managers at social events held at the **Annual Managers' Meeting**.
 10. The **Annual Managers' Meeting** had a well-deserved reputation for providing Sterling’s management employees with ample opportunities for extramarital sex between Sterling’s male managers or executives and their subordinate female managers. I can recall several occasions where I witnessed management employees coming out of the hotel rooms of other management employees of the opposite sex very late at night or very early in the morning. It was obvious that these persons had been involved in some type of extramarital activity. I can also recall observing Sterling male and female managers skinny-dipping in plain view from my hotel window at the **██████████**.
 11. It was also a common occurrence at the **Annual Managers' Meeting** to see high ranking executives other than **██████████** being flirtatious with subordinate female managers. This type behavior occurred regularly at these Meetings even though it was against Company policy for supervisors or managers to fraternize with subordinate managers.
 12. Spouses were not allowed to attend the **Annual Managers' Meeting**.
 13. My District Manager, **██████████**, who was married, had numerous affairs with subordinate female employees during the time he was my direct supervisor. This was a well-known fact throughout our District. His various affairs were regularly

discussed among the female Store Managers in the District. These female Store Managers included Pamela Jones, who confirmed to me in 2009 that [REDACTED] was engaged in a sexual affair with an Assistant Store Manager named [REDACTED] [REDACTED] in store number [REDACTED] in [REDACTED], Mississippi. Ms. Jones had seen [REDACTED] and [REDACTED] leaving the same hotel room with their luggage while at a District Meeting in [REDACTED]. Ms. Jones told me that Ms. [REDACTED] had previously admitted to her that she was having an affair with [REDACTED], and that Ms. Jones had counseled Ms. [REDACTED] not to be romantically involved, because affairs like this were against Company policy.

14. It was also well-known that [REDACTED] in 2009 had been romantically involved with [REDACTED], a Store Manager in [REDACTED], Alabama, and in 2010 with [REDACTED], who was an Assistant Manager at Kay store number [REDACTED] in [REDACTED], Mississippi.

15. Female employees were treated differently than male employees at Sterling in other ways, such as discipline. For example, Sterling allowed males to violate serious Company policies, while at the same time taking adverse action against female employees for minimal or non-existent offenses.

16. For example, [REDACTED] (LNU), Assistant Manager at store number [REDACTED] in [REDACTED] Mississippi, was arrested for a DUI and was able to keep his position and key holder status. He also signed for a package that came to the store and later went missing. As far as I know, he was never disciplined for these offenses, although Kathie Ellingburg, Store Manager of [REDACTED] (LNU's) store, got disciplined for the missing package even though she had no involvement with the incident. I knew this because Ms. Ellingburg told me.

17. The same kind of discriminatory employment actions happened to me as well. I was written up and disciplined for minimal offenses, like tidiness, minor errors on paperwork, and personal sales, even though I was Store Manager at the highest volume store in my District. I was not aware of male employees being disciplined for such minor offenses.
18. Another example occurred in approximately 2009, when District Manager [REDACTED] and a District Manager-in-Training, James Darden, visited my store, number [REDACTED] in [REDACTED]. At one point during the visit, [REDACTED] intentionally knocked all the paperwork off my desk onto the floor and said "Now pick it up." He made me get down and clean it up in front of him, Darden, another employee named Pat Croft who was a Sales Associate, and a customer. I am not aware of [REDACTED] treating any male employee in this fashion.
19. On another occasion, at the 2010 District Meeting in [REDACTED] Mr. [REDACTED] constantly cut me off when I would try to add my input. He actually asked at the end of the meeting for all of the 13 managers to give a closing statement and when it was my turn, he humiliated me with various comments about my work ethic as well as how I ran my store. This was ironic because I had the highest volume store at that time; I won bonus trips in 2010 for my high sales performance. Again, I am not aware of Mr. [REDACTED] ever treating a male Store Manager like this.
20. Sterling did not have an effective or serious mechanism by which female employees could complain about their mistreatment. Many employees were afraid to call the supposed anonymous complaint TIPS line because it was not confidential or anonymous. In approximately 2003, I called the TIPS line to put in a complaint regarding District Manager, [REDACTED] [REDACTED] was scheduled to visit my store but

he didn't show up until 30 minutes before closing. When [REDACTED] did show up it was clear that he was drunk; he was giddy and reeked of alcohol. After I called the TIPS line to complain about this incident, Mr. [REDACTED] called me back soon after I called and told me that I shouldn't have made a complaint against him. He confirmed that the TIPS office had notified him of my "confidential" complaint. He warned me if I called again, he would immediately find out about it. I was hesitant to call the TIPS line after that because I was afraid of retaliation. This was true throughout my employment with Sterling, although I did report the mistreatment by [REDACTED] in 2010. To my knowledge no disciplinary action was taking against Mr. [REDACTED] due to my complaint, and I eventually resigned from Sterling in April 2011 due to the mistreatment I experienced there.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

9th day of July, 2012.


Julia Highfill

A127

Declaration of Jerilyn Holdaway

1. My name is Jerilyn Holdaway. I am a female, over the age of 21, who resides in Rosedale, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") as a Sales Associate at the Kay store (#1645) in the Honey Creek Mall, in Terre Haute, Indiana in October 2003. I continued in this position until approximately June 2004, when I became the Assistant Manager. I continued working as Assistant Manager at this Kay store until July 2010, when I left employment with Sterling.
3. While I was employed by Sterling, I earned several awards from the company. I was a member of the President's Club and won trips based on my sales in 2005, 2006, 2007, 2008, and 2009.
4. During my employment with Sterling, I was told by Store Managers that employees were not supposed to talk about their pay with other employees, and that we could get fired if we did so.
5. For example, Del Elkins, my first Store Manager at the Kay store in the Honey Creek Mall in Terre Haute, Indiana, told me when I was hired that I should not discuss my pay with other employees. When Melinda Norton was my Store Manager at that Kay store, in approximately 2004 or 2005, she learned that employees Amy Akers, Susanne Avenetti, and myself were discussing our pay with each other. Akers had told Norton that we had done this. Norton reprimanded Akers, Avenetti, and me individually at the store, for discussing our

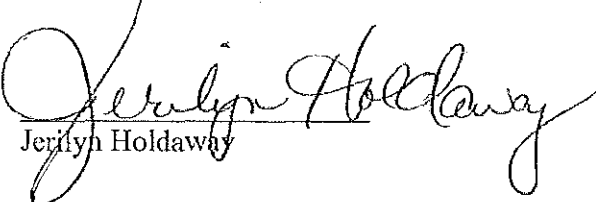
pay. Norton told me that I could be terminated for discussing pay, and that I was not to do it again.

6. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I learned this through conversation.
7. For example, in approximately 2008, my Store Manager, Clay Cain, told me that male Sales Associate **Male Employee** was hired at \$15 an hour. I was not aware that **Male Employee** had any experience working in the jewelry business. At that point I was Assistant Manager of the store, had been a member of the President's Club for three years in a row, and had worked for the company for about five years. When **Male Employee** was hired at \$15 an hour, Sterling paid me \$14.88 an hour. I told Cain that this male Sales Associate was paid more than I was as Assistant Manager, and he seemed surprised, and said he thought I made over \$15 an hour.
8. While I was employed by Sterling, it appeared to me that decisions on pay were made at the District Manager level or above. In my conversation with Store Manager Clay Cain, described in paragraph 7 above, he did not know how much I was paid. Additionally, he told me that District Manager Melinda Norton hired **Male Employee** in at \$15 an hour.
9. I complained over the years to my District Managers and also to **Executive** about my low pay, especially since my sales were high and I regularly won bonus trips. These complaints were routinely brushed off by my District Managers and Regional Vice President Gifford.

10. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, a Sterling manager then notified the employee who was selected for promotion of that particular opportunity. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
11. For example, when I became Assistant Manager of the Kay store in the Honey Creek Mall in Terre Haute, Indiana in 2004, I did not see the position posted anywhere. Instead, District Manager John Braunsdorf approached me about taking the position, and I accepted it.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

3 day of May, 2013.


Jerilyn Holdaway

A128

DECLARATION OF DEAN M. HUFFMAN

1. My name is Dean M. Huffman. I am a male, over the age of 21, who resides in Marion, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1988 when the Osterman Jewelers ("Osterman") store I worked at in Lima, Ohio was bought by Sterling. I worked at that Osterman store from June 1988 through October 1988. I left the company for a year, and rejoined Sterling in October 1989 as a Store Manager of a new LeRoy's Jewelers ("LeRoy's") store in Marion, Ohio, that was set to open within a couple weeks. I was Store Manager of that store until I left the company in April 1996. In approximately 1994, the LeRoy's store became a Kay Jewelers ("Kay") store while I was manager.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, when I opened the new LeRoy's store in Marion, Ohio in October 1989, I participated in employee interviews with the District Manager, Guy Caruso. He told new employees that they should not discuss how much they were paid with other employees, and that to do so could lead to discipline, including up to termination. When I was Store Manager I told my employees that they should not discuss their pay among each other.
4. Because of Sterling's policy, it was difficult for female employees to identify instances in which they were paid less than similarly qualified male employees. In 1992, in conversation with a female Store Manager, whose name I cannot

remember, I learned that she was paid less me. She was more qualified than me in that she had a college degree in Business Administration (while I had not completed college), she managed a higher volume store in Columbus, Ohio, and she had more experience in the jewelry business than I had. We both had about 5 years' retail management experience. This conversation occurred when she approached me to discuss her pay, and she told me she was having a hard time making it on her salary. At that time I was being paid approximately \$33,000-34,000 in base salary, while she told me she was making about \$28,000-29,000. She told me that she had complained to her District Manager about her pay but that he told her that nothing could be done about it.

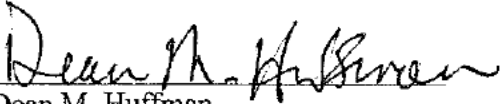
5. I also believe that female employees at Sterling suffered discrimination in pay based on comments that my District Manager, Guy Caruso, made to me in approximately 1989. We were interviewing and hiring employees for the new LeRoy's store that was opening in Marion, Ohio. Caruso told me, "If we can, we're going to hire women because we can pay them less and save payroll dollars."
6. I also believe that female employees suffered discrimination in pay based on comments that Sterling **Executive** made to me in approximately 1993 or 1994. I sought a \$1 an hour raise for three female employees who were doing an excellent job selling at the LeRoy's store in Marion, Ohio that I managed. Two Sales Associates, Mary Davis and Ann Beaver, and the Assistant Manager, Gale Rhoades, had sold over \$300,000 each at the store, and I approached **Executive** about raises for them. While he eventually

approved the raises after a protracted discussion, he said to me, "We don't pay women that much money."

7. In the early 1990s, at one of the annual Manager's Meetings in Florida, I sat with Sterling executives [Executive] and [Executive]. They both commented that it was better to hire female employees because the company did not have to pay them as much as males.
8. At Sterling, job openings and promotional opportunities were not posted via a formal job posting system. Rather, Sterling's District Managers and [Redacted] [Executive] instead made promotion decisions via a subjective "tap on the shoulder" system in which an employee would not even be notified of a promotional opportunity unless both the [Executive] and District Manager approved of the promotion for that employee. Only then would that person find out there was an opening. The only other way an employee would find out there was a promotional opportunity was through word of mouth.
9. I attended the Florida Manager's Meetings from 1989 through 1995. There were always large amounts of free alcohol available to Sterling managers and executives.
10. At these Florida Manager's Meetings, I often heard inappropriate sexual comments made by male managers to female managers, such as, "I know I could have you if I wanted you" or, "Let's spend the night together." Sometimes male managers would say to other male managers, "I'm going to nail her" referring to having sex with a female manager.

11. At one of these meetings I stepped onto an elevator that contained [REDACTED], [REDACTED], a Sterling Executive, and [REDACTED], another Sterling Executive. [REDACTED] said that the way to tell a good female manager was that she walked like a sailor from having so much intercourse, and that her lips were swollen from having a lot of oral sex. They all laughed.
12. Female employees were treated differently in other ways. For example, Store Manager Jamie Bryce-Hyde was retaliated against for time that she took off due to complications during her pregnancy. We were both Store Managers of the Year the same year, although for different category of stores. We became friendly, and after she relocated back to New York with Sterling she told me that she became pregnant. She experienced difficulties during her pregnancy, but Sterling wanted her to report back to work before her doctor had released her. After she did return to work, her store's performance was scrutinized in detail, and she was disciplined for problems that preexisted her assuming management of the store. Bryce-Hyde told me that Sterling made her life miserable, and that as a result, she resigned from the company.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 27th day of May, 2008.


Dean M. Huffman

A129

DECLARATION OF SUZANNE HURLEY

1. My name is Suzanne Hurley. I am a female, over the age of 21, who resides in Roselle, New Jersey. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in March 2008, as a Sales Associate at the Jared store in Watchung, New Jersey. I trained at the Jared store in Freehold, New Jersey, until our store in Watchung opened some time in May 2008. I continued in that position for a couple weeks, when I became an Inventory Control Specialist in March or April 2008. In April 2008, I became a Sales Associate again. I continued working as a Sales Associate until February 2009, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by General Manager Rich Tolesko when I was first hired that employees were not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
4. For example, **Male Employee** was a male Sales Associate at the Jared store in Watchung, New Jersey. He was hired in September or October 2008. I learned from other employees at that time that **Male Employee** was paid around \$15.00 an hour.

He had no previous jewelry experience. At that time I was paid only \$12.00 an hour as a Sales Associate.

5. **Male Employee** was another male Sales Associate at the Jared store in Watchung, New Jersey. He was hired in October 2008. I learned from other employees around that time that **Male Employee** was also paid \$15.00 an hour. **Male Employee** did not have previous jewelry or sales experience.
6. During my employment at Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

3 day of March, 2009.

3-3-2009 Suzanne Hurley
Suzanne Hurley

A130

DECLARATION OF LISA M. JACKSON

1. My name is Lisa Jackson. I am a female, over the age of 21, who resides in Biloxi, Mississippi. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I first worked for Sterling Jewelers Inc. ("Sterling") as a part-time sales associate from approximately December, 2001 until 2003 at Kay's store number 578 in Biloxi, Mississippi. I left Sterling in 2003 to work for another jewelry company. In November, 2006, I returned to Sterling at Kay's store number 578 as a seasonal sales associate. I next transferred to Kay's store number 679 in Meridian, Mississippi as a full-time sales associate in April, 2007 and became an Assistant Manager at that store in approximately October of that year. In May 2009, I transferred to Kay store number 677 in Hattiesburg, Mississippi as a full-time sales associate, and within approximately two months, I was promoted to Assistant Manager at that store. In approximately June, 2010, I transferred to Kay's store number 631 in Florence, Alabama and became Store Manager. In February, 2011, I was demoted to a full-time sales associate position in the same store. In March, 2011, I began medical leave and remained on medical leave until October, 2011 when I became a seasonal employee at Sterling.
3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees. I believe Store Manager Shawn Lugenbeel first informed me of this policy when he hired me in December, 2001. I was informed of this policy again when I was

rehired by District Manager Duane Sallis in 2006. Mr. Sallis informed me that discussing pay with other employees was grounds for termination.

4. Because of that policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. For example, in approximately 2002, about a year after I had been working for Sterling, a male, **Male Employee** was hired as a sales associate in my store. (Mr. **Male Employee** subsequently was promoted to District Manager.) Shortly thereafter, I overheard him talking with another co-worker about his pay and was surprised to hear that it was \$1.00 or \$1.50/hour higher than mine. At the time he was hired, I had more Sterling jewelry sales experience than Mr. **Male Employee** had. Given that I was an excellent, high-selling employee and had only been given one raise of \$.27 cents during my first approximately three years of employment, that amount of difference in pay was significant.
5. During my employment at Sterling, I also observed that women experienced discrimination because of the manner in which promotions were made. Up until fairly recently, job openings and promotional opportunities were not posted via a formal job posting system. Instead, promotion decisions were simply made by Sterling selecting those employees it wanted to promote.
6. Although there previously was no formal procedure by which employees could express their interest in promotions, I made it known at my initial interview that I was interested in promotional opportunities. I periodically reminded my Store Manager, Shawn Lugenbeel, about this, and he told me that I needed to keep my

numbers up and that promotions would happen if my numbers were there. Later, when I worked under a different Store Manager, Elaine Ladner, she told me the same thing: that if my numbers were there, I would be promoted.

7. Although I had continually expressed my interest in promotional opportunities since the beginning of my employment, Sterling chose to promote a male named Male Employee who was hired approximately a year after I was hired, to Assistant Manager despite the fact that I was more qualified than Mr. Male Employee since I had more work experience at Sterling. I left Sterling in 2003 because I was interested in a career in the retail jewelry industry and it was obvious to me that as a female, I would continue to have a difficult time getting promoted at Sterling. I gave my two-weeks' notice and took a position with another jewelry store where I was promoted to Assistant Manager within approximately three months.
8. I was recruited to come back to Sterling in approximately November, 2006 in a seasonal sales position at Kay's store number 578 in Biloxi. I decided to return to Sterling because most of the management I had previously been under at Sterling had left. It was my hope that the discrimination I had previously experienced would no longer be there. In addition, I also had gained management experience during the period of time that I was not working at Sterling. I next transferred to the [REDACTED], Mississippi Kay's store [REDACTED] in April, 2007 as a full-time sales associate, and was then promoted to Assistant Manager of that store in October of that year.
9. During this second stint at Sterling, I was eventually promoted to a Store Manager position, but was thrust into an impossible situation in which I was set up to fail.

In May, 2010, District Manager [REDACTED] told me I could have a Store Manager position in [REDACTED], Alabama, which was five hours away from where I lived. Two days later, he told me that the entire staff of that store had been fired and I had to move right away. I immediately left my family in [REDACTED], Mississippi and moved into a hotel in [REDACTED]. This meant that my first experience as a Store Manager was with an entirely new staff that had no retail or jewelry experience. I had no Assistant Manager, no help from the District Manager, and no opportunity for assistance, even though I had asked [REDACTED] for such help.

10. One of my sales associates at this store, Zach Rose, discovered that another sales associate, Andrew Higdon, was forcing counts, which is a violation of company policy. As soon as I discovered this, I informed District Manager [REDACTED]. Nothing happened to Mr. Higdon as far as I am aware. I again informed District Manager [REDACTED] about this incident a few days later and still nothing was done. In fact, I later learned that Andrew Higdon was promoted to third key holder and then to Assistant Manager, which is his current job at Sterling.
11. A few months later, in approximately January 2011, District Manager [REDACTED] demoted me to Sales Associate, for allegedly forcing counts and for poor inventory management. At the time this occurred, inventory had not yet been completed, and in fact when it was completed, it was determined that my store had one of the best inventories in the district. This same alleged violation, i.e. forcing counts, was what Andrew Higdon had done, but since he was a male he was not disciplined.

12. In approximately early February 2011, Sterling placed a male named [Male Employee] in the Store Manager position in my store. In addition to having taken my Store Manager duties away, Sterling requested that I train [Male Employee] and continue to assist him in his Store Manager duties. In essence, I continued to serve as Store Manager, even though I had been officially demoted from that position and replaced by a less qualified male.

13. When I returned to Sterling in 2006, sexual harassment was even more prevalent than it had been during the first period of time that I worked there. For example, District Manager [redacted] commented to me in November or December 2010 about the size of my breasts. This comment was unsolicited and totally inappropriate and unwelcomed by me. On another occasion in 2008, he told me all about his new girlfriend, which made me very uncomfortable because I knew that he was married. While he never named her, he made clear that it was another female Sterling Store Manager who was in his district under his supervision. On another occasion, several store employees told me that they witnessed [redacted] massaging the shoulders of Sales Associate [redacted] in the middle of the sales floor. On yet another occasion, while I was Assistant Manager in [redacted], another Assistant Manager, [redacted], who was in her 20s, came to my house and told me about her relationship with District Manager [redacted]. According to [redacted], [redacted] had been promising to leave his wife for her, but she was frustrated because he had not done it yet. [redacted] Store Manager, Pam Jones, also called me around this time and told me she did not know what to do about the


inappropriate relationship between her Assistant Manager [REDACTED] and her District Manager [REDACTED].

14. [REDACTED] frequently warned me (as well as other female employees) that if I complained about him to HR, he would find out about it and that it would not be good for me. In fact, around the fall of 2010, Tom Parks from Sterling's HR Department called my store and asked me questions relating to a complaint against [REDACTED]. Sure enough, within a few minutes after I hung up the phone with Mr. Parks, [REDACTED] called me and in a threatening manner asked me how my call with Tom Parks had gone. He told me that I should have called him to report the details of the call.

15. While I was a Store Manager, I attended one ^{Annual Managers Meet} [REDACTED] Managers' Meeting in 2010. Prior to attending the meeting, I had heard many stories from other Sterling Store Managers about what to expect there. I was warned that at this event, Sterling's managers and executives would drink excessively, go wild, party all night, and engage in extra-marital sexual activity. Spouses were not allowed to attend the ^{Annual Managers Meet} [REDACTED] Managers' Meetings. Because of these warnings, I stayed in my hotel room after the formal events were over in order to avoid any exposure to these types of activities.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

11 day of June, 2012.


Lisa M. Jackson

A131

DECLARATION OF KATIE JENNINGS

1. My name is Katie Jennings. I am a female, over the age of 21, who resides in Spring, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately December 2000, when I was hired as a Sales Associate at the Osterman Jewelers ("Osterman") store in the Northtown Mall in Toledo, Ohio. I worked as a Sales Associate there until approximately November 2001, when I transferred to the JB Robinson Jewelers ("JB Robinson") store at the Southwyck Mall in Toledo, Ohio as a Sales Associate. In approximately August 2003, I left that store and transferred to the Kay Jewelers ("Kay") store in the Westgate Mall in Fairview Park, Ohio. I remained at that store for approximately one week until I left the company.
3. I observed that Sterling has a policy prohibiting its employees from discussing their pay, and heard managers tell employees that throughout my employment with Sterling. For example, my Store Manager Rick, whose last name I cannot remember, gathered all the employees together at the JB Robinson store in the Southwyck Mall in Toledo, Ohio after he found out that one of the employees had been discussing their pay. Rick (LNU) reminded all the employees that we were not to discuss our pay with each other.
4. Because of Sterling's policy against discussing pay, it is difficult to identify instances where female employees are paid less than similarly qualified male

employees. However, I am aware of a male Sales Associate, [Redacted] whose last name I cannot remember, who was making approximately \$11.55 or \$12.25, when I was making approximately \$10.55 an hour. I had better sales figures than [Redacted]. This occurred in approximately 2003 when we worked at the JB Robinson store in the Southwyck Mall in Toledo, Ohio. I learned [Redacted] pay during conversation with him.

5. Female employees suffer discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted at the store via a formal job posting system, nor were they available to be looked up anywhere else I knew.
6. I was interested in promotions and getting into management the entire time I worked for Sterling. I obtained a degree in Business Administration from the University of Toledo in 2002. I expressed interest in being promoted into management beginning with my first Store Manager at Osterman, Jeff Sandy, when I was first hired. I also expressed interest in getting into management at Sterling to Rick (LNU), my Store Manager at the JB Robinson store at the Southwyck Mall in Toledo, Ohio. Rick told me that to be promoted into management I had to meet the performance standards set for me, which I did. He appeared indifferent to my goal of being promoted into management, did not encourage my aspirations, or tell me of any promotional opportunities.
7. I only heard about promotional opportunities through employee gossip. For example, I learned of an opening at the Osterman store at the Southwyck Mall in approximately June or July 2003.

8. When I moved to the Cleveland area in August 2003, I transferred to the Kay store in the Westgate Mall in Fairview Park, Ohio. By this time I had over two years' experience as a Sales Associate, had earned my degree in Business Administration, performed well as a Sales Associate, and expressed interest repeatedly about being promoted into management at Sterling. I posted my resume on monster.com, and within a week Ashcroft & Oak, a jewelry store in the Great Northern Mall near Cleveland, Ohio, hired me as an Assistant Manager. Within a month I was promoted to Store Manager at the Ashcroft & Oak store in the Beachwood Place Mall, in Beachwood, Ohio, where successfully managed that store until I left the company in 2006.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 31
day of MAY, 2008.


Katie Jennings

A132

DECLARATION OF REBECCA JEWART

1. My name is Rebecca Jewart. I am a female, over the age of 21, who resides in Lancaster, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Kay Jewelers at the Kay store in the Berkshire Mall, in Wyomissing, Pennsylvania, in April 1984, as a Sales Associate. I continued in that position for a couple months, when I was promoted to Assistant Store Manager at that same store. I continued in that position until January 1989, when I was promoted to Store Manager of the Kay store in the Fairgrounds Square Mall. Around November 1990, Sterling Jewelers Inc. (Sterling) acquired this store. I continued working as Store Manager at that store until March 1997, when I stepped down to a Sales Associate position at the Kay store in the Park City Mall, in Lancaster, Pennsylvania. I continued in this position until 1998, when I was promoted to Assistant Manager at that same store. I worked as Assistant Manager until 2003. At that time, I was promoted to Store Manager of the Kay store in the York Galleria Mall, in York, Pennsylvania. I continued as manager of that store until October 2007, when I transferred as Store Manager to a Kay store in the Tanger Outlet Mall, in Lancaster, Pennsylvania. I continued in that position until June 2008. At that time I transferred as Store Manager of the Kay store in the Berkshire Mall, in Wyomissing, Pennsylvania. I continued in that position until August 1, 2009, when I left the company.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Ron Robinson that employees were not to discuss their pay with other employees, and that it

was grounds for termination. I have heard of this policy from other District Managers over the years of my employment with Sterling. As Store Manager, I instruct my employees that they are prohibited from discussing their pay with other employees, and that it is grounds for discipline. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job.

4. Even as Store Manager, I am kept unaware of the pay of the employees within my own store. The store's payroll is described to me in terms of worker hours allotted, not in dollar amounts. This has been the case for about 15 years. I only learned what my employees made if they told me, or if I learned their pay at the time of hire. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
5. For example, my daughter, **Female Employee** worked at the Belden store in the Park City Mall in Lancaster, Pennsylvania. She was hired in 2007 at \$9 an hour. **Female Employee** told me that she overheard her male Store Manager, Ness (LNU), say on the phone that Sales Associate **Male Employee** was hired around \$11 an hour.
6. In 2008, I heard from other Store Managers that Store Manager **Male Employee** said he was paid over \$60,000 per year as Store Manager of the Kay store in the Berkshire Mall, in Wyomissing, Pennsylvania. When I took over management of that store after him, in June 2008, I was paid \$47,000 per year. **Male Employee** and I had been with the company almost the same amount of time, and he was losing that store as a demotion based on poor performance.

7. In July 2009, I was shown a Personnel Action Form for **Male Employee** a new Manager In Waiting at the Kay store in the Berkshire Mall. That form stated that **Male Employee** was being paid \$45,000 a year. I believed that he had no previous jewelry experience. At that point, I was making \$44,500 as a Store Manager, and had been with the company for approximately 23 years, with most of that time in management.
8. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of and selected for specific management openings.
9. I was interested in promotion to Store Manager beginning approximately around 1987. By that time, I had worked as Assistant Manager of the Kay store in the Berkshire Mall, in Wyomissing, Pennsylvania for over a year. I expressed interest in being promoted to Store Manager to my own Store Manager, Cathy Malone, around 1988. Malone later told me that District Manager Dan Sharp told Malone that he didn't know if I was a good choice for Store Manager because I had a baby.
10. I also expressed this interest to Robert Sirois, the District Manager who replaced Dan Sharp. I was not told what I needed to do or learn in order to be promoted to Store Manager.
11. I was not promoted to Store Manager until January 1989. I do not know of any available openings during this time because they were not posted, and such openings were not announced to employees.

12. In January 1989, I was approached by Store Manager Cathy Malone and asked if I wanted to manage the Kay store in the Fairgrounds Square Mall, in Reading, Pennsylvania. I said yes, and was given the position. No interview was conducted, and as far as I know, no other employees were told about this opening.
13. I managed this store, and turned it from a B volume store into an A volume store within a year. From then on, promotions for me consisted of being promoted to higher volume stores in terms of sales. Typically, a Store Manager of a higher volume store was paid a higher salary, and also earned greater commissions based on the sales of the store.
14. I expressed interest beginning in approximately the early 1990's to being promoted to Store Manager of higher volume stores. Sometime in 1994 I expressed interest to District Manager Ron Robinson about being promoted to the Kay store in the Park City Mall, in Lancaster, Pennsylvania. At the time it was a AA store—which is the rating given to one of the highest volume stores Sterling operates. He only said that “we’ll see what happens.”
15. I also expressed interest in 1994 to Sterling Vice President Vince Spadea about being promoted to the Kay store in the Park City Mall. He later told me that the Store Manager that was expected to step down (thus creating the opening) had decided to stay in the position, so it was no longer available.
16. However, a short time later, when the Store Manager of the Kay store in the Park City Mall actually did step down, I was passed over for that promotion in favor of a less qualified male, Male Employee He had only been with the company for a couple of years. At that time, I had worked for Kay for about 10 years, with most of that time as Store Manager. I complained to District Manager Ron Robinson about being passed over for

this promotion, but he gave me no credible reason why I did not get this promotion or why I was not even interviewed for it.

17. Thereafter, I continued to express interest in promotions to higher volume stores to my District Managers, and continued to be passed over for promotion to the Kay store in the Park City Mall as a series of male Store Manager were promoted to that position, and then left. In fact, after **Male Employee** left the position, I was made Acting Store Manager for three months. The Store Manager position came open again in approximately 1999, and Sterling promoted **Male Employee** instead of me. At that time, he was hired from outside the company, while I had been with Sterling for approximately 14 years. It was clear that **Male Employee** did not know how to run the store.
18. After **Male Employee** left in 1998, I continued to express interest in managing the Kay store in the Park City Mall, in Lancaster, Pennsylvania. In approximately 2000 or 2001, Sterling promoted a less qualified male, **Male Employee** who had only been with the company a short time.
19. I also expressed interest in June 2008 in being promoted as Store Manager to higher volume stores or to a District Manager position on Sterling's Career Advancement Registry. I did not receive a response to this posting on the Career Advancement Registry.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 1st day of August, 2009.


Rebecca Jewart

A133

DECLARATION OF CHRIS JONES

1. My name is Chris Jones. I am a male, over the age of 21, who resides in Tomball, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") from approximately August 2001 until approximately November, 2008.
3. I was initially hired by Sterling as a Sales Associates at the Willow Brook, Kay store in Houston, Texas. I worked in that job for a few weeks when I was promoted to Assistant Manager and transferred to the Woodlands Kay Store, also in Houston. I worked in that position until I was promoted to Store Manager of that store in 2007. I worked there as Store Manager until I resigned in November, 2008.
4. During my employment at Sterling, I was aware of Sterling's policy that employees were not allowed to discuss their pay with other employees. I was made aware of this policy by Susan St. Raymond, the District Manager, when I was first hired in 2001. When I became a Store Manager in 2007, part of my duties included informing new hires of this policy.
5. When I was a Store Manager, my duties included participating in the hiring process of new employees, assisting in setting their initial pay and raises, evaluating them, and assisting in the process of promoting them. In none of these decisions did I have final or ultimate authority. Instead, those final decisions were made above me, either by the Home Office in Akron, Ohio, or at the District Manager level.

6. For example, when a job opening for a Sales Associate occurred, I would interview candidates and make a recommendation to my District Manager and to the Home Office as to who should be selected and what pay to offer them. I would subsequently hear from my District Manager or the Home Office on who to select and how much I could offer to pay them. I would receive this type directive from Home Office either by email or telephone. I recall on several occasions being told by the Home Office to offer less than my recommendation. This communication usually came from the Human Relations Department at the Home Office.
7. This same procedure applied to raises. I would make a recommendation to my District Manager and the Home Office and then get the final directive from the Home Office on how much of a raise I could offer. This happened several times, and, as with initial pay setting, involved instances where the Home Office rejected my recommendation and directed me to offer less than my recommendation.
8. The procedure with respect to promotions was similar except my recommendation there went from me to my District Manager and then on to the Home Office. Home Office would then let the District Manager know what could be done regarding the promotion recommendation. When promotions were made, the pay setting was decided by the Home Office. As far as I know this was the Company's policy the entire time I worked there.
9. Promotion decisions were not always made fairly with respect to gender. For example, I recall one occasion in approximately 2006 when I felt that a female Sales Associate named Female Employee should have been promoted to Store

Manager because she was the best qualified for the job. However, the decision from the District Manager level was to promote **Male Employee** a less qualified male. While I was Store Manager, I also recall making recommendations for pay raises for female Sales Associates that were unfairly rejected at the District Manager/Home Office level. An example of a male Sales Associate getting unfairly paid more than his female co-workers was **Male Employee**. This occurred in approximately 2007. He was paid more than his female co-workers even though he was not as good a sales person. The female sales associates were making higher sales than **Male Employee** at that time.

10. I was made aware of the procedures described in paragraphs 6-8 above in several ways. These included emails from my District Manager, Regional Vice-President, or Home Office, telephone calls from them, or through personal conversations. I also learned about these policies at regional training sessions that were held in Houston, Texas and at the Annual Managers' Meeting held in **██████████** Florida. That meeting was attended by all Sterling managers and supervisors at the Store Manager level and above.
11. It was my experience at Sterling as an Assistant Manager and Store Manager that the female Sales Associates in my store were better at selling jewelry than the male Sales Associates. Typically, the female Sales Associates were higher performers in meeting their sales goals. Notwithstanding this fact, the female Sales Associates did not always receive fair raises compared to the male Sales Associates, nor were they promoted fairly.

12. It was my experience as Store Manager in recommending initial pay setting for new hires, that the prior pay of the applicant was mostly irrelevant. Instead, it was my understanding that Sterling stressed prior work experience.
13. The initial pay setting and raise procedures described above were in effect the entire time I worked for Sterling from 2001-2008. I was involved in scores of decisions regarding initial pay and raises during this time period. The training manuals set out these procedures, which were reinforced and enforced by mid-level supervision and the Home Office.
14. As an Assistant Manager, I attended training sessions several times a year in the Houston area, usually at the Houstonian Hotel. At these training sessions, Sterling's policies and procedures regarding initial pay setting, raises, promotions, and performance evaluations would be discussed.
15. These same issues were also discussed at the Annual Managers' Meeting in Orlando.
16. Sterling's policy was to have very centralized control over these issues. Compared to the other jewelry chains I worked for, including Gordon's and Whitehalls, Sterling had much more centralized controls than they had.
17. Evaluations were given each store-level employee annually. They were supposed to be used to assist in making annual raise decisions. Again, as with initial pay setting, Home Office would review the evaluations and determine what amount, if any, raise could be made.
18. I resigned from Sterling in November 2008. I was dating a female Sales Associate named Brandie Bonner at the time. Once this situation was made

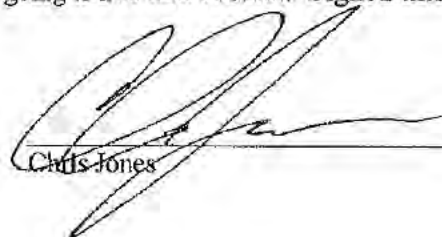
known, I made a request to transfer Ms. Bonner to a different store. That request was denied and she was terminated instead. I felt that was unfair and therefore resigned.

19. It was common knowledge at the Company that the Annual Managers' Meeting in [redacted] was a "Sexcapade." That is the term I recall hearing to describe it.

There were wide-spread rumors at the Company about all the illicit sexual activity at the Annual [redacted] Managers' Meetings, which is why they were referred to as "Sexcapades."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

14th day of March, 2012.


Chris Jones

A134

DECLARATION OF MARIA ARLENE JOSEPHSEN

1. My name is Maria Arlene Josephsen. I am a female, over the age of 21, who resides in Burlingame, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") in approximately September 2005 and left Sterling in approximately June 2012. Prior to working for Sterling, I worked as a Store Manager at Auntie Anne's Pretzel Store where I managed 8 to 10 employees, and before that, managed forty employees at a large travel agency in the Philippines. Prior to working for Sterling, I had also earned a Bachelor of Science and Commerce degree with a major in Marketing.
3. Despite my significant management experience, in approximately September 2005, I was hired by Sterling as a Sales Associate at \$12 per hour. I did my training at Kay Jewelers, Store 1352, in Daly City, California. After my training, I was transferred to Kay Jewelers, Store 2107, in San Bruno, California which had just opened for business. John Paul Murphy (male) was the Store Manager of Store 2107, JP Bemas (male) was the Assistant Manager, and Paul Chur (male) was the District Manager.
4. In December 2005, I became Third Key. Despite my significant managerial experience, consistently achieving my standards (six for six), and consistently outperforming my Assistant Manager, [Male Employee], I remained in the Third Key position until approximately 2007. In 2007, Sterling promoted [Male Employee] who I had been outperforming for some time (I was consistently making my standards, six for six, whereas [Male Employee] was not), to a Store Manager position in a JB Robinson Store, and finally promoted me to Assistant Manager of Store 2107 to fill his vacancy. My DM at the time,

David Johnston, informed me of the promotion. Along with the promotion, my pay was increased to approximately \$14 or \$14.50 per hour.

5. In approximately 2006, my Store Manager, John Paul Murphy, asked me to share my sales with him because he was trying to get promoted to a higher volume store and wanted my help to increase his numbers. I felt compelled to do this since he was my Store Manager. A few months later, Murphy was promoted to a Store Manager position in a higher volume store in San Francisco, California and transferred to that store. In approximately November 2009, I was promoted to Store Manager of Store 2107 and my pay was increased to approximately \$17 or \$17.50 per hour. I remained in the Store Manager position until approximately May 2011 when Sterling demoted me to Assistant Manager and transferred me to a Kay Jewelers, Store 2358, in San Mateo, California. Upon this demotion, Sterling reduced my pay to \$16.50 per hour. I consistently met or exceeded my standards and goals at Sterling, and was a President's Club rider from 2005 to 2009. Further, as a Store Manager (Store Managers do not get named President's Club riders, but rather are awarded incentive trips for meeting their goals), I was awarded an incentive trip for meeting or exceeding my goals in 2010, the only full fiscal year I acted as Store Manager.

6. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. When I was hired by Sterling, my Store Manager, John Paul Murphy, told me I was not allowed to disclose my rate of pay with any of my co-workers – it was confidential. My District Manager reiterated this policy to me when I was promoted to Store Manager in 2009. Because of this policy, it was generally difficult for women to identify instances where

we were paid less than male employees performing the same job. However, based on information I obtained while working at Sterling, I believe that women were paid less than male employees performing the same or similar jobs at Sterling. For example, when I was Store Manager of Store 2107, I was paid \$17 or \$17.50 per hour. Even though I was Store Manager, Sterling paid me an hourly rate lower than or equivalent to the hourly rate it paid **Male Employee** a male Sales Associate that I managed in my store.

Furthermore, Sterling paid **Male Employee** as much or more than me per hour despite the fact that **Male Employee** was not meeting his standards, whereas I was meeting or exceeding mine. In fact, in 2010, **Male Employee** was ultimately fired for not meeting his standards. Further, when I became Store Manager in 2009, I believe Sterling paid me much less than it was paying **Male Employee** who was Store Manager at another store, had started working for Sterling at approximately the same time that I did (in 2005), and was not meeting his standards while I was meeting or exceeding mine.

7. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Rather, Sterling utilized a "tap-on-the-shoulder" method of promoting. Because of the manner in which promotions were made at Sterling, employees would not necessarily know if a management position was opening and there was never an opportunity to apply for the position. For example, when **Male Employee** was promoted to the Store Manager position at a JB Robinson store in Fremont, California, I was not made aware of that

opening or given the opportunity to apply for it, even though I was outperforming [Male Employee] and had significant management experience.

8. When I was promoted to Assistant Manager, there was no formal way for an employee to register his or her interest in being promoted. I was only made aware of such a system in approximately 2009 when my District Manager at the time sent an email directing us to post our interest in being promoted on Sterling's Career Advance Register ("CAR") if we were interested in being promoted. However, as far as I am aware, CAR did not notify employees of particular positions opening, nor did it enable employees to apply for a particular position.

9. During my employment at Sterling, I observed that males were routinely promoted over equally or more qualified females, and that males were typically promoted faster than equally or more qualified females. For example, although I had significant management experience, a Bachelor of Science and Commerce degree with a major in Marketing, and was meeting or exceeding my standards at Sterling, [Male Employee] who was not meeting his standards, was frequently late, and was less qualified was promoted to the Store Manager position at the JB Robinson store in Fremont, instead of me. Further, although I had significant management experience and was excelling at Sterling, consistently meeting or exceeding my standards, I was not promoted to Store Manager until approximately four years after I was hired, whereas Sterling promoted [Male Employee] who I consistently outperformed, approximately two years after he was hired. Further, Sterling promoted a male named [Male Employee] who was hired to work at Kay Jewelers, Store 2359, in 2011 and quickly promoted him to Store Manager of Store 2107 in 2012. In addition, when the Store Manager position at Store 2107 was about to become vacant

in the Fall of 2009, a male named **Male Employee** who did not work for Sterling applied for the position and was interviewed by the District Manager. Although I was consistently six for six in meeting my standards, was Assistant Manager of Store 2107, had posted my interest in being promoted, and had a proven track record at Sterling, Sterling initially offered the Store Manager position to **Male Employee** instead of me, according to Anthony Gotera, one of the Sales Associates that I managed and a friend of **Male Employee**. **Male Employee** I learned from Roderick Lewis, a Sales Associate that I managed and a relative of **Male Employee** that **Male Employee** declined Sterling's offer of the Store Manager position. Only after **Male Employee** declined it, did Sterling offer the Store Manager position to me.

10. I also observed that at Sterling, males were treated more favorably than females and were held to a lesser standard than women. For example, even though male Store Manager **Male Employee** was underperforming and was not making his personal or store standards, he was still permitted to retain his position as Store Manager and, I believe, was paid more than me when I was Store Manager. However, in 2011, despite an excellent record as Store Manager, having been awarded an incentive trip for my 2010 performance, continuing to meet six for six of my personal standards, and receiving monthly performance awards, I was demoted from Store Manager to Assistant Manager, transferred, and my pay was reduced. My District Manager told me that I was being demoted because I was making 87% of my Store's goals instead of 100%, and that 87% was not good enough. However, it clearly appeared to have had been good enough for the male Store Manager **Male Employee** who was not making his standards as Store Manager but still maintained his position. Because of this double standard, and

consistently being treated less favorably than equally or less qualified males, I chose to leave Sterling in approximately June 2012.

11. In 2006, I was interviewed by a male attorney who I believe represented Sterling. I did not ask to be interviewed, rather my Store Manager at the time, John Paul Murphy, pulled me off the sales floor during work hours, and directed me to go to the back room where he advised I was going to be asked some questions and cautioned me not to take too long. Because my Store Manager directed me to be interviewed, I felt I had no choice but to participate in the interview. The interview took place in the back room of Store 2107. There was no one else in the room aside from me and the male attorney. I felt intimidated in the interview, and believed that if I did not say the right thing, I could be fired. The "interview" lasted approximately two to three minutes, after which time the attorney handed me a statement which had been prepared prior to my interview, told me to look it over, sign it, and that after doing so I would be able to return to the sales floor. I felt rushed because my Store Manager told me not to take too long and because I was missing potential sales by not being on the sales floor during my work hours. I also feared for my job if I did not sign the statement, my Store Manager having directed me to participate in this "interview." For these reasons, I signed the statement without reading it and quickly returned to the sales floor. I was never given a copy of the statement at the time I signed it. During the short interview, the attorney never asked me if Sterling had a policy prohibiting the discussion of pay, nor did he ask me if I was aware that Sterling did not post open management positions.

12. A few months ago, after I had left Sterling, I received a letter from Sterling with my May 22, 2006 declaration attached. In the letter, Sterling discussed the *Jock, et al. v.*

Sterling Jewelers Inc. case, reminded me that I had “signed a declaration under oath,” and notified me that it had “attach[ed] a copy of [my] declaration for [my] convenience.” Sterling then alerted me that attorneys for the women who filed the arbitration complaint might contact me to discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a “Christina Janice at (303) 665-6168” if I had any “concern[s] about how [I was] being treated by either [Sterling] or attorneys representing individuals suing [Sterling] in relation to this matter.” Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

13. I found the language in Sterling’s letter telling me that I had signed the attached declaration under oath intimidating because I had never read the declaration. When I was interviewed, I did not understand what was going on or why I was being interviewed, I just knew that my Store Manager had directed me to do it and to not take too long. I felt compelled to sign or risk losing my job, which I had not had that long. Further, when I interviewed and signed the declaration, I had not been working at Sterling very long, and since signing the declaration, I have had experiences at Sterling which contradict some of the statements in the declaration.

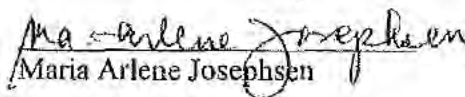
14. For example, paragraph 8 of the 2006 declaration is not accurate. Now that I have worked for Sterling for several years, I do not believe my pay rate and incentives were set without regard to gender. For instance, in January 2012, even though I scored high on my appraisal, when I asked my District Manager if I was eligible for an increase in pay, the answer was “no.” I believe a male with a high appraisal score would have been given

an increase in pay. In addition, I believe Store Manager John Paul Murphy was paid more than I was paid as Store Manager even though I was performing better than he was.

15. Paragraph 10 of the 2006 declaration is also not accurate. Since signing the declaration and working for Sterling for several years, I believe I was denied promotions because of my gender. For example, I believe Sterling promoted [Male Employee] to Store Manager over me, even though I was outperforming him, because [Male Employee] is male and I am female.

16. Paragraphs 21 and 22 of the 2006 declaration are also not accurate as I did believe that Sterling would retaliate against me if I did not sign the declaration (see ¶ 21), and I felt I was required to provide the testimony and sign the declaration (see ¶ 22) since I was directed by my Store Manager to be interviewed and the attorney directed me to sign the declaration before I could return to the sales floor. Further, I did not feel I was provided a full opportunity to carefully review the declaration as I was directed by my Store Manager to not take too long in the interview and was losing potential sales by being forced to leave the sales floor where I made my money, interview, and sign the declaration during my work hours.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 11 day of February, 2013.


Maria Arlene Josephsen

A135

DECLARATION OF JOSEPH KABBAS

1. My name is Joseph Kabbas. I am a male, over the age of 21, who resides in Boca Raton, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") as a Store Manager from approximately 1992 to 1998 and then again from approximately mid-2002 until early fall, 2005. I worked as Store Manager at the [REDACTED], Florida, [REDACTED], Kay Store and the [REDACTED], Florida, Kay Store.
3. Prior to my employment at Sterling, I had worked for approximately 25 years in the retail jewelry business, including for Zales Jewelers, Gordon's Jewelers and Cerel's Jewelers.
4. Zales/Gordon's Jewelers was my immediate employer prior to working at Sterling. At the time I left Zales/Gordon's, my job was Regional Director. As Regional Director, I was in charge of approximately 17 stores and hundreds of employees. I had also earlier worked as a Regional Director for Gordon's Jewelers and in that job was in charge of approximately 30 retail jewelry stores and hundreds of employees.
5. At the time I applied to work at Sterling, Sterling initially offered me a job as District Manager. However, I did not want to travel as much as that job would have required so I requested a Store Manager job instead. Sterling then offered me a Store Manager job, which I accepted. That was at a Kay's store in [REDACTED], Florida.

6. At the start of my employment with Sterling my supervisors told me that it was against Sterling policy for employees to discuss their pay with one another and that they could be disciplined for violating that policy. I was told this by all my District Managers at Sterling. As a Store Manager, I was responsible for enforcing this policy.
7. During my approximate 10 years of employment as a Store Manager at Sterling, I witnessed first-hand Sterling's intentional discrimination against its female retail level employees in both pay and promotion decisions. As a Store Manager, I was privy to inside information regarding Sterling's corporate intentions regarding these matters. Part of my duties as a Store Manager included participating in the recruiting and hiring of new employees. This included interviewing applicants and assisting in determining how much salary to offer them. I also participated in the similar process of determining employee raises, as well as in employee evaluations and the selection process for all in-store promotions. The final decisions on all these type employment actions were made above the Store Manager level.
8. I can recall numerous occasions when my recommendations for what a female applicant or employee should be paid were rejected by my supervisors at the District Manager or Regional Vice President level, and I was instead instructed to pay those female applicants or employees less.
9. Given my lengthy experience as a Store Manager or Regional Manager in the jewelry industry, I had the opportunity over my 35 years of jewelry store experience to participate in the hiring, supervising, evaluating, and terminating of

many hundreds of employees. Given this background, it was my experience and belief that female employees in retail jewelry stores, in general, made better employees than men. Based on my experience of working with both male and female employees in the jewelry industry and at Sterling, I also found women were just as interested as men in advancement to management positions. In addition, in general it was my experience at Sterling that the women who worked for me were just as diligent, productive and hard-working as were the men who worked for me.

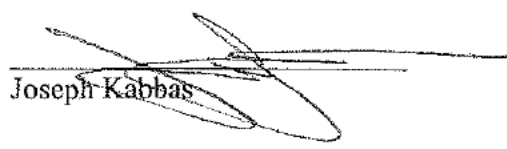
10. I can specifically recall having discussions with my District Manager, [REDACTED], and my Regional Vice President, Bill Mooney, about the lower pay rates Sterling paid to female employees compared to male employees who were doing the same job. Sometime in approximately 2004 or 2005, I recall one such discussion that occurred after I was instructed to pay a female applicant less than I recommended. I told [REDACTED] "why is Sterling doing this? It will catch up with Sterling someday." I recall asking him if he thought "these female employees were going to keep their mouths shut forever." [REDACTED] calmly replied "that's the way it has to be because that's the way Sterling wants it."
11. I recall arguing with [REDACTED] and telling him that if it were my decision, I would pay female employees more than male employees because they made better, more valuable employees. It simply made no sense to me that, in addition to being illegal, Sterling would pay its best, most productive employees (women) less than other employees who were less reliable and productive (men).

12. I also recall telling him that giving female employees who were already underpaid compared to their male co-workers a \$.10 an hour raise did not rectify the pay discrimination they were experiencing. He said "we have to be good businessmen and try to save every dollar we can." I told him "that's not being good businessmen, that's screwing people." [REDACTED] did not respond.
13. This discussion was held in the context of my being aware that male new hires at Sterling were generally started at higher salaries than females in the same job no matter how much less jewelry or retail experience the males had compared to the females.
14. In general, Sterling also treated its male employees more favorably than its female employees with respect to promotions. Although some females did get promoted to Assistant Manager, Store Manager, or District Manager positions, Sterling, in my experience, generally preferred to promote men to management, even when more qualified female applicants were available and interested in being promoted.
15. The discriminatory practices I described above were in existence the entire time I worked at Sterling up until my termination in early fall 2005.
16. I knew [REDACTED] during my employment at Sterling. He was a high-ranking executive who became Sterling's **Executive** in approximately 2003. I met [REDACTED] many times including at Sterling's Headquarters in [REDACTED] Ohio, at several Annual Managers' Meeting Managers' Meetings I attended, and on an incentive trip to [REDACTED] [REDACTED]. [REDACTED] was an attractive man with a charismatic personality. He also had a very well-known reputation at Sterling for being a womanizer with subordinate female employees at Sterling. This reputation came to me from other Store Managers

and supervisors above the Store Manager level who would regularly discuss [REDACTED] [REDACTED] womanizing activity. His reputation and the discussions I was involved in with other Sterling managers and supervisors continued through my termination at Sterling in 2005.

17. Other high-ranking supervisors at Sterling who also had reputations for womanizing with subordinate female employees at Sterling included my District Manager, [REDACTED], and Executive [REDACTED], [REDACTED].

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 23 day of August, 2012.


Joseph Kabbas

A136

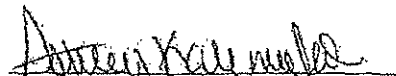
DECLARATION OF ASHLEY KALEMBA

1. My name is Ashley Kalemba. I am a female, 19 years old, who resides in Cedar Lake, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Osterman Jewelers ("Osterman") store in the Southlake Mall in Merrillville, Indiana, in August 2007 as a Sales Associate. I worked at this store until December 29, 2007, when my employment was terminated by Sterling.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. When I first started working for Sterling, I was told by my Store Manager, Donna Oroszo, that I should not discuss how much I made with other employees. When I received my first paycheck, I asked what the notation "Comm'n" on my pay stub meant. Oroszo overheard my question and said, "I told you you can't ask anyone about your check but me." Sterling's policy made it difficult for women to identify instances where they are paid less than male employees doing similar work.
4. Female employees at Sterling suffered discrimination because of the manner by which promotions are made. Job openings and promotional opportunities are not posted via a formal job posting system.
5. I was interested in being promoted into management. I had previous retail experience, and found that I enjoyed working in the jewelry business. In October or November 2007, I asked Store Manager Donna Oroszo about applying to

become a manager via Sterling's online system. Oroszo discouraged me from applying and said that I had just started and, "they aren't going to look at you. I wouldn't waste your time going online." She told me that I had to meet my five performance standards in order to be promoted. Beyond that, Oroszo did not give me any information and she ended the conversation with me.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 30

day of May, 2008.


Ashley Kalamba

A137

Declaration of Tracy Kelly

1. My name is Tracy Kelly. I am a female, over the age of 21, who resides in Pensacola, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately May 2006 as a Sales Associate at the Kay store in the Wolfchase Galleria in Memphis, Tennessee. I continued in that position until April 2007 when I was terminated due to my child being ill.
3. I was re-hired after Sterling fought my unemployment but lost in approximately August 2007, as a Sales Associate at the Kay store in the Southaven Town Centre in Southaven, Mississippi. I continued in that position until approximately February 2009, when I was promoted to Third Key at the Kay store in the Oak Court Mall in Memphis, Tennessee. I worked as Third Key until approximately June 2009, when I was promoted to Assistant Manager at that same Kay store. I continued working as Assistant Manager for one to two months at this Kay store in the Oak Court Mall. At that time I was demoted to Third Key at the same store. I continued working as Third Key at the Kay store in the Oak Court Mall until approximately November 2010, when I became the acting Store Manager at the Kay store in the Carriage Crossing Mall, in Collierville, Tennessee. I worked as acting manager at that store for approximately one week, and then returned as Third Key at the Oak Court Mall in Memphis, Tennessee. I continued in that position until approximately May 2011, when I was terminated by Sterling.
4. I was a member of Sterling's President's Club in 2006, 2007, 2008, and 2009.

5. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job.
6. During my employment with Sterling, Sterling did not post job openings and promotion opportunities at the store. Instead, Sterling selected an employee for promotion, and a Sterling manager then notified this employee of the particular opening. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
7. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest to District Manager Dan Waltchack and Store Manager Dylan Flores during my initial interview. I regularly expressed interest in promotions to management to my Store Managers and District Managers throughout my employment with Sterling.
8. Before beginning work with Sterling, I had over twenty years' experience in the jewelry business, including over ten years' experience as a store manager. Additionally, I had my Diamontology and Gemologist certifications.
9. Despite my qualifications, experience, and regularly expressing interest in promotions to my Store Managers and District Managers, Sterling passed me over for promotion in favor of less qualified males.
10. For example, in approximately 2007, there was an opening for Store Manager at the Kay store in the Carriage Crossing Mall, in Collierville, Tennessee. I

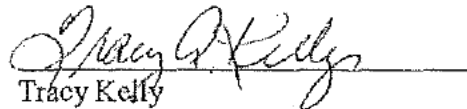
expressed interest in this promotion to District Manager Dan Waltchack. Instead, Sterling hired [Male Employee] from outside the company to fill this position. [Male Employee] previously worked at a cell phone store.

11. In late 2007, I expressed interest to District Manager Dan Waltchack in the Assistant Manager position at the Kay store in the Southaven Town Centre in Southaven, Mississippi when I learned from a colleague that it was open. Waltchack told me it was filled. Sterling hired a less qualified male, [Male Employee] [redacted] from outside the company for this position. [Male Employee] did not have retail jewelry experience, and previously sold cars.
12. I complained to District Manager Dan Waltchack after being passed over for these promotions. He brushed off my complaints, and did not give me a straight answer when I asked him why I was passed over.
13. In the spring of 2009, I called Sterling Human Resources to report theft from the Kay store at the Oak Court Mall in Memphis, Tennessee. I spoke with Carrie (LNU) from Human Relations. I complained about being passed over for promotion, and described being passed over for less qualified males. Carrie told me that Sterling's District Manager and the Regional Vice President made the decision on promotions, and that I needed to take it up with them. I reiterated that I had already complained to them, yet Carrie repeated that decisions on promotion were made by the District Manager and Regional Vice President, and that I should talk to them. It seemed futile to complain about being unfairly passed over for promotion to my District Manager, Regional Vice President, or Sterling Human Resources.

14. From 2009 to 2011, Diane Blake was my Store Manager at the Kay store in the Oak Court Mall in Memphis, Tennessee. She told me about Sterling's annual Annual Managers' Meeting Managers' Meetings that she attended in 2009, 2010, and 2011 as Store Manager. Blake told me that there was excessive drinking at these events, and that the male managers and supervisors would sexually hit on the female Store Managers. Blake told me she witnessed male managers and supervisors getting drunk and engaging in public displays of inappropriate behaviors, including unwanted kissing and other touching of female Store Managers.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

14 day of June, 2013.


Tracy Kelly

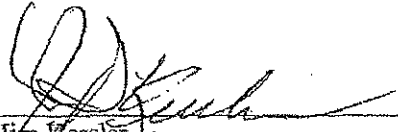
A138

DECLARATION OF JIM KESSLER

1. My name is Jim Kessler. I am a male, over the age of 21, who resides in Palmetto, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2007, as a Sales Associate at the Jared store in Brandon, Florida. I continued in that position until January 2008, when I left the company.
3. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, Store Manager Dennis Wolf told me that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult to identify instances where women were paid less than male employees performing the same job.
4. I was hired as a Sales Associate at \$15.00 in October 2007, and received a \$1 an hour raise within 90 days.
5. I learned the pay of a male Sales Associate, **Male Employee** through conversation. At the end of 2007, he told me he was paid \$15.00 an hour. He was with Sterling for approximately 3 years. When he became the Timepiece Department Manager, he said he was paid \$17.00 or \$17.50 an hour.
6. In general conversation, other female Sales Associates said that they were paid less than the male Sales Associates, such as **Male Employee** and myself.
7. Job openings and promotional opportunities were not posted via a formal job posting system.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

1 day of AUGUST, 2008.


Jim Kessler

A139

Declaration of Ursula Ketchum

1. My name is Ursula Ketchum. I am a female, over the age of 21, who resides in St. Clair Shores, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately October 1987, as an office worker in the Kay store in the Eastland Mall, in Harper Woods, Michigan. I was promoted to Office Manager at this same store sometime in approximately 1988. In this position as Office Manager I also sold jewelry on the floor. Some time in the late 1980's, I transferred as Office Manager to the Kay store in the Northland Mall, in Southfield, Michigan. I continued in this position for about a year, when I transferred as Office Manager to the Kay store in the Fairlane Town Centre in Dearborn, Michigan. I continued in that position until approximately October 1990, when I transferred as Office Manager to the Kay store in the [REDACTED] in [REDACTED], Michigan. I continued working as Office Manager until approximately November 1993, when I was promoted to Assistant Manager at that same Kay store in [REDACTED], Michigan. I continued working as Assistant Manager until approximately September 1994, when I was demoted to Sales Associate at the Kay store in the [REDACTED] in [REDACTED] Michigan. I continued working as Sales Associate until approximately May 1995, when I was promoted to Assistant Manager at this same store. I continued working in this position until approximately September 1996, when I transferred as Assistant Manager to the Kay store in the [REDACTED] in [REDACTED] Michigan. In approximately May 1997, I transferred as

Assistant Manager to the Kay store in the [REDACTED] in [REDACTED], Michigan. I continued in this position until approximately June or July 1997, when I became a Part-Time Sales Associate at that same Kay store in [REDACTED], Michigan. I remained as a Part-Time Sales Associate at this Kay store until approximately April 2005, when I left employment with Sterling.

3. I earned my Diamontologist and Gemologist Certificates in approximately 1992.
4. In 1996, I was a member of the President's Club based on my sales performance.
5. When I was hired by Sterling in 1987, my Store Manager told me that it was against Sterling policy for employees to talk about their pay with each other. Throughout my twenty-year career at the company, Sterling District Managers and Store Managers reiterated this policy to me. As Assistant Manager for Sterling, I was told to instruct employees I supervised that they could not discuss their pay with each other, and I did so.
6. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same or lesser positions. Nevertheless, I am aware of men being paid more than women because I learned this through conversation.
7. For example, in approximately 1995 or 1996, Sterling paid me \$11.75 an hour as Assistant Manager at the Kay store in the [REDACTED] in [REDACTED] Michigan. One day at work I was in conversation with two male Sales Associates, whose names I cannot remember. They both told me their pay, and both of them were paid more as Sales Associates than I was as Assistant Manager.
8. I complained at the time to my Store Manager, Arthur Robinson. He told me that he tried to get me paid more, but that the District Manager would not approve it.

Based on this, and other conversations with Store Managers throughout my career, I believe that decisions on pay were made at the District Manager level or higher.

9. During my employment with Sterling, I observed that Sterling did not post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, Sterling selected an employee for promotion, and a Sterling manager then notified the employee of that particular opening. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
10. I expressed interest in promotions from the beginning of my employment with Sterling, including during my initial interview with the company. After I was promoted to Assistant Manager, I expressed interest in a Store Manager position to my Store Managers and District Managers.
11. Despite being qualified for promotion to Store Manager, I was passed over in favor of a less-qualified male. In approximately 1995, Sterling promoted [REDACTED] Male Employee to Store Manager at the Kay store in the [REDACTED] in [REDACTED], Michigan. At that time I had been a successful Assistant Manager for over a year, and had worked for the company for about seven years. I also had earned my Diamontology and Gemologist certifications. [REDACTED] Male Employee had less time as Assistant Manager and less time working for Sterling.
12. During my employment with Sterling, from conversations with various Store Managers, I observed that promotion decisions were made at the District Manager level or above. For example, when I worked as a Sales Associate and then

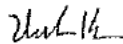
Assistant Manager at the Kay store in the [REDACTED] in [REDACTED] Michigan, I trained to be a Store Manager under Store Manager Arthur Robinson. In approximately 1995, he told me that he thought I would make a good Store Manager, but that the District Manager would not approve it.

13. It appeared that sleeping with your District Manager was one way for women to get promoted at Sterling. In approximately 1996 or 1997, it was common knowledge among employees at the Kay store in the [REDACTED] in [REDACTED], Michigan, that District Manager [REDACTED] was having a sexual relationship with female Sales Associate [REDACTED], and as a result of that she received a promotion directly to Store Manager and skipped the normal Assistant Manager step. I spoke with employees who saw [REDACTED]'s car parked at a nearby motel, along with [REDACTED]' car, several times when he visited the store.
14. District Manager [REDACTED] sexually harassed female employees in other ways. For example, in approximately 1997, at the Kay store in the [REDACTED] in [REDACTED], Michigan, [REDACTED] told female Sales Associate [REDACTED] to wear short skirts, tight clothes, and low necklines in order to attract males into the store.
15. Female Sales Associate [REDACTED], whom I worked with at the Kay store in the [REDACTED] in [REDACTED], Michigan, was interested in being promoted to Store Manager. She told me that District Manager [REDACTED] would ask her out. One time he asked her what she was doing after work, and that she could get that promotion she was after if she went out with him.

16. Sterling treated female employees differently in other ways. For example, it was Sterling's practice to invite those employees to corporate headquarters in Akron, Ohio if they scored in the top 3% on their Diamontology or Gemologist tests. Joe Budjeck was one such male employee who Sterling honored this way, in approximately 1992. However, when I took my Diamontology exam and scored in the top 3%, Sterling did not honor this same accomplishment as it had with male employees.
17. During my employment with Sterling, various Store Managers told me about their experiences at Sterling's annual Managers' Meeting in ^{Annual Managers' Meeting} Florida. They told me that there was excessive drinking and partying at these events.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

6th day of June, 2013.



Ursula Ketchum

A140

DECLARATION OF LILIANA KING

1. My name is Liliana King. I am a female, over the age of 21, who resides in Fort Riley, Kansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately August 2001 I was hired by Sterling Jewelers Inc. ("Sterling") and worked for Kay Jewelers ("Kay"), store 1468 located in Sarasota Square Mall in Sarasota, Florida, as a Store Manager. I left Sterling around April 2004.
3. When I took over as manager of store 1468, the store's sales were down. Within a year I met, and then surpassed, the store's sales goals. As a result of my work the store qualified for a remodel. In 2003, I won an incentive trip to Puerto Rico for my success in meeting my sales goals during the holiday quarter.
4. Prior to working at Sterling, I worked for Zales for seven years, starting as an Associate and then working for nearly 2 years as a Store Manager.
5. Shortly after starting at Kay in 2001, I was informed by other Store Managers that it was the company's policy that employees were not permitted to discuss pay. As a Store Manager, I enforced this policy by instructing my employees to not discuss pay, and pay adjustments were discussed privately with employees on a one-on-one basis. As a result, it was difficult for female employees to identify instances where they were paid less than male employees performing the same job.
6. Nevertheless, I believe male employees at Sterling were paid more than female employees to perform the same job duties. For example, around 2001, Norman Martin, a Sales Associate in my store, made statements that led me to believe that he was making more than the female Sales Associates. Because Mr. Martin was already working at

Sterling when I started as Store Manager, I did not have access to his pay records. When Mr. Martin was promoted to Assistant Manager he made comments about his child support payments that gave me the impression that he was earning a significant amount of money from Sterling. Around 2003, Sterling hired a female Assistant Manager, Renee Rios. As Store Manager, I knew what Ms. Rios was earning, and I believe she was paid significantly less than Mr. Martin even though, having interviewed her, I know that she had more management experience than Mr. Martin and only slightly less jewelry experience.

7. As Store Manager, I was not responsible for setting pay. I believe the final decision regarding wage rates was made at or above the District Manager level. In fact, I approached my District Manager about increasing Ms. Rios' pay, but Sterling failed to pay her the same wage rate as Mr. Martin during the two years she held the position.
8. In addition, around 2002 I learned that Joe Barradas, a Store Manager at Kay store #639 in Bradenton, Florida, was making more than I was, even though I believe we were equally experienced. I learned that he was earning more than me because he seemed to lead a more extravagant, expensive lifestyle. For example, he purchased an expensive truck that I would not have been able to afford based on what Sterling was paying me at the time.
9. Sterling did not have a formal process for requesting and awarding promotions, and promotional opportunities were not posted in the stores. I recall that openings were mostly announced by word of mouth.

10. I believe promotional decisions were made at or above the District Manager level. As Store Manager, I could suggest names of persons that I thought might be promotable, but the actual decision of who was selected to be promoted was made by upper management.
11. I believe that men were favored for promotion to management over similarly or more qualified female candidates. For example, around 2004 **Male Employee** was hired as my District Manager. As I recall, he was hired from outside our company as a Store Manager, and was quickly promoted to District Manager. After I began working with him, it became clear to me that I had more management and jewelry experience than Mr. **Male Employee**. In fact, there were quite a few female Store Managers in my District who I believe were also more qualified than him and were interested in the job, including myself. Nevertheless, Mr. **Male Employee** was promoted over them. In my experience overall, I observed that that the District Managers were mostly males and very few women were selected for promotional opportunities to management.
12. In 2004, I was terminated by Sterling without explanation. Mr. Berryhill called me while I was on a planned vacation with my family to deliver the news. Prior to my termination, I had set my sights on a long career at Sterling. Based on my demonstrated ability to turn failing stores around, improve staff and increase sales for the Company, I believe I would have been an ideal candidate for District Manager. Sterling never approached me about my interest in being promoted to District Manager, however, nor was I ever offered that position.
13. I was also aware that sexual harassment was common place at Sterling's annual **Annual Managers' Meeting** Managers' Meetings **Annual Managers' Meeting** I attended **Annual Managers' Meeting** in 2002 and 2003. Prior to attending in 2002, other Store Managers, including male Store Managers from my District, warned

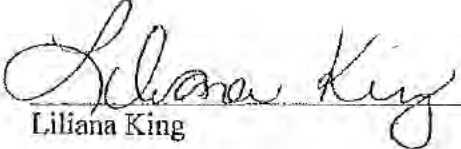
me against attending the social events held after the training meetings at [Annual Managers Meeting]. For example, Store Manager Joe Barradas told me "it's best not to be around the pool, because you never know what could happen". He said this in a way that implied that inappropriate behavior was common among Sterling's male management, and I should stay away in order to protect me from unwanted sexual advances.

14. When I arrived at [Annual Managers Meeting] in 2002 and 2003, I noticed male Store Managers and District Managers checking into the hotel carrying coolers. Later, when I was walking by rooms in the hotel with open curtains, one could plainly see these coolers were open and filled with alcoholic beverages, including liquor. At the meeting dinners, a lot of alcohol was served. District Managers and Upper Management drank and socialized with the Store Managers. Spouses were not invited to attend [Annual Managers Meeting]. At the social events after dinner, the employees would become very flirtatious, regardless of whether they were married. For example, I witnessed provocative dancing, such as when a woman whom I did not know let her dress slide up, and a male colleague inappropriately touched her waist and legs.
15. After dinner, on my way back to my hotel room, I heard a lot of horsing around and loud laughter coming from other employees' hotel rooms. This area of the resort was used reserved for the Sterling event. It sounded like a fraternity party was going on, as I heard loud voices and saw people drinking into the late hours. When I walked by the pool area, I saw female Store Managers in various stages of undress and they appeared very drunk. I also noticed that there were male District Managers standing around the pool in close proximity watching the female Store Managers.

16. At the meetings the next day, employees were hung over and I heard male Store Managers bragging about "hooking up" with female Store Managers. There seemed to be a Vegas mentality, meaning it was understood by all Sterling employees that whatever happened at the ^{Annual Managers' Meet} stayed at ^{Annual Managers' Meet}

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 7th day of

February, 2013.


Liliana King

A141

SUPPLEMENTAL DECLARATION OF GINA KOHR

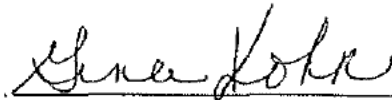
1. My name is Gina Kohr. I am a female, over the age of 21, who resides in Red Lion, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on October 30, 2009.
3. At this time, I am employed as a part-time Sales Associate at Kay store 1108 located at Park City Center in Lancaster, Pennsylvania.
4. From 1997 to 2006, I worked as Store Manager of store 277 at Sterling Jewelers ("Sterling", "the Company") in Camp Hill, Pennsylvania. During this time, I believe I was paid less to start in the position than my male counterparts. For example, I believe that Michael Shoster, who had recently been the Store Manager at store 277, was paid more in the same position, even though he had worked with the Company for a shorter period of time. Around 2000, I believe that another male Store Manager, Brian Holste, who managed store 1856 in Harrisburg, Pennsylvania was also earning more than I was even though he was managing a store around the same size as mine that was located in my District. Around this time, I also learned that Raymond Yen, Store Manager of store 1131 in Harrisburg, which was situated just across the river from my store and is in the same District, was earning more than I was. I heard this from a friend of mine, Store Manager Melanie (Byers) Tirado.
5. Around 2003, during my performance review with my District Manager Jeff Yoder, I complained that I was underpaid and that I knew men made more than me in the same position. Mr. Yoder responded that he agreed with me, but told me

his hands were tied and that he could not do anything about it. I understood this to mean that my wages were set above his level by the Vice Presidents of the Company or above.

6. During my time at Sterling, I have observed that promotional opportunities are not posted in the stores. Instead, management selectively taps candidates on the shoulder and then promotes them. I am familiar with the Career Advancement Registry ("CAR"), and I know of colleagues who have applied for promotions using the system, but I do not know of anyone who has applied for and received a promotion via CAR.
7. I attended the [redacted] Annual Managers' Meeting [redacted] each year from 1997-2004. At these meetings, Sterling employees were known to engage in heavy alcohol use, both at the hotel and at the bars around where the meeting takes place. It was commonly known among Store Managers that many male Sterling managers at the District Manager level and up engaged in sexual affairs with female subordinates at the [redacted] and other Store Managers were generally aware that this type of behavior was expected to take place at [redacted] Annual Managers' Meeting.
8. Around 1999, I was at an upstairs bar at the [redacted] Annual Managers' Meeting celebrating a colleague who had won awards. Store Manager [redacted] came over to me and stuck his tongue in my ear. This behavior was not welcome, and I believe he was encouraged to act out like this due to the environment at the Meeting.
9. In speaking with other female Store Managers at Sterling, I learned that sexual harassment of women employees by male managers occurred throughout the Company. Through these conversations, I also learned of [redacted] reputation

as a womanizer of Sterling's female employees. This type of behavior on the part of high-level Sterling executives was not limited to Mr. [REDACTED]. While on an incentive trip around 1998, I saw Sterling Executive [REDACTED] kissing a female Sterling employee on the dance floor while his wife slept upstairs. Years later, on another incentive trip on a cruise ship in 2004, I witnessed [REDACTED] and his wife engaged in a heated argument in an elevator in which she accused him of cheating on her, possibly with a Sterling employee, during the trip.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this ____ day of March 15, 2013.



Gina Kohr

A142

DECLARATION OF GINA A. KOHR

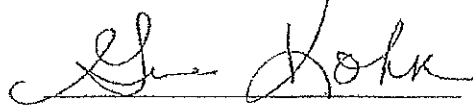
1. My name is Gina Kohr. I am a female, over the age of 21, who resides in Red Lion, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a part-time Office Associate at a Shaw's store number 323 in Christianburg, Virginia in approximately March 1993. In approximately August 1993, I became a full-time employee at the same store and in the same position. Approximately a year later, I became the Office Manager at the same store. I remained as Office Manager in that store until approximately July 1995. In July 1995, I moved to another state and became the Assistant Store Manager at Kay's store number 1121 in York, Pennsylvania. I remained in this position until approximately February 1997, although I did transfer to Kay's store number 1131 during that time. In February 1997, I transferred to Kay's store number 277 in Camp Hill, Pennsylvania as an Office Manager. Approximately a month later, I became Assistant Store Manager of that store. In approximately November 1997, I was promoted to Store Manager of that store. I remained as Store Manager until approximately April 2006, when I voluntarily stepped down to an Assistant Store Manager position at a Kay's store number 1107 in York, Pennsylvania. In approximately September 2007, I transferred to Kay's store number 1108 in Lancaster, PA as a full-time sales associate. In approximately May, 2008, I became Office Manager of the same store and remain there today.
3. During my employment at Sterling, I have observed that Sterling has a policy prohibiting its employees from saying anything about their pay to other employees, and that it is grounds for termination to do so. Every employee is told this upon their hire. I was

informed of this policy when I was hired and was reminded of it each time I changed stores. As Store Manager, I was responsible for informing my employees about this policy.

4. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. I do believe however, that women are paid less than male employees at Sterling. For example, although the Store Manager at my current store is an exceptional manager, I have heard that she is being paid less than the male Store Manager who held the same position before her.
5. When I became Store Manager in approximately November 1997, I was offered a starting salary of \$29,000. The store I was assigned was number eight or nine in the district and had annual sales of approximately \$800,000. While I was Store Manager, we had double-digit increases until approximately 2002, and by the time I left, the store had annual sales of approximately \$2,500,000. Despite my achievements as a Store Manager, by the time I left this position, almost eight and a half years later, my salary had only increased by four thousand dollars to \$33,000.
6. While I was a Store Manager, I periodically asked my District Manager, Jeff Yoder about receiving raises in recognition of my success. He responded that "you make your own raise by bonuses and commission." Sterling's policy requires certain minimal raises for Store Managers who are over plan for the year, and those are the only raises I ever received.
7. In approximately 2004, although my store continued to increase in sales, I was under plan by .5%. I met with District Manager Jeff Yoder and he told me that I would not be able

to get a raise that year. Mr. Yoder literally began to cry and told me that I was grossly underpaid for the job that I was doing, but that he couldn't do anything about it.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 30th day of October, 2009.

A handwritten signature in cursive script, appearing to read "Gina Kohr", written over a horizontal line.

Gina Kohr

A143

DECLARATION OF JOY LAMB

1. My name is Joy Lamb. I am a female, over the age of 21, who resides in Antelope, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began working for Sterling Jewelers Inc. ("Sterling") as a perimeter sales associate at store number [REDACTED] a Jared store in [REDACTED], Colorado in approximately November, 2004. I was promoted to diamond department sales after approximately one and one-half years. In approximately November, 2007, I transferred to Jared store number [REDACTED] in [REDACTED] California, where I continued to work in diamond department sales until my employment with Sterling ended in June, 2011.

3. I have a folder full of sales and customer service awards I obtained during my employment at Sterling. I had certificates in diamondtology and gemology. I made President's Club most years at store number 486 and was appointed as Levian Gala event coordinator and sent to New York for special training.

4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees, and that doing so was a terminal offense. I was informed of this policy upon my hire, by Mike Jones, General Manager of the Colorado Jared store. I was subsequently reminded of this policy on several occasions between 2007 and 2011 by Denise Powers, General Maauger of the [REDACTED] California Jared.

5. Because of that policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. For example in

approximately 2007, two males, **Male Employee** and **Male Employee** were hired shortly after I was into the same position that I held. I overheard them talking about salaries and it was obvious to me by what they said that they both made at least \$35,000 a year, which was thousands more than I was making. One of them owned a house, and the other one had a wife who didn't work, while I was struggling to rent a small apartment and also afford food just for myself. By this time, I had been working for Sterling for several years and was a stellar employee.

6. During my employment at Sterling, I also observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling behind the scenes, where Sterling notified only those employees it was already interested in promoting about specific management openings.

7. Although there was no formal procedure by which employees could express their interest in promotions, I did discuss my interest in promotional opportunities with my future Store Manager Denise Powers, before I transferred to California. Ms. Powers told me that there was a lot of opportunity in California because new stores were opening up all the time. I made sure to let her know that I would be willing to work in northern or southern California because she mentioned that there were openings in both places. Even though Store Manager Powers was aware of my interest in promotions I was never offered one, despite my outstanding performance.

8. In approximately 2008 **Male Employee** who had been recently hired, was promoted almost immediately to Diamond Department Manager. This was extremely disappointing

to me because although I was more qualified than he was, I was not given the opportunity to even apply for the position. One of the requirements for this position was to hold a diamondtology certificate, which I had possessed for years. When [Male Employee] was promoted, he did not have this certificate and the managers rushed him through that process. I also had more experience in jewelry sales and general management.

9. [Male Employee] is another male who was hired after me and was promoted within months to a Store Manager position at a different store. I was not aware of this opening until after [Male Employee] was promoted.

10. Sterling's attitude about female employees is also evident in the way that it handles complaints of sexual harassment. Inappropriate behavior towards young female employees by Store Manager [Redacted] was a frequent topic of conversation in the [Redacted] Jared. Stories about him getting too close in the supply room, making inappropriate comments or having lunches with young female subordinates were constantly heard in the store. I regularly saw young female employees actually crying about his inappropriate behavior. I know that some people reported this behavior on the TIPS line, but am not aware of any action or investigation taking place as a result of that. In fact, after complaints were made about his sexual harassment, Mr. [Redacted] was actually promoted to a position in another state.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 20th day of March, 2012.


Joy Lamb

A144

DECLARATION OF THERESA LAURIA

1. My name is Theresa Lauria. I am a female, over the age of 21, who resides in Ballston Lake, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") beginning in approximately April 2003, as a Sales Associate at the Kay store in the Aviation Mall, in Queensbury, New York. Within a day, I was promoted to Assistant Manager at that same store. I worked in that position until approximately May 2004, when I was transferred to the Belden store in the Wilton Mall, in Saratoga, New York. I worked as Assistant Manager there until approximately May 2005, when I was promoted to Store Manager of the Belden Store in the Colonie Mall, in Colonie, New York. I worked as Store Manager at that store until approximately June 2006, when I became a Sales Associate at the Belden store in the Aviation Mall, in Queensbury, New York. I continued in that position until September 2006, when I left the company.
3. While employed by Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with each other. When I was first hired, Store Manager Larry Greismer told me not to discuss my pay with other employees. District Manager Joanne Falta also told me, upon my hiring, that I should not talk about how much I made with other employees.
4. I believe that Sterling discriminated against its female employees in pay. Because of Sterling's policy, however, it is difficult for female employees at Sterling to

identify instances in which they were paid less than male employees performing the same job.

5. During my employment with Sterling, I observed that promotional opportunities were not posted or available for employees to look at. Employees heard about promotional openings through District Manager Joanne Falta, or by word of mouth. I was not given the opportunity to apply for specific management openings; rather, I would learn about the opening after it was filled by Falta.
6. I was interested in promotions into management from the beginning of my employment with Sterling in April 2003. From this time, I told Falta and Store Manager Larry Greismer that I wanted to become a Store Manager. Falta and Greismer both told me that part of the benefit of being a Store Manager at Sterling was the opportunity to attend the annual Managers' Meeting in Florida. They both told me that if I worked hard, I could be a Store Manager.
7. There was a Store Manager position that I was qualified for, and would have been interested in, had I known of the opening before it was filled by a less qualified male. That position was the Store Manager position at the Kay store in the Crossgates Mall, in Albany, New York, filled in approximately June or July 2003. Sterling promoted Male Employee who was hired after me as a Manager In Waiting, to that position. At that point I had been an Assistant Manager for several months, and had helped train Male Employee in sales and in the repair department. Additionally, I had 7 years' experience selling, designing, and repairing jewelry prior to working for Sterling. I did not learn of the opening at that Kay store in

the Crossgates Mall until Falta announced that [Male Employee] would be the new Store Manager.

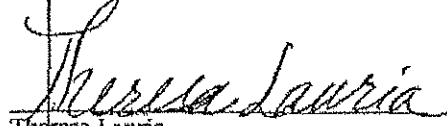
8. A less qualified male employee, [Male Employee] was promoted ahead of me in 2003. [Male Employee] started working for Sterling after me around April or May 2003. He did not have prior experience working in the jewelry business. As Assistant Manager, I helped train [Male Employee]. In 2003, Sterling promoted [Male Employee] to Store Manager of the Belden store in the Colonie Mall in Colonie, New York. I was interested in that position and would have expressed interest in it had I known of the opening before it was filled.
9. In 2004, the Store Manager position at the Belden store in the Colonie Mall came open again. I was passed over for promotion in favor of a less-qualified male employee, [Male Employee] became a Manager In Waiting for Sterling in 2004. I subsequently learned from a customer that [Male Employee] came to Sterling after he had been fired for Stealing from Sears. [Male Employee] was promoted to Store Manager of the Belden store in the Colonie Mall in 2004. I was interested in that position and would have expressed interest had I known of the opening before it was filled.
10. A less qualified male employee, [Male Employee] was promoted ahead of me in 2004 as well. [Male Employee] was hired in 2003. He had no jewelry experience, and I trained him as an assistant manager. To the best of my recollection, in 2005 he was promoted to be a manager of a store in Vermont. I did not know that a store manager position in Vermont was open until [Male Employee] was promoted to fill the position, despite the fact that I had more experience than he did. I was potentially

interested in the Vermont store manager position and would have expressed that interest if I had known of the opening before it was filled.

11. I attended the Florida Manager's Meeting in 2005. Sterling provided free alcohol to its employees, and I saw many attendees who were intoxicated, including some who were throwing up from drinking too much.

I declare under penalty of perjury that the foregoing is true and correct. Signed this

18 day of February, 2010.


Theresa Lauria

A145

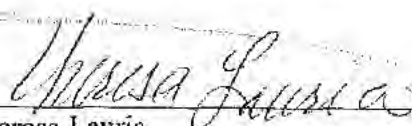
SUPPLEMENTAL DECLARATION OF THERESA LAURIA

1. My name is Theresa Lauria. I am a female, over the age of 21, who resides in Saratoga Springs, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a declaration concerning my employment at Sterling Jewelers Inc. ("Sterling") on September 1, 2008. The instant Declaration is a supplement to the September 1, 2008 Declaration.
3. While employed Sterling as a Store Manager in 2005-2006, I became aware of Sterling's **Executive** reputation for being a womanizer. I learned this from conversations with other Sterling female managers.
4. I previously testified about my attendance at Sterling's Annual Managers' Meeting that was held at [REDACTED] in [REDACTED] Florida in late Summer or early Fall of 2005.
5. I recall an incident that occurred on the night of the Awards Ceremony after the Awards Ceremony was over. I had stayed at the event until approximately 10:30 p.m. when I decided to return to my hotel room for the night. As I was walking alone back to my room, I passed by a fountain or wading pool where there were seven or eight Sterling employees who I recognized from the Managers' Meeting in the pool. There were three females and four or five males. They were all completely nude, and appeared to be in various stages of intoxication given their loud behavior and unclothed condition. I did not stop but continued walking back to my room.

6. In addition to the promotion denials I discussed in my September 1, 2008 Declaration at paragraphs 7-9, I recall another promotion denial where a less qualified male was selected instead of me. This occurred in approximately 2004 while I was still an Assistant Manager. A Store Manager opening in Vermont was filled by a young male named [Male Employee] [Male Emplo] was in his early-mid 20's. He had very little jewelry experience compared to my 7-8 years of experience. Furthermore, he also seemed to have emotional problems. He worked in a Belden's store # 264 in the same mall where my Kay Store was located. He would frequently come in to the store in tears, crying about personal problems or the stress of his Belden's job. Given my 7-8 years of experience in the retail jewelry industry, it was my opinion that he did not seem to be the type of employee that Sterling should have wanted as a Store Manager. The Store Manager job he got in Vermont was one I was interested in and qualified for and would have accepted had it been offered to me. My District Manager, Joanne Falta, knew that. After I learned about [Male Employee] selection, I told Falta I didn't understand why I was not selected for this promotion. She would not or could not provide me a credible reason for why the job had not been offered to me.

I declare, under penalty of perjury that the foregoing is true and correct, Signed this

12 day of April, 2012.


Theresa Lauria

A146

DECLARATION OF KIM LAVELY

1. My name is Kim Lavelly. I am a female, over the age of 21, who resides in Lakewood, Colorado. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein. During my employment with Sterling my last name was Daly.

2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately August 2003, as a Sales Associate at the Jared store in [REDACTED], Colorado. I continued in that position until January 2004, when I was promoted to Timepiece Department Manager at that same store. I continued in that position until August 2006, when I was promoted to Assistant General Manager at the Jared store in [REDACTED], Colorado. I continued in that position until February 2008, when I transferred as Assistant General Manager to the Jared store in [REDACTED], Colorado. I continued in that position until November 2008, when I left the company.

3. While employed with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, District Manager Jane Chacon and General Manager Constance Gardner told me when I first started working for Sterling that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. As Assistant General Manager, I instructed employees that I supervised about this policy. I heard this policy reiterated throughout my career at Sterling.

4. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware

of men being paid more than women doing the same job because I learned their pay during conversation or in my capacity as Assistant General Manager.

5. For example, **Male Employee** was paid \$11 an hour as a Sales Associate when he came to work at the Jared store in Aurora, Colorado, when I was the Timepiece Department Manager. I learned that he was paid \$11 an hour when I processed his paperwork when he came to our store. **Male Employee** had been with the company only a couple of months, and had no previous jewelry experience. At that time, I had been with the company longer, and was paid only \$10 an hour as Timepiece Department Manager, which is a higher-level position than Sales Associate.

6. I complained to District Manager Jane Chacon and General Manager Constance Gardner about this pay discrimination. Chacon told me that she tried to get additional pay authorized from Vice President David Everton, but was unable to do so.

7. **Male Employee** was another Sales Associate at that same Jared store. I learned from conversation with Assistant General Manager Tim McCurry that **Male Employee** was hired at \$13 an hour. Again, this was more than I was paid as Timepiece Department Manager.

8. Rick Brown was the Timepiece Department Manager at the Jared store in **Male Employee** Colorado. In 2005, I learned from the Assistant General Manager at that store, Heather Oldham, that he was paid more than both of us.

9. **Male Employee** was hired from outside the company as the Assistant General Manager at the Jared store in **Male Employee** Colorado, when it opened in November 2003. When I was up for promotion to Assistant Manager, around August 2006, **Male Employee** and I discussed what Sterling might offer me in salary if they offered the position. **Male Employee**

told me that he was paid \$37,000 a year. When I was promoted to the same position, I was paid \$35,000 a year. At that point, I had been with the company longer than

Male Employee

10. During my employment with Sterling, I observed that the pay rates for employees in the store were set at the District Manager level or above.

11. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system in which Sterling notified only those employees it was already interested in promoting about specific management openings.

12. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview with General Manager Constance Gardner. I also expressed interest in working my way into management to District Manager Jane Chacon.

13. I continued to express my interest in management to General Manager Constance Gardner throughout the time she was my General Manager. Gardner and Chacon told me that in order to be promoted to Timepiece Department Manager I had to know everything there was to know about colored stones and timepieces, that I had to have the highest sales in the department, and be able to train others.

14. During this time, the Timepiece Department Manager position was empty, and I filled that position by default. Gardner asked me to make sure the Sales Associates in that Department were properly trained, and to keep the department looking good.

15. I achieved the criteria set out by Chacon and Gardner. I was promoted to Timepiece Department Manager in January 2004.

16. After I was promoted to Timepiece Department Manager, I expressed interest in January 2004 in becoming an Assistant General Manager to both Chacon and Gardner.

17. Around July 2004, Chacon gave me the Manager In Waiting checklist of the things that a Manager In Waiting needed to learn. She told me that I needed to be able to do all the tasks on the checklist to be promoted to Assistant General Manager. I applied myself and learned how to do all the tasks on the checklist.

18. I was passed over for promotion to Assistant General Manager in favor of an equally qualified male employee in June 2005. At that time there was an opening for an Assistant General Manager at the Jared store in [REDACTED] Colorado. I expressed interest in the position to District Manager Jane Chacon. Instead, Sterling promoted [REDACTED]

[REDACTED] Male Employee a male. I was as qualified as [REDACTED] Male Employee was for the position.

19. I was finally promoted to Assistant General Manager in August 2006, after spending two and a half years as Timepiece Department Manager. At that time, I expressed interest in being promoted to General Manager to District Manager Jane Chacon. She told me that I would make a great General Manager.

20. When Brian McGruder replaced Jane Chacon as District Manager in approximately February 2007, I expressed interest to him in being promoted to General Manager.

21. From the time he became District Manager, almost every conversation I had with McGruder included me telling him I was interested in being promoted to General

Manager. Despite this, I was continually passed over for promotion in favor of equally or lesser qualified males.

22. There was an opening for a General Manager around July 2007 at a Jared store in San Diego. This was in Vice President David Everton's region. I asked McGruder to tell Everton that I was interested in it. I asked McGruder to tell the Vice President I was interested in a position in his region because Sterling protocol required it. McGruder told me he would not pass my name on to Everton. When I asked him why, he said it was because he did not let good managers get out of his district. I did not approach Everton myself because that was outside of Sterling's protocol and because I believed it would be futile.

23. McGruder's statement to me that he didn't let good managers get outside of his district did not stop my General Manager at the Jared store in [REDACTED] Colorado, Harvey Williams, from transferring to a Jared store in San Diego in approximately September 2007.

24. After Williams transferred out, I became the acting General Manager at the Jared store in [REDACTED] Colorado. I continued in this position for approximately three months. I expressed interest in this General Manager position to Brian McGruder several times. McGruder conducted a perfunctory five minute interview with me before he promoted a less qualified male to the position, [REDACTED] Male Employee in September 2007. He had been with the company for less than a year. When [REDACTED] Male Employee started as General Manager, he told me, "Thank god you're here because you know everything. There's no way I can do this on my own."

25. I had in fact trained [Male Employee] when he rotated through the Jared store in [redacted] Colorado, several months earlier. At that time, [Male Employee] was in the Manager in Waiting (MIW) program, and I trained him for about a week on daily operations. I learned from a General Manager in Albuquerque that [Male Employee] had been dropped from the MIW program because of poor performance.

26. After [Male Employee] was promoted to General Manager, I complained to District Manager McGruder. He told me that I possibly knew the people at the store too well to manage them. I responded that I had been Assistant General Manager since September 2006, and acting General Manager for several months. I told McGruder that I managed the employees at the store every day, and that I seem to be doing O.K. because business was good. McGruder then dismissed me by saying it was the best choice to promote [Male Employee]

27. After [Male Employee] became General Manager, it was clear there were things he did not know or understand about managing. He alienated employees at his first store meeting by telling them that he was "the best there was" and that "there was no one better" than him. I offered to help [Male Employee] learn anything he needed to know, and asked him what areas he needed help on. He told me that he didn't need help with anything, and said, "Try to stump me." I then asked him how you calculate the store's repair margins. He did not know how to do this, and said that it was the Assistant General Manager's job.

28. In February 2008, I transferred as Assistant General Manager to the Jared store in [redacted] Colorado. In May 2008, the General Manager, Chris Brackett was demoted, and I became the acting General Manager. I told McGruder that I was interested in becoming the General Manager at that store. I was not promoted; instead,

after being the acting General Manager for several months, Brian McGruder became the General Manager after he was demoted from District Manager.

29. In July 2008, McGruder was fired, and the General Manager position became open again. Again, I was named acting General Manager. Todd Kidman was the new District Manager. When Kidman came to our store in approximately August 2008, I asked him who was going to be the General Manager, and he told me he didn't know because he didn't have any candidates. I asked him whether I was a candidate, and he said no. I asked Kidman why. At that point I had worked for Sterling for about five years, including two and half years as Timepiece Department Manager, two years as Assistant General Manager, and several months as acting General Manager. Kidman told me that he didn't know me or my qualifications. He told me that he would come back and do a District Manager visit at my store.

30. Kidman returned to my store after a couple of weeks, and gave me a list of things he wanted me to do, including recruit and get the store staffed, drive sales up, and make sure the employees were trained. He told me that that was what I needed to do in order to be promoted to General Manager, and that he knew that I wanted such a promotion because I had told him. Kidman told me he would be back in a week to check on my progress.

31. Kidman did not return to the store to check on my progress. I completed the tasks he had assigned me, and emailed him for a meeting after he did not return to the store. Kidman did not respond to my emails.

32. In October 2008, a male, **Male Employee** became the General Manager at the **[REDACTED]** Colorado Jared store. **Male Employee** was hired from outside the company. I was

not even interviewed for this General Manager position. Soon after this I left the company because I knew I would never be treated fairly by Sterling.

33. During my employment with Sterling, I also experienced sexual harassment. [REDACTED] became my District Manager in approximately July 2004. When he visited the Jared store in [REDACTED], Colorado, in which I worked, he did things such as stand too close to me or make inappropriate comments about his wife and his marriage. He commented about the clothes I wore and how I looked. Sometimes when I sat at the desk in the office, he would stand in front of me and block my exit. He would take me by the arm and lead me back to the office to talk to me. [REDACTED]'s behavior made me feel very uncomfortable.

34. District Manager [REDACTED] behavior towards me was obvious to other employees at the store. It was a running joke among the jewelers that when [REDACTED] was at the store then I was going to be spending all my time getting away from him. Jewelers Dan Schlener and John (LNU) told me this. They also tried to intervene to prevent [REDACTED] from standing too close to me. For example, when they saw us together, one of them would come up and ask for my help with one of the repairs. In that way I was able to break free from [REDACTED].

35. One day while visiting the store in 2006, [REDACTED] conducted a role-play training exercise at the store. [REDACTED] pretended to be the customer, and another employee, Christina Sanchez was the one being tested. I was standing nearby. During the exercise, [REDACTED] pointed to me and asked Sanchez if I was "a natural redhead." This was inappropriate and had nothing to do with the training exercise.

36. Another time, [REDACTED] reached toward my hand and played with the engagement ring on my finger. I asked him to stop.

37. I complained to my General Manager, Harvey Williams, about [REDACTED] behavior. He told me I should complain to Sterling's Human Resources. I also complained to another General Manager, Jane Chacon, who managed the Jared store in [REDACTED] Colorado.

38. I called Maryellen Mennett from Sterling's Human Resources in 2006, after the role-play incident described above in paragraph 35. I called Mennett to complain about [REDACTED]'s behavior. I told Mennett that [REDACTED] was sexually harassing me. I relayed all the things that [REDACTED] did that were inappropriate and made me uncomfortable, including playing with the ring on my finger, complaining to me about his marriage and his wife, standing too close to me, walking behind me and bumping me from behind, the role play incident, blocking me in at the desk, and taking me by the arm.

39. I told Mennett that I was afraid of retaliation from [REDACTED] for complaining to her. She assured me that he would not even find out that we had talked. Mennett told me that my complaint would have to be shared with Vice Presidents Dave Everton and Barry Fernholz.

40. Mennett told me that they would conduct an investigation and get back to me. Ms. Mennett's assistant called me back later, to go over the information I had provided, but I did not hear from Mennett or anyone else from Sterling's Human Resources again.

41. When I did not hear from Mennett after several weeks, I called her to ask about the status of the investigation. She did not return my call. To my knowledge, nothing was done about [REDACTED]'s behavior, and he continued to be my District Manager for

two more years. His sexual harassment of me continued after I complained to Menett about his behavior.

42. I heard about Sterling's annual Managers Meeting in ^{Annual Managers Meeting} Florida, from my General Manager, Harvey Williams. He said that there was excessive drinking at these meetings and it was pretty much a free for all.

43. I experienced the same things when I attended meetings held in Ohio, at [REDACTED]. During my employment with Sterling, I attended approximately five meetings and training sessions for Assistant General Managers and Timepiece Department Managers. During these events, I observed there was excessive drinking, married people having affairs while they were there, and people bed-hopping. I also heard jokes and comments that were denigrating to women. It appeared to me that Sterling District Managers and Executives were aware of all this behavior and accepted it. It was understood among the participants that "what happens in [REDACTED] stays in [REDACTED]"

44. I observed that District Managers and other high-level male executives at Sterling appeared to have little respect for female employees or wish to spend much time with them. These males appeared to have all the time in the world to talk with male employees, but did not want to spend much time with female employees. This makes a difference in a company like Sterling, where the backing of District Managers and upper-level executives is needed in order to advance.

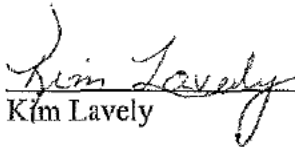
45. For example, when District Manager [REDACTED] visited the store, he was friendly and outgoing with male employees, but barely wanted to speak with female employees.

46. I observed the same thing with [REDACTED] Executive. I observed him several times when I attended meetings in [REDACTED] described above. He appeared friendly and talkative with male employees. However, when I introduced myself to him, he shook my hand, did not make eye contact, and walked away.

47. I observed the same behavior in [REDACTED], who I knew to be another high-level Sterling executive I observed in [REDACTED]. He also had a reputation among Sterling employees for being a womanizer. I heard female Store Managers say that if [REDACTED] thought you were attractive, he would probably hit on you.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

4 day of March, 2013.



Kim Lavelly

A147

DECLARATION OF SHELLY LAWYER

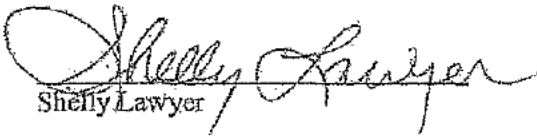
1. My name is Shelly Lawyer. I am a female, over the age of 21, who resides in Broken Arrow, Oklahoma. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2006, as a Sales Associate at the Kay store in the Promenade Mall, in Tulsa, Oklahoma. I continued in that position until I left the company in October 2007.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, Store Manager Jean Yeats told me when I first started that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. Female employees at Sterling also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were told about specific management openings.
5. In approximately November 2006, District Manager Tim (LNU) approached me about the open Assistant Manager position at our store. I was interested in the position. Tim offered it to me but told me I would get no raise with the promotion. At that time I was making \$11.00 an hour. I turned the position down

because I would not receive a raise for the added hours and duties of this management position. When I told my Store Manager, she told me that she did not know why the District Manager would not give me a raise for the promotion.

6. The Assistant Manager position was given to a male, Male Employee. He was new to the company, and had no jewelry or management experience.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

27 day of October, 2008.


Shelly Lawyer

A148

DECLARATION OF GEORGA LINKOUS-LONG

1. My name is Georga Linkous-Long. I am a female, over the age of 21, who resides in Clover, South Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. My employment at Sterling Jewelers Inc. ("Sterling") began in approximately November 2004 at Kay, store number 688, located in Eastridge Mall in Gastonia, North Carolina. I was promoted to Assistant Manager in approximately September 2005 at Marks and Morgan, store number 1956, located in Westgate Mall in Spartanburg, South Carolina. I remained at store number 1956 until I was terminated in approximately January 2006. I returned to Sterling in approximately April 2006 as a Sales Associate at Kay, store number 688, located in Eastridge Mall in Gastonia, North Carolina, and remained at this location until I left Sterling in December 2008 when my father was diagnosed with cancer and I had to relocate closer to his home.
3. When I was hired in November 2004, Store Manager Patricia "Pat" Sigmon told me that Sterling had a policy which prohibited employees from discussing their pay with one another. In September 2005, this restriction on employees discussing pay was reiterated to me by Store Manager Kay Ladd when I transferred to store number 1956, and again in 2008 when Store Manager Aurness Crocker acquired store number 688. I thought my pay should be based on my experience and it was unnecessary to conceal how much I was paid. I did not complain about the policy to Sterling management because I felt my complaint

would have been pointless, given that the Store Managers told me it was a policy established by corporate and employees had to abide by it.

4. I believe Sterling's policy which prohibited employees from discussing pay was the company's way of ensuring that female employees did not discover that our pay was not based on our experience and male employees were paid more than female employees with similar experience. I do not believe I was adequately compensated, considering my extensive jewelry sales experience. Prior to Sterling, I had approximately 10 years of experience in jewelry sales as well as previous management experience. In addition, I was Gemology Institute of America ("GIA") trained and Diamond Counsel of America ("DCA") certified. Throughout my employment, I complained on almost a monthly basis to Store Managers Pat Sigmon, Kay Ladd, and Aurness Crocker about my level of compensation. I also often complained to District Managers Sue Jagulli and Kim Wheeler whenever they visited my store. I told them I should be compensated for the extensive jewelry sales and management experience I acquired before working at Sterling. The responses I received were consistent from the Store Managers and District Managers. They would say, "That is all we can offer."
5. I believe male employees with less experience than I had, were paid more than I was paid. In fact, when Aurness Crocker (m) was Assistant Manager at store number 688 in 2006, he often bragged to me about how much he was paid at Sterling. At the time, I was an Assistant Manager at store number 1956 and the pay he bragged about was more than I received as Assistant Manager. I did not think it was fair that Mr. Crocker was paid more than me because I had extensive

jewelry sales and management experience, which he lacked. Mr. Crocker told me he did not have previous jewelry sales and management experience, and he worked at Lowes prior to Sterling.

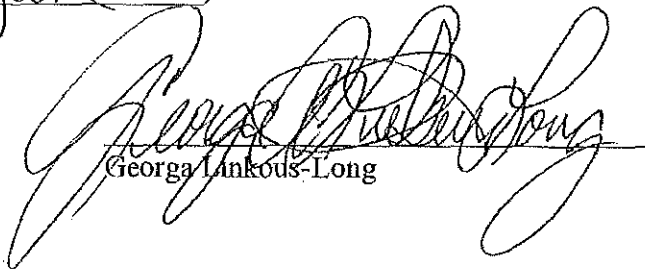
6. In approximately 2008, District Manager Sue Iagulli instructed Store Manager Aurness Crocker at store number 688 to train me because she planned to promote me to Store Manager when a store became available. As part of the training, I shadowed Mr. Crocker on his daily tasks, and one such task was shredding personnel files of former employees. I noticed that the personnel files contained "interview sheets" which included employees' starting pay. I read some of the interview sheets and compared the male employees' with the female employees' starting pay. After making the comparisons, I realized men were paid more than women for the same positions in almost every comparison I did. I asked Mr. Crocker why the male employees were paid more than the female employees and he told me, "This is the way Sterling sets pay rates, and I am not going to challenge it." His comment made me feel that any attempts to challenge the pay disparities would be futile because it is a common practice at Sterling to pay female employees less than male employees. Mr. Crocker told me that if I became Store Manager, I had to keep employees' pay information confidential. I felt that he was telling me that even though I may uncover information that made it clear an injustice existed in the way Sterling paid women less than men for doing the same job, I could not say anything about it to anyone at Sterling.
7. I knew, from talking to other Sales Associates and Store Managers, we were able to sign up on the Career Advancement Registry ("CAR") supposedly in order to

show what positions we were interested in. However, I never knew of anyone that was promoted after posting their interest in obtaining a promotion onto CAR. When I posted my interest in obtaining a promotion onto CAR in 2006/2007 and 2007/2008, it seemed pointless because neither my Store Manager nor my District Manager acknowledged the posting. I felt as if Sterling did not bother to look on CAR to determine which employees were interested in advancing at the company.

8. From the time I was hired in November 2004, I expressed interest in obtaining a promotion throughout my employment. When I was hired, I told my Store Manager at store number 688 that I wanted to move up the corporate ladder into upper management. I continued to tell my Store Managers and District Managers on a monthly basis that I was interested in obtaining a promotion to Store Manager, but I never advanced beyond Assistant Manager.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 7th day of June, 2013.


Georga Lankous-Long

A149

DECLARATION OF KAREN LIPP

1. My name is Karen Lipp. I am a female, over the age of 21, who resides in Osceola, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately April 2005, as a Sales Associate at the Kay store in the [REDACTED] in [REDACTED] Indiana. I continued in that position until July 2005, when I began working in the office and providing sales help. I continued in that position until early 2007, when I again began working as a Sales Associate. I continued in that position until March 2008, when I left the company.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Lisa McConnell or District Manager Tim Chimek when I first started that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. In approximately September or October 2006, former Store Manager Lisa McConnell told me that Assistant Manager [REDACTED] [REDACTED] was paid almost as much as her when she was Store Manager. [REDACTED] Male Employee was the Assistant Manager at the store in which I worked from approximately May or June 2006 until approximately July 2007.
5. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not

posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system in which only those employees that Sterling was already interested in promoting were told of specific management openings.

6. For example, our store was without an Assistant Manager for approximately six months after Nicki Peters, the Assistant Manager, left around December 2005.

Operating the store without an Assistant Manager put a strain on all the employees because we were short-handed and lacked part of the usual management staff. I observed Store Manager Lisa McConnell train Sales

Associate **Female Employee** to become Assistant Manager. I saw that **Female Employee** was a skilled Sales Associate—good with customers and sales—and was learning the Assistant Manager duties from McConnell. During this time, I had conversations with **Female Employee** in which she expressed interest in becoming the Assistant Manager at our store.

7. I observed that McConnell repeatedly asked District Manager John Braunsdorf to promote **Female Employee** to Assistant Manager. McConnell told me of her efforts, including sending emails to Braunsdorf saying that the store needed an Assistant Manager and asking that **Female Employee** be promoted to that position. McConnell showed me some of the emails that she sent Braunsdorf. McConnell told me that Braunsdorf kept putting off her request to have **Female Employee** promoted to Assistant Manager, and that she asked Braunsdorf what was holding up the promotion.

8. In approximately May or June 2006, Braunsdorf told McConnell that **Male Employee** was our new Assistant Manager. At the time, McConnell told me she

was upset with this because she had trained ^{Female Employee} [REDACTED] for the position and saw that she was capable of being the Assistant Manager. ^{Female Employee} [REDACTED] also told me that she was upset that she was not promoted since she had trained for the position and was qualified.

9. [REDACTED] had recently joined the company as a Manager In Training. McConnell told me that Braunsdorf had recruited him off of Monster.com, an employment website. He had trained for approximately 90 days at the Kay store in Mishawaka, Indiana. He had thus been with the company for about three months when he became the Assistant Manager at our store.
10. I observed from working with [REDACTED] that he regularly violated company policies, was insubordinate to both of the female Store Managers he worked under, made sexually inappropriate comments about women, and was rude to employees.
11. Lisa McConnell was the Store Manager from the time I began working for Sterling in August 2005, until approximately August 2006, when Sterling terminated her employment. During the time I worked with McConnell, I observed that she was a fair and effective Store Manager. She was good at training employees on how to sell jewelry and on company policies. She was skilled at selling, and was very committed to customer service, which in turn inspired other employees to do the same. McConnell was a fair and even-handed manager, and I saw that employees respected her for that.

12. Lisa McConnell was replaced by another female Store Manager, Cori Wickler, around the end of August 2006. I observed [REDACTED] disobey both McConnell's and Wickler's instructions, including those regarding various company policies.
13. For example, both McConnell and Wickler instructed all employees that they should not use their cell phones on the sales floor. On numerous occasions, I saw [REDACTED] both make and receive calls while on the sales floor.
14. [REDACTED] also conducted store inventory in violation of company policy and the Store Manager's explicit direction. The manager on duty was supposed to conduct an inventory of diamonds in the store every night; however, it was clear company policy that this inventory should not begin prior to 8 p.m. Store Manager Wickler was very clear on this point, even requiring all employees, including [REDACTED], sign a statement saying that they would not begin the inventory until 8 p.m. She did this soon after becoming our Store Manager in August 2006. When I signed this paper I saw [REDACTED]'s signature on it.
15. One night after this I worked with [REDACTED] and saw him printing out the diamond inventory sheets. Printing this out was the first step in conducting the inventory. It was before 8 p.m., and I told [REDACTED] that we weren't supposed to do the count before 8. He replied that I could do what I wanted, but that he was going to do the count now because he didn't want to be at the store late, and that Wickler was not there.
16. [REDACTED] also violated company policy and Store Manager's instructions on splitting sales. This practice involved sharing the credit for a sale between two employees, even though only one person was actually responsible for the

conducting the sale. Wickler instructed all employees that sales could be split only when more than one employee worked the sale. Around the end of August 2006, I observed [REDACTED] split a sale with a Sales Associate, Abby (LNU), even though she had not assisted on the sale. This was in direct violation of the Store Manager's instructions.

17. [REDACTED] also violated company policy by leaving customers with merchandise unattended. This was an important tenet of loss prevention, and it was strictly against policy because, if unattended, the customer could simply walk out of the store with the valuable merchandise. One day in October 2006, I reported to the sales floor, and saw [REDACTED] out there with several customers. He told me to assist a gentleman, and I did. When I walked up I saw the customer had three watches out on the counter in front of him. The customer told me that [REDACTED] had been helping him, but that he had to leave. I later told [REDACTED] that the customer should not have been left alone with the watches. [REDACTED] shrugged it off by saying that the customer was a regular.
18. [REDACTED] was unhelpful as a manager in other ways. In early September 2006, a customer came into the store regarding a bracelet he had purchased. He had a large wrist, and he needed extra links installed in the bracelet to make it fit. Sales Associate Sophia (LNU) and I needed some help with this. I went to talk to [REDACTED], who was on break in the back room, and asked him to help us. He said he was on break and told me to tell the customer to come back later and he would deal with it then. This violated a basic Sterling principle regarding customer service and attending to the customer's needs. It so happened that Wickler called

the store at that time, and we were able to ask her what to do. She instructed us, and were thus able to help the customer.

19. [REDACTED] was often rude to employees under his supervision. This was poor management, and such treatment hurt the morale and performance of the store. Employees found [REDACTED] difficult to work with, and some, such as Reinhardt, quit because of him.
20. One evening in November 2006, I asked [REDACTED] about an issue with the inventory sheets—there was an apparent discrepancy in the inventory, and Wickler wanted it resolved. [REDACTED] told me that there was not a problem with the inventory. I explained that Wickler wanted to know why the problem had not been resolved the night before. I was trying to explain that we needed to do something about it, but he interrupted me and he yelled at me to “just shut up.” I was so upset by his behavior that I was shaking. I called Wicker and told her what occurred, and that I needed to leave the store and could not work with [REDACTED]. She gave me permission to go home. I complained about this incident and [REDACTED]’s behavior to Anna Gluck in Human Resources. To my knowledge, no action was taken against [REDACTED] for this behavior.
21. In the beginning of September 2006, I smelled alcohol on [REDACTED] after he returned to the store from lunch. I reported this to Sterling’s Human Resources by an email to Anna Gluck. Another Sales Associate working at the time, [REDACTED] (LNU), also smelled alcohol on [REDACTED].
22. I observed that [REDACTED] also violated company policy and the Store Managers’ instructions on “stealing sales” from other employees. This involved taking the

entire credit for a sale—and thus getting commission on the whole sale—when in fact other sales associates had assisted in the sale. He did this on several occasions, and some times sales had to be re rung in order to correctly apportion the credit for the sale.

23. While working with [REDACTED], I heard him make inappropriate sexual remarks about women and women's bodies. His comments made the employees uncomfortable and were entirely inappropriate. For example, one time a woman walked by our store in the mall. I heard [REDACTED] exclaim, "Hey, look at this chick! You can see her crack." By this he was referring to her buttocks. He yelled this comment to [REDACTED] ^{Male Employee} as she was leaving the store for the day.
24. [REDACTED] talked about sexual practices at work. This made me and other employees uncomfortable. One time he talked about various sexual practices and what was considered "sex". I complained to McConnell about [REDACTED]'s sexual comments.
25. During the time I worked with McConnell and [REDACTED], I did not observe McConnell make sexual remarks about [REDACTED] or otherwise sexually harass him.
26. In the summer of 2006, I received a call at the store from Sterling headquarters. I was told that they were doing a survey about managers, and asked questions about our manager. I asked whether they were referring to the Store Manager or the Assistant Manager. I told them that McConnell was a good Store Manager. I also told the caller about [REDACTED]—about his insubordination to the Store Manager, his rudeness to other employees, and the sexual comments that he made.

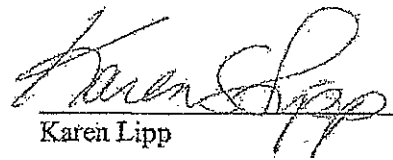
27. One day, soon after he became our Assistant Manager, I was working with [REDACTED] storing some merchandise. I asked him to get the ladder so we could shelve some boxes. He refused to get the ladder, because as he told me, "I can't lift heavy things because someone could be watching." He told me that he had a lawsuit pending over an injury to his back. [REDACTED] told me that it would "blow" his case if anyone caught him lifting, and that sometimes in these cases they sent out investigators to check on the veracity of such claims. The implication of his comments was that his back was not really injured. At other times I saw him lift heavy objects at the store, and I did not hear him complain of back pain or moving gingerly as if his back hurt.

28. Around the end of March 2006, McConnell told me about an incident that occurred at a meeting of the Store Managers in the district. She said that during this meeting, District Manager John Braunsdorf had each Store Manager tell the group how much his or her bonus was going to be. Store Manager bonuses were based on each store's sales. After McConnell told the group what her bonus was, Braunsdorf asked Brad Bartl, another Store Manager, about his bonus. When Bartl announced his bonus, Braunsdorf then asked him if Bartl was going to let McConnell beat him.

29. I was not told about the company's online system for posting interest in promotions. I did not observe any general announcements or efforts to educate employees about any such system.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

28th day of October, 2008.



Karen Lipp

A150

DECLARATION OF TAMMY LLOYD

1. My name is Tammy Lloyd. I am a female, over the age of 21, who resides in Lexington, Kentucky. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling", "the Company") in July 1988. I was hired as a Sales Associate at LeRoy store 91 in Lancaster, Ohio. This store was later rebranded as a Kay store. I was promoted to Assistant Manager in 1989. Later that year, I was promoted again to Store Manager. In January 1991, I transferred as Store Manager to LeRoy's store 4 in Charleston, West Virginia. I remained there until April 1993, when I left Sterling to pursue another job opportunity.
3. Before coming to work at Sterling, I worked in jewelry sales at Zales for 2 years. Prior to that, I had worked in sales and accounting at Wise Jewelers for 5 years.
4. I was a member of the President's Club every year from 1988 through 1993. In 1991 and 1992, I won two incentive trips, including a Caribbean cruise and a trip to Hawaii.
5. During my employment at Sterling, I believe that men were paid more than women who held the same or higher positions. For example, at a Regional Managers' meeting around 1991, I was talking with some of the other Store Managers about our salaries. At the time, I was earning about \$27,000 in base salary, plus commission. **Male Employee** a Store Manager in a lower volume store, told me he was earning nearly twice as much as I was in base salary. Moreover, I was a top seller in the Region, and he was not. I learned that Sterling did not allow its employees to discuss pay through conversations with other Store Managers at

Managers' Meetings about this rule. I did not complain to anyone about the pay disparity because I thought I would get in trouble if Sterling found out I had been discussing wages with my colleagues.

6. Between approximately 1990 and 1992, I worked as a trainer for other Store Managers in my District. Around this time, I was charged with training Manager in Waiting (MIW) [Male Employee] to take on a Store Manager role. [Male Employee] had been hired in to the Company as a MIW. He came from the outside with no jewelry experience at all and, as I recall, his only retail experience prior to joining Sterling was at Revco, a drug store. After his training period ended, I did not think [Male Employee] was ready for a promotion to Store Manager and recommended he be held back. Mr. [Male Employee] remained as MIW. Then, because his wages appeared in my store's profit/loss statement, I learned what he was being paid. Despite the fact that I was working at a higher level in the company, I had seven more years of jewelry sales experience and a longer tenure at the company, and I was training [Male Employee] I was being paid less than him.
7. I complained about this pay disparity to Ian Goldsmith, who I believe was a Regional Vice President at the time. Mr. Goldsmith responded by telling me that when Sterling finds "a gentleman" who can manage a store, the Company, "pay[s] them what they need to keep them." I responded by asking Mr. Goldsmith, "So, if I was a male, then I would make what I'm worth?" Mr. Goldsmith replied by saying that mine was a second income, implying that, because I was married my husband's wages were my primary income. Thus according to Mr. Goldsmith, Sterling was

justified in paying me less than a less experienced male employee in a subordinate position.

8. After my complaint, Sterling increased my wages to equal what ^{Male Employee} [REDACTED] was earning. This raise did not, however, account for my additional experience or the fact that I was training him. I believe I should have been earning more than Mr. ^{Male Employee} [REDACTED] and that I was still underpaid by the Company. This wage adjustment did not remedy that fact.
9. In my time at Sterling, I was not aware of any formal process for expressing interest in promotion to management. In my experience, a supervisor would select a candidate by tapping that person on the shoulder.
10. I attended the ^{Annual Managers' Meeting} [REDACTED] Managers' Meeting (^{Annual Managers' Meeting} [REDACTED] "the Meeting") every year from 1989 through 1992. I heard [REDACTED], who was a ^{Executive} [REDACTED], I believe, as well as other male managers, refer to the atmosphere at these meetings as "work hard, play hard." I observed that it was like a big party with lots of alcohol consumption.
11. At the Meetings, [REDACTED] was notorious for exhibiting bad behavior. Specifically, in the early 1990s, he would drink too much alcohol and pursue sexual affairs with subordinate female employees including [REDACTED], a Store Manager from the [REDACTED] area. In addition, he was always surrounded by pretty female employees at the Company dinners, and it was rumored among Store Managers that he was going to be with these women romantically later that night.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 31 day of January, 2013.

Tammy Lloyd

Tammy Lloyd

A151

DECLARATION OF STEFANIE LOEBERTMAN

1. My name is Stefanie Loebertman. I am a female, over the age of 21, who resides in Leominster, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In July 2010, I was hired by Sterling Jewelers Inc. ("Sterling") as a Sales Associate at Kay Jewelers ("Kay") store 1229, located at Solomon Pond Mall in Marlborough, Massachusetts. About a year later, I was promoted to Third Key holder, though I was not given a pay raise at that time. I left Sterling in mid-summer 2012. Prior to working at Sterling, I had about 10 years of retail sales experience, and worked approximately 2 of these years in jewelry sales.
3. During my time at Sterling, I was aware of the company's policy that employees were not permitted to discuss pay. I learned of this from my District Manager Jennifer Mallonee. As a result, it was difficult for female employees to identify instances where they were paid less than male employees. Nevertheless, I learned that male employees at Sterling were paid more than female employees to perform the same job duties. For example, then part-time Sales Associate Matt Kooyomjian told me he was earning more per hour than what Sales Associate Erin Parmenter had told me she was earning, despite the fact that she had been working in sales at Sterling for 5-6 years before he started, and he came to Sterling without any prior jewelry sales experience.
4. In addition, I believe that female employees were asked to take over job duties for males in their stores without being appropriately compensated for their work. For example, around 2011 or early 2012 when Allison Morse was Assistant Manager at store 1229, I observed that she was doing much of the work assigned to our Store Manager Michael

Medeiros. For example, part of the Store Manager's job was to follow up with customers regarding repairs. Mr. Medeiros would regularly fail to follow up with customers, and major problems arose as a result. For example, on one occasion a woman was allowed to pick up a ring that was not hers, and another time an expensive watch was misplaced for several months. Throughout, I observed that Ms. Morse worked to compensate for his mistakes in order to keep the store from failing, while also keeping up with her own tasks and sales requirements. This became a problem for Ms. Morse, and she complained to the District Manager. The District Manager told her that if she had a problem with Mr. Medeiros then she would have to train him. This seemed unfair because Ms. Morse was working under him, and so she was earning less than he was. I believe that Sterling set Ms. Morse up to fail as Assistant Manager because, to my knowledge, Ms. Morse was never given any support from Sterling. She subsequently quit. I never saw a male manager treated in this manner.

5. Sterling did not have a formal process for posting or awarding promotions to my knowledge. I recall that openings were mostly announced by word of mouth. To this day, I am not aware of any way to formally indicate interest in moving up in the Company, and I have never heard of the Career Advancement Registry.
6. On several occasions, I witnessed inappropriate sexual behavior by Sales Associate [REDACTED]. For example, I saw Mr. [REDACTED] place his face in Sales Associate [REDACTED]'s bosom in the middle of the store. Ms. [REDACTED] was shocked and embarrassed by this. Our Store Manager witnessed this behavior but as far as I know, no action was taken to discipline Mr. [REDACTED] and the behavior was allowed to continue. Mr. [REDACTED], made inappropriate comments to me about my body. For example, he

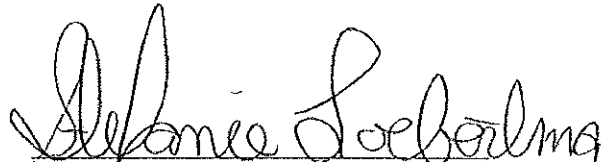
once told me my legs were “gross” and I “shouldn’t be wearing a skirt.” I did not report the behavior or these comments up the chain of command at Sterling out of concern that I would suffer retaliation by my Store Manager, who appeared to condone this behavior because of her inaction.

7. In addition, I believe that Matt Kooyomjian was given preferential treatment as compared to the female Sales Associates in our store in terms of dress code. For example, Sterling was very strict about women having to wear nylons. In summer 2011, I showed up to work without nylons and I was disciplined for violating the dress code. Similarly, male Sterling employees were supposed to dress in business attire, including a blazer. But when Mr. Kooyomjian came in wearing jeans and no blazer one day that same summer, to my knowledge nothing was done to reprimand him. Store Manager Mike Medeiros said he wanted to “keep Matt on board,” and at the time I interpreted this to mean that he was giving Mr. Kooyomjian preferential treatment so that he would keep him happy and keep him employed as the only other man in the store.
8. I also believe that males were promoted despite having low performance standards. For example, I was recently contacted by Steven Moriarty, Sales Associate at Kay store 1284 at The Native Mall in Native, MA, who told me that around February 2013, Mr. **Male Employee** was promoted to acting Assistant Store Manger at store 1229. Mr. Moriarty found out about this from Joy Piche, a current Sales Associate at store 1229. I was surprised to hear this because I recall another former colleague, Donna Grill, was terminated from her job as Sales Associate at store 1229 before I left in 2012 for having low standards of 3 out of 6. At that time, I recall seeing that **Male Employee** standards

were only 1 out of 6. Not only had he been retained by the Company, but he has apparently been given a promotion.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this ____ day of

April 18, 2013.


Stefanie Loebertman

A152

DECLARATION OF KATHLEEN LOONEY

1. My name is Kathleen Looney. I am a female, over the age of 21, who lives in Silver Spring, Maryland.
2. I began working for Sterling Jewelers in approximately 1999. I became a Store Manager in 2004. I left the company in March of 2006. When I left, I had stepped down to Assistant Manager.
3. Prior to becoming a Store Manager, I was a full-time sales associate at Store [REDACTED]. My manager there, [REDACTED], would constantly sexually harass me and the other female employees at the store. Prior to his promotion to Store Manager, Mr. [REDACTED] and I were Sales Associates together at the same store.
4. Mr. [REDACTED] would constantly grab himself and put his hands in his pockets and "adjust" himself while standing in view of female employees and customers. On one occasion, a female customer saw him doing this and complained. I contacted my District Manager and Human Resources about it, as was company policy when a customer makes such a complaint. To the best of my knowledge, nothing was ever said or done to him.
5. On another occasion, I was trying to fix a display case. I was having trouble screwing in a screw on the case, and so I asked another coworker to hold the case steady for me. Mr. [REDACTED] walked by and said to me, "What's the matter sweetheart, forgot how to screw?"

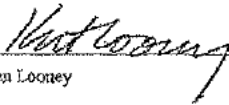
6. On another occasion, a female associate was having trouble swiping a credit card. Mr. [REDACTED] walked over to her and suggested that if she swiped it between her breasts it should work.
7. Finally, Mr. [REDACTED]'s behavior became so outrageous that I felt I had to do something about it. In approximately July of 2004, I was working a shift with Mr. [REDACTED]. I had to go into the back of the store to get something. When I walked past the employee restroom, Mr. [REDACTED] was standing there, using the restroom, with the door wide open. Although his back was to me, I could tell what he was doing. I said to him, "Are you doing what I think you're doing?" He replied, "Sure am, baby!" After this incident, I made a formal complaint to Human Resources and my District Manager.
8. Another female employee had made a list of the sexually harassing comments and actions made by Mr. [REDACTED]. The list included time, date, and nature of the comment or action. The employee gave me the list to include with the complaint I filed with Human Resources and my District Manager. Despite the evidence I submitted against Mr. [REDACTED], to the best of my knowledge nothing was ever done to him regarding his inappropriate behavior.
9. I repeatedly asked what was being done to Mr. [REDACTED] with respect to my complaint. My District Manager told me it was none of my business. The Company never responded to me about the complaint and as far as I know did nothing about it.
10. In September of 2004, I was approached by my District Manager and told I was being promoted to Store Manager of my own store. I questioned the Company's motivation in making this offer. I asked Michelle Martinez, a Store Manager who had trained me

with the company, and who I trusted, if I was being promoted because of my performance or because of my persistence in attempting to find the outcome of the complaint I had filed against Mr. [REDACTED]. She told me it was due to my performance, but that she would not be surprised if the sexual harassment issue was somewhat involved.

11. While we were both Sales Associates, [REDACTED] made approximately \$3.00 an hour more than I did. He also made far more than I when we were both Store Managers.

12. Mr. [REDACTED] left Sterling in late 2005 to work for Zale Corp.; however, I was recently informed by a former colleague that he may be returning to Sterling soon.

I declare under penalty of perjury that the foregoing is true and correct. Signed this 13 day of OCTOBER, 2006.


Kathleen Looney

A153

SUPPLEMENTAL DECLARATION OF KATHLEEN LOONEY

1. My name is Kathleen Looney. I am a female, over the age of 21, who resides in Silver Spring, Maryland. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on October 13, 2006.
3. As stated in my October 13, 2006 Declaration, I began work for Sterling Jewelers, Inc. ("Sterling" or "the Company") in 1999. My first job was as a full-time Sales Associate at Kay store [REDACTED] in the [REDACTED] Mall in [REDACTED] Maryland. After one and one-half years, I was promoted to Assistant Manager at that store. Next, while in the position of Assistant Manager, I was transferred to Kay store 1175 at the PG Plaza in Hyattsville, Maryland, and then back to Kay store [REDACTED] remaining Assistant Manager at both stores. I was finally promoted to Store Manager at Kay store 1189 in Wheaton, Maryland in the Summer of 2004.
4. Shortly after becoming Store Manager, I attended Sterling's annual Annual Managers' Meeting Managers' Meeting that year. This was the only Annual Managers' Meeting I attended.
5. At the time of this 2004 meeting, [REDACTED] was the Executive of the Company. I was well aware of whom [REDACTED] was since I had worked at Sterling since 1999. I saw [REDACTED] at the 2004 Annual Managers' Meeting at some of the early social events and on another occasion that is described below.
6. Late one evening on either the third or fourth day of the Managers' Meeting, I decided to take a jog around the [REDACTED] Resort near where my hotel room was located. I was an avid jogger and I thought a run might help my clear my head

given all the new company information I had been exposed to at the intense training sessions at the Meeting. My hotel room was located in a relatively remote area of the Resort. While jogging, I noticed a swimming pool with people in and around it not far from the path on which I was jogging. I recall light music was being played at the pool. It was around midnight, and I was curious who might be swimming at that time. There was a fence or hedge between me and the pool as I neared it. I was able to get within approximately 25-30 feet of the pool. The area around the pool was lit. The persons in and around the pool, as far as I am aware, never noticed me.

7. I could clearly see the persons in and around the pool. There were approximately 30 people total. Approximately eight or nine women and three men were in the pool. I recognized them as attendees at the Managers' Meeting. I could see that at least three of the women were naked from the waist up. They were standing in the shallow end of the pool and I could not tell if they were wearing any swimming attire below their waists. [REDACTED] was one of the three men in the pool. He was also standing in the shallow end surrounded by several of the women, including those who had no tops on. I could not tell if he had a bathing suit on. I remember he had a drink in one hand. The other two men in the pool were some distance away from where [REDACTED] was standing.
8. I observed this scene for approximately three or four minutes, and then left to return to my room. Since this was my first ^{Annual Managers' Meeting} [REDACTED] Managers' Meeting I did not really know how to react to this scene. However, other female managers at Sterling had previously warned me to be aware of and stay away from situations

at the ^{Annual Managers' Meeting} Managers' Meeting that looked like they could lead to compromising and uncomfortable behaviors. In light of these warnings, I was not surprised by what I saw.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

10 day of JUNE, 2012.



Kathleen Looney

A154

DECLARATION OF CATHY MALONE

1. My name is Cathy Malone. I am a female, over the age of 21, who resides in Mohrsville, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for at a Kay store from approximately 1972 to 1974, as a Part-time Sales Associate, in the Logan Valley Mall, in Altoona, Pennsylvania.
3. I again worked at a Kay store in 1976, as a Manager Trainee, at the Mall of New Hampshire, in Manchester, New Hampshire. In approximately three months I was promoted to Assistant Manager at that store. I continued in that position until 1978, when I was promoted to Store Manager of the Kay store in the Beltline Mall, in Decatur, Alabama. I continued in that position until 1980, when I was promoted to Store Manager of the Kay store in the University Mall, in Tuscaloosa, Alabama. I continued in that position until approximately 1981, when I transferred as Store Manager to the Kay store in the Berkshire Mall, in Wyomissing, Pennsylvania. I continued as Store Manager there until approximately July 1989, when I became a Sales Associate at that same store.
4. I began working for Sterling Jewelers Inc. ("Sterling") when it acquired the Kay store in the Berkshire Mall, some time in 1990, when I worked there as a Sales Associate. I continued working as a Sales Associate there until I was laid off in approximately January 1992.
5. I began working again for Sterling in approximately April 1993, at the Kay store in the Fairground Square Mall, in Reading, Pennsylvania, as a Sales Associate. I held that position until approximately 1997, when I left the company.

6. I began working again for Sterling at the Kay store in the [REDACTED] Mall in [REDACTED] Pennsylvania, as an Assistant Manager, in approximately November 1997. I continued in that position until approximately 2005, when I became a Sales Associate. I worked as a Sales Associate there until approximately October 2007, when I was promoted to Assistant Manager of the Kay store in the Tanger Mall, in Lancaster, Pennsylvania. I have continued working in that position to the present.
7. I won Manager of the Year awards as Store Manager of Kay stores in 1979 and 1985. I also won Eagle Awards in 1984 and 1988, which were company-wide awards based on my store's performance.
8. Women have suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Instead, Sterling District Managers notified individual employees of promotional openings only if they were already interested in promoting that person.
9. I wanted to get back to being a Store Manager, beginning in approximately 2000. I expressed interest in becoming a Store Manager to my District Manager, Ron Robinson, in 2000. At that time I worked as an Assistant Manager at the Kay store in the [REDACTED] Mall for several years. I also had about 11 years' experience as a Store Manager of Kay stores by that time.
10. During one of my conversations with Robinson in which I expressed interest in being promoted to Store Manager, I told him that I was willing to travel about an hour each way for the position. This allowed me to be considered for promotion

in several cities in Pennsylvania in which Sterling stores were located, including Pottsville, Pottstown, Allentown, Reading, King of Prussia, Bethlehem, Lebanon, and Wyomissing.

11. In 2000, after I expressed interest in becoming a Store Manager to Robinson, I learned of an opening for Store Manager at the Belden store in the Berkshire Mall, in Wyomissing, Pennsylvania. I was not told about this opening; rather, I learned of it after it was filled by a less-qualified male employee, **Male Employee**. **Male Employee** had not been with the company as long as I had, and I do not believe he had the 11 years' experience as Store Manager that I had at that time.
12. I was passed over for promotion to Store Manager in 2001, when that position became open again at the Belden store in the Berkshire Mall. I was again passed over in favor of a less-qualified male, **Male Employee** who was being promoted from Assistant Manager. **Male Employee** had previously been demoted from Store Manager for poor performance. After being promoted to Store Manager in 2001, over me, he was subsequently demoted.
13. I was again passed over for promotion to Store Manager in favor of a less-qualified male in 2002, when **Male Employee** became the Store Manager at the Kay store in the Fairgrounds Mall in Reading, Pennsylvania. **Male Employee** appeared to be in his late 20's or early 30's, and I do not believe he had been with the company as long as I had, or had as much experience as Store Manager. Despite this, I was not interviewed for the position, or even notified of the opening.
14. I was passed over for promotion to Store Manager in favor of a less-qualified male in 2003, when **Male Employee** was promoted to manage the Belden store in

the Berkshire Mall. At that time, [Male Employee] had been with the company for approximately one or two years. I do not believe he had any prior jewelry business experience prior to working for Sterling. [Male Employee] had previously worked for a Pep Boys automotive parts store.

15. I was passed over for promotion to Store Manager in favor of a less-qualified male in 2004, when Sterling made [Male Employee] the Store Manager of the Belden store in the Berkshire Mall. My performance standards exceeded [Male Employee] in 2004. In my performance review dated February 22, 2004, Store Manager Richard DiFrancesco evaluated my sales production as, "One of the best in the business."
16. I spoke with District Manager Robinson, sometime in 2003 or 2004, about being repeatedly passed over for promotion to Store Manager. I asked Robinson why I was not promoted, and he told me that I was not on the team. I said that it was not true, and that I was a team player. Robinson responded, "No. You're not on *my* team." I took that to mean that Robinson would never treat me fairly or promote me. He was the District Manager over most of the stores that I could commute to.
17. During my employment with Sterling, I observed that the District Manager's support was crucial in obtaining a promotion to Store Manager. At the point Robinson made his comment, I realized it was futile for me to keep expressing interest in becoming a Store Manager as long as he was the District Manager in that district.
18. During my employment with Sterling, I observed that female employees experienced sexual harassment. For example, in approximately 2005 or 2006, I

saw Store Manager [REDACTED] inappropriately touch a female employee's body. Office worker [REDACTED] was on a ladder to get some boxes down off a shelf. [REDACTED] was nearby, and he ran his hands along the contours of her body on both sides, from approximately her shoulders down to her thighs. Two male customers saw this too, and one of them said, "Oh my god, did you see that?" [REDACTED] replied, "Oh, you're just jealous." I was embarrassed by this conduct, and [REDACTED] told me later that the incident embarrassed her.

19. During my employment at the Kay store in the [REDACTED] Mall, I also saw

[REDACTED] pat various female employees on their bottom, such as [REDACTED]
[REDACTED], the [REDACTED]

20. In May 2008, I was working as an Assistant Manager at the Kay store in the

Tanger Mall in Lancaster, Pennsylvania. I wanted to return to work at the Berkshire Mall because I had a long commute to the Kay store in Lancaster.

District Manager Anita Chilicoat met with me and Store Manager [REDACTED]

[REDACTED] to discuss the possibility of my transferring to the Kay store in the Berkshire Mall. During the meeting I expressed my belief that [REDACTED]

managed the store in an unprofessional manner. [REDACTED] became angry, and

he poked me in the arm as he spoke angrily to me. He got to his feet, and was in

my face as he did this. Chilicoat did nothing to stop [REDACTED]'s verbal and


physical abuse. I told Chilicoat that all of this was on camera. As I got up to

leave, [REDACTED] tried to block my exit with his body, and I had to duck around

him to get out of the room.

21. I called Sterling's TIPS line soon after this incident. After I heard nothing back, I called Sterling's Human Resources, and someone there told me that they could not discuss what had happened. In June 2008, I learned that [REDACTED] had kept his job, and had been transferred as Store Manager to the Belden store in the Fairgrounds Mall in Reading, Pennsylvania.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 22nd day of July, 2008.


Cathy Malone

A155

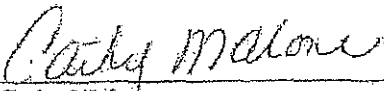
DECLARATION OF CATHY MALONE

1. My name is Cathy Malone. I am a female, over the age of 21, who resides in Mohrsville, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I have worked for Sterling Jewelers Inc. for over 20 years. I currently work as a Sales Associate at the Kay store in the Berkshire Mall in Wyomissing, Pennsylvania.
3. During my employment with Sterling, I have observed that Sterling discriminates against women in pay and promotions. As a result, I have joined the gender discrimination class action lawsuit against Sterling.
4. I have observed that Becky Jewart, my current Store Manager, also has been discriminated against by Sterling. Jewart and I have discussed that we know that Sterling had discriminated against both of us because of our gender.
5. In September 2008, I talked with Jewart about the class action gender discrimination case and asked if she knew about it. She replied that she did know about it and was interested in joining it but that Sterling had made her sign a document that says she would not get her annual Store Manager bonus if she joins the case. Jewart said that she was afraid that if she joined the case then she would not be paid her Store Manager's bonus.
6. The annual Store Manager's bonus, based on the store's sales, can be a significant amount of money for a Store Manager. It comprises a part of the Store Manager's annual compensation, and can be in the tens of thousands of dollars.

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7. When I told Jewart that it was a shame she would not be able to participate in the case, she replied that she might do so after April, once the Store Manager bonuses were paid.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

9th day of Oct, 2008.


Cathy Malone

A156

DECLARATION OF CATHY MANTIA

1. My name is Cathy Mantia. I am a female, over the age of 21, who resides in Canal Winchester, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment at Sterling as a Sales Associate in approximately September 2003 at J.B. Robinson, store number [REDACTED], located at [REDACTED] in [REDACTED], Ohio. In approximately May 2004, I was promoted to Assistant Manager at J.B. Robinson, store number [REDACTED]. I transferred as Assistant Manager in approximately February 2005 to Osterman, store number [REDACTED], located at [REDACTED] in [REDACTED], Ohio. In approximately May 2005, I transferred as Assistant Manager to Rogers, store number [REDACTED], located at [REDACTED] in [REDACTED], Ohio. I was promoted to Store Manager in approximately July 2005 at J.B. Robinson, store number [REDACTED], located at [REDACTED] in [REDACTED], Ohio. I remained at J.B. Robinson, store number [REDACTED], until I was terminated in approximately February 2006.
3. When I was hired to work at Sterling, I told District Manager [REDACTED] that I was only interested in an office position. Mr. [REDACTED] offered me an office position, which I accepted. Mr. [REDACTED] never told me that my job responsibilities would involve being on the sales floor and selling jewelry. After a couple of weeks working at Sterling, I realized I would actually only be working on the sales floor and not in the office. I was very stressed about selling jewelry because I had never sold jewelry. I asked Store Manager [REDACTED] when I would start working in the office. He said he did not know. About a month into my

employment, District Manager [REDACTED] came to the store. I approached him and Mr. [REDACTED] and asked when I would start working in the office. They both looked at each other and started laughing. I was completely confused and did not know why they were laughing. Mr. [REDACTED] explained, "you are not going to be in the office, you are too valuable on the sales floor, and that is where you will be". I asked Mr. [REDACTED] what he meant when he said I was "too valuable on the sales floor". Mr. [REDACTED] explained that I was valuable on the sales floor because I was an attractive female that could attract men to come to Sterling to buy jewelry. I felt that he was saying that, at Sterling, sex sells. While Mr. [REDACTED] was explaining how valuable I was in attracting male customers to the store, Mr. [REDACTED] sat and listened and did not object to anything that Mr. [REDACTED] said. Mr. [REDACTED] and Mr. [REDACTED] continued to laugh. It still upsets me when I think of how Sterling endorsed this "sex sells" scheme. I was very angry. I told Mr. [REDACTED] that I planned to speak with Executive [REDACTED] about being hired to work in the office but actually having to work on the sales floor. Mr. [REDACTED] and Mr. [REDACTED] both laughed and said, "yeah...go ahead and call him". Mr. [REDACTED] Mr. [REDACTED] and Mr. [REDACTED] were all very good friends and they often socialized together. I realized that I would have to continue working on the sales floor, therefore I performed my job responsibilities on the sales floor as best I could.

4. When I was hired, I was told by Store Manager Scott Smith that Sterling had a policy which prohibited employees from discussing pay.
5. While I was working at J.B. Robinson in Great Northern Mall, District Manager [REDACTED] came into the store to speak with Sales Associate Gayle Marie. Mr.

██████████ escorted Ms. Marie to the back of the store, out of sight of other employees. When Ms. Marie returned, she stated that she felt it was absurd that Mr. ██████████ had just reprimanded her for discussing pay. Ms. Marie was very vocal about her belief that Sterling was discriminating against female employees in the way in which promotion decisions were made. Ms. Marie wanted to be promoted to Assistant Manager, but she was never promoted. When female employees would express their interest in being promoted, Mr. ██████████ would often say that female employees were better at selling, not managing and male employees were better at managing. He would say that Sterling liked to keep female employees on the sales floor because that is what we were good at, selling. Mr. ██████████ stated that Ms. Marie was a bad influence on me because I had just started working at Sterling, and he did not want Ms. Marie to discuss pay and promotion issues in front of me.

6. I believe that female employees were paid less than men for doing the same or similar work. District Manager ██████████ Store Manager ██████████ and another male Sales Associate (name unknown) at J.B. Robinson, store number ██████████ were all close friends who had worked together many years prior to their employment at Sterling. The male Sales Associate would openly boast to the female employees that he made more than female employees who had been at Sterling longer than he had. Another young male Sales Associate (name unknown) at J.B. Robinson, store number ██████████ was promoted to Assistant Manager over other female employees who had sought promotion to Assistant Manager. For instance, Gayle Marie had sought promotion on many occasions and was constantly told by

Mr. [REDACTED] that women were better at selling, not managing. Ms. Marie was never promoted.

7. At Sterling, promotion opportunities and openings for management positions were not posted in the store or anywhere else. Employees would find out about promotion opportunities through conversations among employees.
8. I believe that female employees were treated differently than male employees in finding out about and receiving promotions. Most of the male employees were friends with each other. The male District Managers and Store Managers would keep the male Sales Associates informed of promotion opportunities. Store Manager Richard Jackson, who was friends with District Manager [REDACTED] and Store Manager Daniel Szlag, explained to me that at Sterling, "it is not about how you perform, it is all about which District Managers and Vice Presidents you know," and if you are not a part of the boy's club, it is very difficult to receive a promotion.
9. During the time that I was interested in being promoted to Store Manager, District Manager [REDACTED] came into the J.B. Robinson store in which I was working and asked me about my interests in becoming Store Manager. [REDACTED] had waited until the two Sales Associates who were working that day left the store to take their break and there were no customers in the store. [REDACTED] and I were all alone in the store. He approached me while I was in the office area by the door of the back room with my back to the register. He came very close to me and put his hand on my shoulder. [REDACTED] told me that he was aware that I was interested in being promoted to Store Manager. [REDACTED] then accused me

of engaging in a sexual relationship with my former male District Manager in exchange for a promotion to Assistant Manager. [REDACTED] asked me "what incentives" I was prepared to do for him in exchange for a promotion to Store Manager. I felt cornered, afraid, and angry that [REDACTED] was propositioning me for sex in exchange for a promotion to Store Manager. I immediately left the area where [REDACTED] had cornered me. I was so shaken and disturbed by his proposition for sex that I called Store Manager [REDACTED] to tell him what happened. [REDACTED] response was for me to just "get over it".

10. On at least four more occasions [REDACTED] sexually harassed me by propositioning me to engage in a sexual relationship in exchange for a promotion to Store Manager. [REDACTED] would proposition me on the phone when I called him to discuss store related issues. I did not file a complaint against [REDACTED] [REDACTED] because I feared that I would lose my job. I knew that [REDACTED] and [REDACTED] [REDACTED] were really good friends because [REDACTED] [REDACTED] would often boast about how he would drink and socialize with [REDACTED]. I was nervous to report [REDACTED] because of his close relationship with [REDACTED]. However, after I was promoted out of [REDACTED] district, I attempted on at least two occasions to file a sexual harassment complaint against [REDACTED]. When Human Resources called to discuss employee related issues, I asked the Human Resources representative if I could speak with someone about the sexual harassment that I received from [REDACTED] [REDACTED]. Each time I asked Human Resources if I could speak with someone regarding sexual harassment that I had experienced, Human Resources refused to listen to me. I was told by Human Resources that my sexual harassment issue

could not be addressed at that time but someone would contact me at a later date. No one from Human Resources ever followed up with me to discuss filing a sexual harassment complaint.

11. Throughout my employment at Sterling, on a weekly basis the male employees would make sexual comments about female customers and female employees, myself included. I would regularly hear male employees making sexual comments about my breasts. Whenever I would complain to the District Manager, he would laugh and say "you can handle it, you're an adult". I did not file any complaints about the sexual comments because I feared that I would be fired, given the stories I heard about female employees being fired after reporting complaints to the TIPS hotline.
12. I also complained to the District Manager about Store Manager [REDACTED] [REDACTED]), who worked at a Kay store in [REDACTED]. [REDACTED] was known for sexually harassing female employees, and he often touched and hugged female employees. I told the District Manager that I did not like when [REDACTED] put his arms around me, and it made me feel very uncomfortable. The District Manager responded by laughing, and he excused [REDACTED]'s behavior by stating that [REDACTED] was just being friendly. It was clear that the District Manager viewed [REDACTED]'s behavior as a joke. I asked the other female employees why they did not report [REDACTED]'s inappropriate behavior. They said they never complained because they believed they would be fired as a result of filing a complaint of sexual harassment. They said in the past, they had witnessed female employees be terminated after filing complaints.

13. In approximately 2005, I attended the Florida Managers' Meeting Annual Managers' Meeting. There was a lot of alcohol consumed by Sterling employees at Annual Managers' Meeting. Sexual propositions were rampant. During one of the social events, I noticed [REDACTED], District Manager [REDACTED], and other male Execcutives dancing with female Managers in a close, sexual manner with their bodies touching those female Managers. I noticed that [REDACTED], District Manager [REDACTED], and the other male Executives had alcohol in their hands. I became aware, through conversations with other Store Managers, that [REDACTED] had a reputation for sleeping with female employees.
14. I could not walk around Annual Managers' Meeting without a male Manager propositioning me for sex. I consistently said no but the male Managers did not want to accept no for an answer, they were very persistent. I can recall being propositioned at least three times by a Store Manager, whose name I believe was [REDACTED] [REDACTED]). [REDACTED] and I had previously worked in the same district. He was very good friends with District Manager [REDACTED]. [REDACTED] would brag to the employees, myself included, about how close he and [REDACTED] were, and how they would go out drinking together. He would also brag to me and other employees about [REDACTED] intentions of promoting him. While I was playing volleyball with Colleen McCallie at the Resort, [REDACTED] approached me and asked me to go back to his room and have sex with him. Another time, I was at the pool with Ms. Callie during the day at the Resort, and [REDACTED] approached me again and asked me to go back to his room and have sex. He kept ignoring my refusals and said, "you know everybody does it here, nobody will know". On another


occasion, I was returning to my hotel room after being at the pool with a couple of other female managers when [REDACTED] approached me again. He was visibly intoxicated, and asked if I would go back to his room with him to have sex. Although I continually told [REDACTED] that I was married and would never have sex with him, he continued to proposition me for sex. I was so upset and disturbed by [REDACTED]'s behavior, I did not want to leave my room.

15. One night at [REDACTED] Annual Managers I was dancing on the dance floor with my female friends. While I was dancing, Executive [REDACTED] [REDACTED] approached me on the dance floor and tried to force me to dance with him. I told [REDACTED] that I did not want to dance with him or any other male because I was married. I did not think it was appropriate to dance with any male, other than my husband. When I refused to dance with [REDACTED], he grabbed my arm, and held me with both of his arms around me and started to dance fast. My friends, who included Colleen McCallie and two other females, noticed that I was trying to get [REDACTED] away from me, and rushed over to help me pry [REDACTED] arms away from me. [REDACTED] [REDACTED] became angry when my friends intervened to help me. A couple of females that [REDACTED] was with earlier in the night also came over to get him away from me. These females, who I assume were friends of [REDACTED], told him that he had too much to drink. I noticed that [REDACTED] had blood-shot eyes, he was unable to walk straight, and he smelled very strongly of alcohol. I did not report [REDACTED] [REDACTED]'s inappropriate behavior because I feared that I would lose my job if I filed a sexual harassment complaint.

16. A couple of weeks after I was terminated, I called [REDACTED] to discuss my termination as well as the incident in which he sexually harassed me on the dance floor at [REDACTED] Annual Managers' Meet. When I called [REDACTED], I reminded him who I was at the beginning of the conversation. [REDACTED] sounded annoyed after he realized who I was and he immediately asked me why I was calling him. I asked [REDACTED] if he was the person that handled termination issues. [REDACTED] confirmed that he was the person who dealt with termination issues. I told [REDACTED] that I wanted to discuss my termination and the [REDACTED] Annual Managers' dance floor incident. [REDACTED] said he would not discuss anything with me. He became very hostile and said, "you will not win a sexual harassment or wrongful termination case against Sterling". I told [REDACTED] that I planned to pursue a sexual harassment claim based on his inappropriate behavior at [REDACTED] Annual Managers' on the dance floor with me, as well as a wrongful termination claim. [REDACTED] responded, "you will not win, Sterling is highly protected, we have our own resolution program which means that you cannot hire an attorney". I asked [REDACTED] why I could not hire an attorney. He responded, "you would waste your money, an attorney cannot come against us". [REDACTED] continued to repeat "you're not going to win", and then hung up on me. I called [REDACTED] at least 10 times after he abruptly ended the call. I left multiple messages, but he never returned my calls.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 24 day of February, 2013


Cathy Mantia

A157

DECLARATION OF DEBORAH MARTINEZ

1. My name is Deborah Martinez. I am a female, over the age of 21, who resides in Las Cruces, New Mexico. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I worked at Sterling Jewelers Inc. ("Sterling," "the Company") from 1998 through 2006 and from 2008 through 2012 in Texas and New Mexico. I was hired around October 1998 as a Sales Associate, and I worked for a brief time at Kay store 1491 at Collin Creek Mall in Plano, Texas. About a month later, I moved to the newly-opened Jared store 498 in the same mall. Around May 2000, I was promoted to Diamond Department Manager at Store 498 and, in August of that year, I was promoted to Assistant Manager (AM) of the same store. I remained at store 498 until August 2002, when I transferred back to Kay Store 1491 as AM. I was only there for a short time before leaving to move to New Mexico. Around October 2002, I started working at Kay Store 1497 at Cottonwood Mall in Albuquerque, New Mexico. I took a Sales Associate position at this store because the AM position was not vacant when I arrived. Then in March 2003, I was promoted to AM of that store. Around February 2004, my Store Manager [REDACTED], with whom I had worked at Store 1497 months earlier, asked me to join her at Kay store [REDACTED] at [REDACTED] in [REDACTED]. I moved to Store [REDACTED] as an AM, which was a lateral transfer. In mid-2006 I left Sterling and returned in June 2008 to work as a Sales Associate at Kay Store 2222 at Mesilla Valley Mall in Las Cruces, New Mexico. I was told that the store needed an AM upon hiring, but I was asked to start out as a Sales Associate. I was made Third Key of 2222 about a year later. In 2011, I was demoted from Third Key to Sales Associate while out on sick leave. My Store Manager did not inform me about this demotion until after the fact.

Moreover, I was never promoted to AM, despite my qualifications, and in June 2012, I left Sterling Jewelers.

3. I came to Sterling with nearly two decades of experience in the jewelry industry. Prior to working at Sterling, I had approximately 6 years of store management experience at similar jewelry companies, Zales and Finley's Jewelers. In addition, I had another 12 or so years of experience in jewelry sales at Finley's Jewelers and at a local New Mexico store, Butterfield Jewelers. While at Sterling between 1998 and 2002, I became Diamond Council of America (DCA) certified, and I was a member of the President's Club and won several awards for achievement in sales and repairs.

4. In 1998, my General Manager (GM) Ruben Cruz at Jared store 498 instructed me on Sterling's policy prohibiting employees from discussing pay with one another. Years later, around 2002, my Store Manager (SM) Virginia Padilla repeated Sterling's policy when I worked under her supervision at store 1497. Having heard about this policy from multiple managers, I assume it is a Company-wide policy. I believe that this policy made it difficult for me and other women to learn of men who were getting paid more for the same work.

5. Nevertheless, on one occasion, I learned that a male with far less experience than I had was earning only marginally less than I was in the same position. Around 2008 or 2009, I was working at store 2222 when a fellow Sales Associate **Male Employee** told me he was earning \$10 per hour. Despite having many years more jewelry experience than he did, I was only earning about \$11 per hour, and I felt that this was unfair. At the time, I had over 20 years of jewelry sales experience. By contrast, Mr. **Male Employee** had only been at the Company for a couple of months, and I believe his prior sales experience was limited to automobile sales, and that he had not previously worked in jewelry.

6. Promotional opportunities were not posted in any of the Sterling stores where I worked. In my experience, the District Manager would only ever discuss potential openings with the Store Managers, who would sometimes pass this information on to the employees in their stores. I was not aware of any formal way to express interest in promotion aside from just speaking to my Store Manager and District Manager, and I never learned about the Career Advancement Registry when I worked at Sterling. I believe that decisions about promotions were made above the District Manager level because when Christine Miller was made Store Manager of store [REDACTED], District Manager [REDACTED] came to me and told me that he would not have picked her for the job and that if it had been up to him, someone else would have been chosen. He said that the decision to promote her had been out of his hands, which I understood to mean it was at the Vice President of Regional Operations level or above.

7. I believe that women were treated unfairly with regard to promotion at Sterling. For example, around 2001 or 2002, I began to express interest in promotion to the General Manager position at Jared. The District Manager over store 498, Kathy Honz, advised me to move to a Kay store as Assistant Manager and then to seek promo to Store Manager. From there, my DM said that I would be in a good position to move into the General Manager position. On this advice, I transferred to Kay store 1491 as AM. Sterling had led me to believe that if I transferred to Kay, I would be in line for a high-quality Store Manager position there, and ultimately be able to move into a General Manager position at a Jared store. Instead, Sterling offered me Store Manager positions at just two low volume stores in dangerous and undesirable areas. I felt Sterling was not fulfilling their promise to support me professionally, and I sent a letter to Sterling Headquarters in Akron, Ohio to complain about this. I received a response saying merely that my claim of unfairness was unfounded.

8. In 2002, I moved to New Mexico for personal reasons. From 2002 to 2004, I worked in store 1497 and repeatedly expressed interest becoming a Store Manager to my Store Managers, Virginia Padilla and Christine Miller, and to District Manager [REDACTED], but I was not promoted. Then around 2004, after transferring to store 1817, I again expressed interest in promotion to Store Manager Virginia Padilla, who I was working under again. Still, I was not promoted, and I resigned from my position at [REDACTED] in 2006. Shortly after I left, I heard from former co-workers that former Sales Associate **Male Employee** had been promoted to my old position of AM. I think that he was earning more than I had been earning in the same position, despite the fact that he only had about 5-6 years of management experience and had not held the AM position at Sterling before. I thought this because he would often brag openly about his compensation. Moreover, I also learned that Mr. **Male Employee** was promoted to Store Manager of store 1497 several months later around June 2008.

9. When I returned to Sterling around 2008, I took a job as a Sales Associate at store 2222. At the start of my time at this store, the Assistant Manager position remained open. It was my understanding that Sterling did not intend to fill the vacancy immediately. Even so, I told my Store Manager Angelica Apodaca that I wanted to be promoted to AM. She responded that she had hoped Sterling would promote me, but that her superior, DM Rick Weadock would not approve my promotion. I was not given any further explanation.

10. In summer 2011 when Ms. Apodaca left the store, Krista Butler was hired to replace her as Store Manager. Ms. Butler came to our store at the same time as [REDACTED] **Male Employee** a former colleague of hers from another store. Sterling immediately made him the Assistant Manager at store 2222. I was passed over in favor of Mr. **Male Employee** despite the fact that he only had about 2 years of experience in sales at Sterling, and he had never been

an Assistant Manager at the Company. In addition, the Store Manager Krista Butler told me that his sales “haven’t been that great.” With nearly 30 years of jewelry sales experience and a successful track record as Assistant Manager at both Kay and Jared stores, including a large-volume \$6 million store, I was more qualified to handle the position at Store 2222, a smaller \$1.5 million store, than he was. I did not complain to Sterling management, however, in light of the dismissive response I had received from the Company when I complained in 2002. I did not think it would do any good to complain of unfair treatment again.

11. In addition, I experienced that Sterling Management treated female employees with undue hostility as compared to male employees. For example, between 2008 and 2012, I observed on several occasions that District Manager [REDACTED] was particularly hostile and patronizing to the female employees under his supervision, but that he had friendly and pleasant relationships with male employees in our store, including Male Employee [REDACTED]. For example, He would make demeaning comments to me in my store such as “come on, Mama,” when he was urging me to work faster or do something. I never heard him talk to men like this. On another occasion, I answered a phone call for him in the store and told him that the phone was for him. He ignored me and, thinking he had not heard what I said, I followed up with him to be sure he did not miss the call. At that, he looked up at me and snapped, “I heard you!” loudly. I never saw him talk this way to any men, but I did also see him talk like this to females all the way up to the Store Manager level, including to Ms. Apodaca and Ms. Butler. By contrast, he would laugh and joke with Male Employee [REDACTED] in front of everyone in the store.

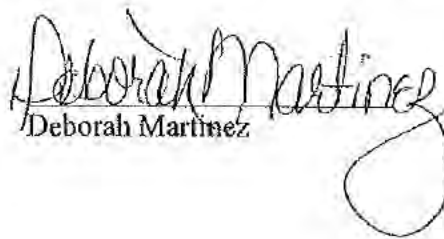
12. I also believe that male Sterling managers engaged in inappropriate relationships with female employees under their supervision. Around 2004 or 2005, I believe that my District Manager [REDACTED] was involved in a romantic relationship with my female Store Manager.

I noticed that the Store Manager behaved flirtatiously when he would come into the store, touching his arm and giggling, and I observed that they would run errands away from the mall together during her shifts. For example, around 2004, this Store Manager told me on one occasion that "[REDACTED] told me he wants me to go pretend to be his wife" during an outing to recruit people to work at Sterling. I found their interactions unprofessional and thought their relationship was inappropriate in the workplace.

13. I heard about the [REDACTED] Annual Managers' Meeting [REDACTED] from several Store Managers, including Christine Miller at store 1497. She told me that everyone at the Meeting was "partying," drinking and getting drunk, including Store Managers and upper management.

14. I am familiar with [REDACTED] reputation as a womanizer. I learned this from my Store Managers Christine Miller and Virginia Padilla who both told me that they met him at the [REDACTED] Annual Managers' Meeting [REDACTED]

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 25 day of May 2013.


Deborah Martinez

A158

DECLARATION OF BARBARA MCCAFFERY

1. My name is Barbara McCaffery. I am a female, over the age of 21, who resides in New Castle, Delaware. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in July 2007 as a Sales Associate at the Jared store in Wilmington, Delaware. I continued in that position until January 2008, when I left the company.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Jeff Yoder that employees were not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job.
4. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were told about specific management openings.
5. I expressed interest in promotions to the Diamond Department during my initial interview. I wanted to be a Sales Associate in the Diamond Department because there is the opportunity to earn increased sales commissions, and work my way up to Diamond

Department Manager. I also expressed interest in being promoted to the Diamond Department to District Manager Jeff Yoder.

6. I obtained my diamontology certification in November or December 2007. I was told by District Manager Yoder that it was necessary to have this certification before one could sell jewelry in the Diamond Department.
7. I observed a male Sales Associate, **Male Employee** who was allowed to sell in the Diamond Department despite not having his diamontology certification.
8. Despite my interest in and qualification for promotion into the Diamond Department, I was not told of, interviewed for, or offered any open position in the Diamond Department.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 12 day of March, 2009.


Barbara McCaffery

A159

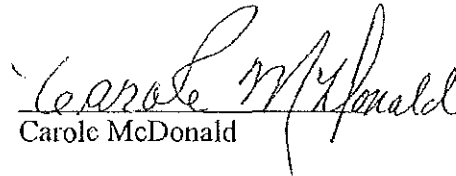
Declaration of Carole McDonald

1. My name is Carole McDonald. I am a female, over the age of 21, who resides in Charleston, South Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately 2002 as a Sales Associate at the Kay store in the Citadel Mall, in Charleston, South Carolina. I continued in that position for approximately five years, when I left the company.
3. While I was employed by Sterling, I earned several awards from the company. I was a member of the President's Club from approximately 2003 to 2007.
4. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job.
5. During my employment with Sterling, I observed that it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings.
6. I learned about Sterling's annual Annual Managers' Meeting Managers Meeting Annual Managers' Meeting through conversation with store managers and other employees. This meeting was known in the company to involve heavy drinking and inappropriate behavior. It was also known as an event in which there was the opportunity for sexual encounters. After one such meeting,

we at the store learned about an incident in which Sterling managers were naked in a hot tub at the hotel and engaging in sex.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

24 day of January 2013.


Carole McDonald

A160

DECLARATION OF TINA MCDONALD

1. My name is Tina McDonald. I am a female, over the age of 21, who resides in New Port Richey, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately February 1989, when I began working as a Sales Associate at the Kay store in the Gulf View Mall, in Port Richey, Florida. I continued in that position until approximately the fall of 1991, when I transferred as a Sales Associate to the Kay store in the Countryside Mall, in Clearwater, Florida. I continued in that position until approximately 1993, when I was promoted to Assistant Manager of the Kay store in the Crystal River Mall, in Crystal River, Florida. I continued in that position until I was promoted to Store Manager at that same store, at the end of 1993. I continued in the position until approximately 1996, when I became the Store Manager of the Kay store in the Lakeland Mall, in Lakeland, Florida. I continued in that position until approximately 2002, when I became the Store Manager of the Kay store in the Citrus Park Mall, in Tampa, Florida. I continued in that position until approximately 2003, when I became the Store Manager of the Marks & Morgan store at the Gulf View Square Mall, in Port Richey, Florida. I continued in that position until approximately 2007, when I was demoted to Sales Associate at the Marks & Morgan store in the Countryside Mall, in Clearwater, Florida. I continued in that position until December 2007, when Sterling terminated my employment.

3. During my employment with Sterling, I won numerous awards for my performance. For example, between 1993 and 2007, I won at least ten bonus trips based on my store's sales performance under my management. In 2005, I won a company-wide customer service award.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by my Store Manager when I first began working for the company that employees are not to discuss their pay with other employees, and that it was grounds for discipline. As Store Manager, I instructed my employees not to discuss their pay with other employees. That policy was reiterated to me throughout my career by my District Managers and other Store Managers.
5. In 2005, I managed the Marks & Morgan store in the Gulf View Mall, in Port Richey, Florida. I learned that two employees, Sales Associate James Bartley and Assistant Manager Laryssa Orlando, had been discussing their pay with each other. I informed District Manager Dale Bowling, who told me that this was not allowed and that they could get disciplined for this, including being fired. I gave the two employees a verbal reprimand.
6. Because of the policy prohibiting employees from discussing their pay, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay through conversation or in my capacity as Store Manager.

7. For example, there was an older male Sales Associate, whose name I cannot remember, who worked at the Kay store in the Lakeland Mall when I managed it between 1996 to 2002. He went by the nickname ^{Male Employee} because he was a retired **Male Employee**. He was paid about \$12 an hour as a Sales Associate. The female Sales Associates at the store, many with more experience in the jewelry business than ^{Male Employee} were paid \$10 an hour and less. I learned the pay of the Sales Associates in my capacity as Store Manager.
8. ^{Male Employee} was a Sales Associate at the Marks & Morgan store that I managed in the Gulf View Square Mall. He was hired at the store in 2004 or 2005 and was paid \$10 an hour. At that time he was new to the company and had a month or two experience at another jewelry store. ^{Male Employee} was paid the same hourly rate as ^{Female Employee} the female Assistant Manager at our store. ^{Female Employee} was paid only \$10 an hour despite the fact that the Assistant Manager position is a higher-level position than Sales Associate, and she had years of experience in the jewelry business.
9. ^{Male Employee} another male Sales Associate at that same store, was also paid more than ^{Female Employee} the Assistant Manager at this same Marks & Morgan store. ^{Male Employee} was hired in 2003 at \$12 an hour.
10. Bowling was my District Manager the entire time I was a Store Manager, from approximately 1993 until 2007. During this time, he set the pay of the employees in my stores by telling me what a particular employee was to be paid, or through having to approve the pay rates for employees for whom he did not set the pay rate.

11. For example, in 2003, Bowling told me that [Male Employee] was to be paid \$12 an hour as a Sales Associate. When he told me in 2004 that [Female Employee] was to be paid only \$10 an hour as Assistant Manager, I told him that she should be paid more. Bowling replied that if she didn't take \$10 an hour than she would not get the job.
12. During the period I was a Store Manager, I observed a pattern in which Bowling set the pay rates for male employees higher than those of female employees doing the same job. I had to fight for higher pay rates for female employees, while Bowling would much more easily approve a higher rate for male employees.
13. I learned in conversation with other managers that male Store Managers were paid more than me. For example [Male Employee] was the Store Manager of the Marks & Morgan store in the Citrus Park Mall, in 2002 to 2003. At that time I managed the Kay store at the same mall. Both of our stores were "B" rated stores, meaning they were similarly-ranked in sales volume. [Male Employee] was paid in the \$50,000's per year as a Store Manager while I was paid \$32,000 a year. [Male Employee] had less experience than and had been with the company for a shorter time than me. I learned [Male Employee] salary during a conversation with him in 2005 or 2006.
14. [Male Employee] was the Store Manager of the Kay store in the Citrus Park Mall in Tampa, Florida, before I began managing the store in 2002. I learned in conversation with other Store Managers that he made in the \$60,000's. I was paid \$32,000 per year to manage this same store.
15. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made

by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific management openings.

16. Since part of a Store Manager's compensation included a commission on total store sales, promotions as Store Manager consisted of promotions to manage higher volume stores. Sterling ranked its stores in terms of sales, with the highest volume stores being ranked "AAA", down to "AA", "A", "B", and then down to "C" for the lowest volume store.
17. Additionally, Sterling typically paid higher salaries to managers of higher volume stores; and conversely, lower salaries to lower volume stores.
18. After I became a Store Manager in 1993, I was interested in being promoted to higher volume stores. I expressed this interest to District Manager Dale Bowling throughout my career as Store Manager. Instead, I was transferred to stores that were performing poorly, which I then turned around to increased profitability. For example, I became the Store Manager of the Kay store in Lakeland, Florida in approximately 1996. At that time, the store had not shown a profit in years, and under my management it turned around to profitability. Then, in 2002, I was sent to manage another underperforming store, the Kay store in the Citrus Park Mall, in Tampa, Florida.
19. During my employment with Sterling, I also observed that female employees experienced sexual harassment. For example, in 2002, I attended Sterling's annual Florida Manager's Meeting in Annual Managers Meet Florida. One evening, a number of us went out one night, and I drove. Included in the group were District

Manager [REDACTED], and Store Managers [REDACTED] [REDACTED] [REDACTED] and [REDACTED]. One the way back, [REDACTED] was drunk, and sat in the front seat. While I drove, [REDACTED] touched my breasts, hands, and nibbled on my ear. This was offensive and embarrassing, and I told him to stop. He did not. From the back seat [REDACTED] told him to get his hands off my breasts. He stopped briefly, but then started touching me again. It did not stop until we got back to the hotel and he got out of my car. I did not make any complaints about [REDACTED] behavior because I feared retaliation if I did so.

20. At another annual Manager's Meeting, District Manager [REDACTED] sexually propositioned me by asking me up to his hotel room. I was in the hotel's elevator with him and Store Manager [REDACTED] [REDACTED]. I was afraid to complain about [REDACTED]'s behavior because I feared retaliation if I did so.

21. I attended the annual Manager's Meetings from approximately 1993 to 2007. Sterling provided free alcohol to those in attendance, and I observed excessive drinking at these events.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

5th day of November, 2008.


Tina McDonald

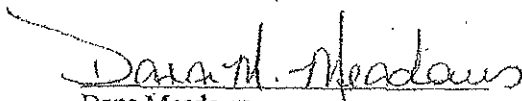
A161

DECLARATION OF DANA MEADOWS

1. My name is Dana Meadows. I am a female, over the age of 21, who resides in Goodlettsville, Tennessee. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in May 2007, as a Sales Associate at the Kay store in the [REDACTED] in [REDACTED] Tennessee. I continued in that position until I left the company in December 2007.
3. During my employment with Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system. Instead, employees learned about such openings either through word of mouth, or after the position was already filled.
4. During my employment with Sterling, I observed that female employees experienced sexual harassment. For example, immediately upon starting at our store, Store Manager [REDACTED] told the employees at the store that he wanted to fire all of us and hire cheerleader types—women with blond hair and "big boobs."
5. I also observed that [REDACTED] made sexually inappropriate remarks about women walking by our mall store. He also asked female employees to talk to women in the mall to try to get the woman to go out on a date with him.
6. I heard [REDACTED] ask [REDACTED] the Assistant Manager at the store, to go out with him. He asked her to go out drinking with him several times. [REDACTED] told me that [REDACTED] sent her text messages in an attempt to get her to go out with him.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

27th day of November, 2008.


Dana Meadows

A162

DECLARATION OF ANNA MELTON

1. My name is Anna Melton. I am a female, over the age of 21, who resides in Saint Petersburg, Florida.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 2002. I was hired to work in the [REDACTED] Florida Jared the Galleria of Jewelry ("Jared") as a sales associate. After approximately one year, I was promoted to Assistant Manager of this store. I held this position until I left Sterling on approximately June 26, 2006.
3. Prior to my employment with Sterling, I worked for Helzberg Diamonds for approximately 8 years. I also managed several retail stores. While employed with Sterling I became a certified gemologist and diamondologist through the Diamond Council of America.
4. In approximately May or June 2004, Tad Cyman was terminated as my General Manager. I became Acting General Manager for approximately a month. In approximately June 2004, I formally interviewed with [REDACTED] Executive [REDACTED] for this position, but [REDACTED] an Assistant Manager of another store, was given the promotion instead of me. [REDACTED] later told me that [REDACTED] Executive [REDACTED] had promised the General Manager position to her even before Cyman was terminated. I also later learned that [REDACTED] and our District Manager [REDACTED] had a close and intimate relationship with each other. One time I walked into the break room to find them sitting close and [REDACTED] running her hand up and down [REDACTED] leg. When my uncle passed away I asked [REDACTED] if I could have time off to go to the funeral. [REDACTED] was at a manager's meeting in

██████████ Ohio at the time. She said she needed to run it by ██████████. She rarely made any decision without running it by ██████████ first. When she called me back, she told she was in ██████████ room and that she had to get "on her hands and knees and beg" for him to give me the time off. ██████████ also confided in me that ██████████ said he liked her breasts and that she reminded him of his ex-wife.


5. Because I was more qualified to be the General Manager of the ██████████ Florida store than ██████████ I confronted ██████████ Executive and asked him why he had chosen ██████████ over me and why had he asked me to interview for the General Manager position if he already knew he was going to give the position to ██████████. He admitted that giving ██████████ the General Manager position of the ██████████ store was wrong, and said I could have any store I wanted.
6. During my employment with Sterling, job openings and promotional opportunities were not posted on a formal job posting system. I did not know if promotional opportunities were available unless my one of my managers told me. Promotion decisions at Sterling are made by a subjective "tap on the shoulder" system. Throughout my employment, open positions were conveyed by word-of-mouth and I was often not aware that a position was even available until after it was filled.
7. I trained a number of managers that participated in Sterling's Managers-In-Training Program. Most of the managers I trained were male and had little prior jewelry sales experience. I trained ██████████ Male Employee who came to work for Sterling as a sales associate in 2003 with no prior jewelry experience. He was promoted to a high volume store in Minneapolis, Minnesota. I also trained the current

Assistant Manager of Citrus Park [Redacted] Male Employee who knew nothing about jewelry when he was hired and came to work with alcohol on his breath. I also trained [Redacted] Male Employee who was training at both the Brandon, Florida and Citrus Park Jared stores. He would call the Brandon store and tell the managers that he was going to work at the Citrus Park store that day and then call the Citrus Park store and tell the managers there he was going to work at the Brandon store that day. He would not show up at either store. [Redacted] counseled him about this; but nonetheless, he was given his own store.

8. When I was promoted to Assistant Manager in approximately 2003, I asked for a base-salary of \$40,000. However, I was offered \$34,000 and was told that I would make up the difference in commissions and bonuses. When [Redacted] became General Manager, she said to me, "Wow, Anna, you're really underpaid."
9. I had no way to determine if I was paid fairly. During my employment with Sterling, Sterling maintained a policy that prohibited its employees from discussing their pay. When I first started with Sterling, my General Manager Tad Cyman informed me about this policy and warned me that I was not allowed to discuss pay with other employees. Moreover, as Assistant Manager I enforced this policy in my store. It is because of this policy that it was difficult for women, including myself, to identify instances in which we were paid less than male employees similarly situated to them.
10. In the summer of 2006, one of the highest performing sales associates for the [Redacted] store, [Redacted] Female Employee came to me and asked "is there anything we can do about my pay?" She was earning \$12.00 and she was looking to earn at least

\$2.00 more per hour. I went to [redacted] with this request and we had a meeting with [redacted] Female Employee to discuss her pay. At the meeting [redacted] Female Employee told [redacted] Female Employee "If you didn't buy such expensive shoes than you wouldn't need a raise." The comment was uncalled for and inappropriate, and [redacted] Female Employee left the meeting close to tears. Because I truly believed [redacted] Female Employee should be earning more per hour as a top-producer, I spoke District Manager [redacted] about her pay, but he refused to change it. I then went to Vice President Dave Everton to discuss store matters and he referred my to the Human Resources Manager Maryellen Mennett. Mennett asked me why I did not go to [redacted] Female Employee with the request for an increase in [redacted] Female Employee pay? I told her I had, but that due to [redacted] and [redacted] relationship, I did not think he could act objectively to oversee her decisions. I told Mennett about what I observed and heard about [redacted] and [redacted] relationship. Mennett said I should have reported this sooner and I explained that nothing I ever reported before remained confidential and that I had little confidence in Sterling's internal complaint systems.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 24 day of December, 2008.


Anna Melton

A163

SUPPLEMENTAL DECLARATION OF ANNA MELTON

1. My name is Anna Melton. I am a female, over the age of 21, who resides in Saint Petersburg, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In March 2006, I was employed with Sterling as an Assistant Manager in the [REDACTED] Florida Jared store, Store No. [REDACTED]. On approximately March 24, 2006, I was interviewed by a blond-haired female who identified herself as an attorney who was representing Sterling.
3. I was very intimidated by having to speak with an attorney for Sterling and was fearful that I would lose my job if I did not cooperate with the attorney. During my employment with Sterling, the company had a reputation of being run by a "Good Ole Boys Club" and opinions of female employees were not welcomed.
4. During the interview, the attorney informed me that she was hired to investigate timekeeping practices and that Sterling was being proactive after Zale's Jewelers was sued for overtime compensation. Throughout the interview process, the attorney asked me questions that related to timekeeping practices and breaks. For example, she questioned me about whether employees were given breaks after working for five hours.
5. During the interview, the attorney did not ask me questions about gender discrimination issues including whether I was paid fairly or had been denied promotions based on being a female. At the conclusion of the interview, the attorney printed the declaration on a portable printer that she had brought with her. The attorney handed me the declaration to sign and I did not read the

declaration, but signed it on the last page. I was not given a copy of the declaration that I signed. In June 2012, Sterling mailed me a copy of the declaration I signed. A copy of Sterling's June 5, 2012 letter and the March 24, 2006 declaration is attached hereto as Exhibit A (hereinafter referred to as the March 2006 declaration). In June 2012, I read the March 2006 declaration for the first time. I was very upset when I read the declaration because it contained false statements on subjects that were not covered in the interview that I had with Sterling's attorney.

6. For example, in paragraph 4, it states, "I believe my pay rates have been set fairly and without regard to gender." I do not recall making any statement to this effect and believe this statement to be false. In any event, I had very limited access to pay rates during my employment at Sterling because Sterling maintained a policy that prohibited its employees from discussing their pay. When I first started with Sterling, my General Manager Tad Cyman informed me about this policy and warned me that I was not allowed to discuss pay with other employees. Moreover, as an Assistant Manager I enforced this policy in my store. It is because of this policy that it was difficult for women, including myself, to identify instances in which we were paid less than male employees similarly situated to us.
7. Because I did not have access to Sterling's pay records prior to March 24, 2006, I could not have testified regarding whether my pay was set fairly in comparison to male Assistant Managers. I do know that when I was promoted to Assistant Manager in approximately 2003, I asked for a base-salary of \$40,000. However, I

was offered \$34,000 and was told that I would make up the difference in commissions and bonuses. When [REDACTED] became General Manager of Store [REDACTED] in May or June 2004, she said to me, "Wow, Anna, you're really underpaid."

8. The March 2006 declaration also states, "Gender is not a factor in making promotion decisions, instead, all promotions are awarded to the most qualified applicant." As of March 2006, I did not believe Sterling's promotion practices were fair to female employees. During my employment with Sterling, job openings and promotional opportunities were not posted on a formal job posting system. I did not know if promotional opportunities were available unless one of my managers told me. Promotion decisions at Sterling were made by a subjective "tap-on-the-shoulder" system that favored male employees. Throughout my employment, open positions were conveyed by word-of-mouth and I was often not aware that a position was even available until after it was filled.
9. The promotion decisions that I was aware of were made using Sterling's tap-on-the-shoulder system whereby someone at Sterling makes decisions about who should be promoted. Sterling associates were not given any opportunity to post for open positions and the criteria used to make promotion decisions were unknown. For example, in approximately May or June 2004, Tad Cyman was terminated as my General Manager. I became Acting General Manager for approximately one month. In approximately June 2004, I formally interviewed with Executive [REDACTED] for this position, but [REDACTED], an Assistant Manager of another store, was given the

promotion instead of me. [REDACTED] later told me that [REDACTED] had promised the General Manager position to her even before Cyman was terminated. I also later learned that [REDACTED] and our District Manager [REDACTED] had a close and intimate relationship with each other. One time I walked into the break room to find them sitting close and [REDACTED] running her hand up and down [REDACTED]'s leg. [REDACTED] also confided in me that [REDACTED] said he liked her breasts and that she reminded him of his ex-wife.

10. Because I was more qualified to be the General Manager of the [REDACTED] Florida store than [REDACTED], I confronted [REDACTED], and asked him why he had chosen [REDACTED] over me and why had he asked me to interview for the General Manager position if he already knew he was going to give the position to [REDACTED]. He admitted that giving [REDACTED] the General Manager position of the [REDACTED] store was wrong, and said I could have any store I wanted; however, I was never promoted above Assistant Manager.

11. I trained a number of managers that participated in Sterling's Managers-In-Training Program. Most of the managers I trained were male and had little prior jewelry sales experience. I trained [REDACTED] Male Employee who came to work for Sterling as a sales associate in 2003 with no prior jewelry experience. He was promoted to a high volume store in Minneapolis, Minnesota. I also trained the current General Manager of the [REDACTED] Jared store, [REDACTED], who knew nothing about jewelry when he was hired. He regularly came to work with alcohol on his breath and I reported this to Sterling's HR Department. On one occasion when I was working as an Assistant Manager and [REDACTED] was working as a Sales

Associate, I overheard [REDACTED] tell [REDACTED] about a Store Manager opening in New Orleans, Louisiana. I asked [REDACTED] why he did tell me about the position. His response was that [REDACTED] was interested in promotions. This made no sense because all of my managers including [REDACTED] were aware that I was interested in being promoted to a General Manager position.

12. I also trained ^{Male Employee} [REDACTED] who was training at both the Brandon, Florida and Citrus Park Jared stores. He would call the Brandon store and tell the managers that he was going to work at the Citrus Park store that day and then call the Citrus Park store and tell the managers there he was going to work at the Brandon store that day. He would not show up at either store. [REDACTED] counseled him about this; but nonetheless, he was promoted to be a General Manager of a Jared's store.
13. Based on the foregoing and my experience working for Sterling, I believe the March 2006 declaration improperly attributed to me a belief that Sterling's pay and promotion practices were fair to female employees. Instead, my experiences working for Sterling confirm that females were paid less than males for working substantially similar jobs and men were given preferential treatment in regards to promotions.
14. During my employment at Sterling, [REDACTED] regularly tried to flirt with female subordinate employees. For example, while Tad Cyman was still my ^{Executive} [REDACTED], [REDACTED], who was a District Manager at the time, approached me and asked me out for drinks. He was aware that I was married at the time and I declined the offer.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 7 day of January, ^{2013 Am} ~~2012~~.

Anna C. Melton
Anna Melton

A164

DECLARATION OF SUSIE MILLER

1. My name is Susie Miller. I am a female, over the age of 21, who resides in Orlando, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in 1998, as a Sales Associate at the Jared store in Oviedo, Florida. I continued in that position for approximately a month, when I was promoted to Diamond Department Manager at that same store. I continued in that position until March or April 1999, when I was promoted to Assistant General Manager at that same store. I continued in that position until February 2001, when I was promoted to General Manager of the Jared store in Orlando, Florida. I continued in that position until the end of July 2005, when I was tasked with opening a new Jared store in Altamonte Springs, Florida. That Jared store opened in January 2006, and I continued working as General Manager at that store until March 2007. I then transferred as General Manager to the Jared store in Akron, Ohio. I continued in that position until August 2008, when I transferred as General Manager of the Jared store in Kissimmee, Florida. I continued in that position until March 2009, when I went on short term disability leave.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by my General Manager, Adnan El Batal, when I was first hired that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. As General Manager, I have told employees that they should not discuss their pay with each other, and that it was grounds for discipline, including termination. Because of that

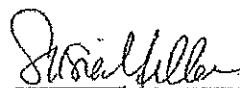
policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay in conversation or in my capacity as General Manager.

4. When I was first hired by Sterling as a Sales Associate, I was paid \$12 an hour. At that time, I had over twenty years' experience in the jewelry business, including over 14 years as store manager for Whitehall Jewelers and Gordon Jewelers. In approximately 1998, I learned that a male Sales Associate at the Jared store in Oviedo, Florida, named Male Employee whose last name I do not recall, was paid \$11 an hour. He had no previous jewelry experience. I learned his pay when I overheard him telling another employee how much he made.
5. As General Manager, I knew the pay rates of the employees in my stores. The pay rates for store employees was set or approved by my District Managers. During my employment at Sterling, I observed a general pattern in which male employees were hired at higher pay rates than female employees.
6. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were told of specific management openings.
7. I was interested in becoming a General Manager at Sterling from the beginning of my employment with the company. At the time I was hired by Sterling, I had been a store

manager for over fourteen years at other jewelry stores. I expressed interest in becoming a General Manager during my initial interview with General Manager Adnan El Batal, in 1998.

8. I continued to express interest in being promoted to Store Manager after I began working for Sterling to El Batal, and also to my District Manager, Richard Sumen. I was not told what I needed to do in order to be promoted, except to keep up my performance standards. I continued to express interest in becoming a General Manager to District Manager Anne Marie Patton, who replaced Richard Sumen in approximately 1999 or 2000.
9. Despite being qualified for, and expressing interest in being promoted to General Manager for approximately three to four years, I was not promoted to General Manager until 2001.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 22nd day of July, 2009.



Susie Miller

A165

SUPPLEMENTAL DECLARATION OF SUSIE MILLER

1. My name is Susie Miller. I am a female, over the age of 21, who resides in Longwood, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a declaration in this matter on July 22, 2009.
3. After taking short-term disability leave in March 2009, I returned to Sterling in May 2009 and learned that my job as a General Manager at Jared Store 2500 had not been held for me in my absence. Instead, I was offered a Store Manager position with a 30% pay cut in a Mall store, not another Jared store. I declined the position, which would have been a significant step down for me. I have not worked at the company since.
4. I attended the ^{Annual Managers Meet} Managers' Meeting ^{Annual Managers Me} each year from 2001-2008. The atmosphere at these meetings included a lot of alcohol consumption and partying. This behavior was not limited to Store Managers. In fact, I observed that individuals all the way up the management chain, including **Executives** at the company, engaged in this behavior. For example **Executive** was widely known as a heavy drinker, and I personally witnessed her drunk and acting out of control at the Meetings several times. No one made remarks on her out of control behavior, presumably because this is accepted as a normal part of the Sterling and ^{Annual Managers M} culture.
5. A ^{Annual Managers Me} sexual affairs and other inappropriate behavior were common and during breakfast each morning, other Store Managers and I would often discuss the latest reports of our colleagues' bad behavior the night before. This included discussions of sexual affairs between male managers and their female subordinates. I personally observed Sterling managers hanging on each other in a very unprofessional way at the bars where

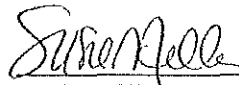
we would all gather to socialize after the business meetings. I also heard reports from other Store Managers of employees at various levels of management attending late night pool parties during the Meetings, where there was nudity and excessive drinking.

6. Around 2003, I learned that a Store Manager, [REDACTED] was charged with raping a female Store Manager at the Meeting. I was attending a meeting session with [REDACTED] [REDACTED] when two members of upper management at the Company - I believe they were Executives and Executives - entered the room and escorted him out. Unfortunately, I was not shocked when I later learned of the charges against him. Because fraternization and affairs are considered normal at Sterling, employees often go back to one another's hotel rooms for sexual activity. Sadly, in a culture that permits this type of behavior, incidents as serious as rape do not come as much of a surprise. A culture that facilitates fraternization and affairs was strikingly different than what I had experienced working at other companies prior to Sterling, and I found this very disturbing.
7. During my time at Sterling, sexual harassment and other inappropriate behavior were not limited to the [REDACTED] Annual Managers' Meet. For example, I learned from fellow Store Managers that [REDACTED] Executive [REDACTED] and Executive [REDACTED] [REDACTED] had reputations for making sexual comments about female subordinates at the company. It was also reported that Executive [REDACTED] [REDACTED] had employee girlfriends in different areas of the company, and that these women slept with him because he promised that they would subsequently get promoted at Sterling.
8. I also heard reports about [REDACTED] from other Store Managers who said things like "he's a real dog," which I understood in context to mean he engaged in sexual affairs with multiple female employees at the company.

9. In addition, I heard from other Store Managers that **Executive** [REDACTED] left his wife to marry a female Store Manager with whom he had been having an affair and that he was able to retain his position for years despite having serious alcohol and drug problems, which I believe were known to his superiors at Sterling before he was eventually let go. For example, on an incentive trip in the mid-2000s, I saw [REDACTED] drinking alcohol to excess, and acting loud and obnoxious.
10. Another **Executive**, [REDACTED], was especially disrespectful to female employees and acted like a creep with them. For example, around 2005, he visited Jared store [REDACTED] and we were discussing numbers for my department. He challenged my authority in front of subordinates in an extremely disrespectful way. Later that night, I was required to attend a social event with him. During that event [REDACTED] just looked at me as if I didn't have any clothes on. It felt disgusting and disrespectful.
11. In addition, around 2008, my District Manager Eric Miller held a meeting for managers in my district. After the meeting, Mr. Miller only invited General Manager **Male Employee** [REDACTED], and Store Manager **Male Employee** [REDACTED] out to lunch. Both I and another female Store Manager, Michelle Evans, were snubbed and not invited to the lunch. I felt that this type of exclusion gave the men an unequal opportunity to become friendly with our superiors and position themselves for promotion. In fact, both men who were invited to lunch were later promoted to District Manager, while Ms. Evans and I were never promoted to that level at the Company.
12. On one occasion, around 2009, I complained to Human Resources (HR) about District Manager Eric Miller for trying to get me to terminate an African American woman in my store. I told Mary Ellen Mennett that, as the woman's supervisor, I sensed this had less to

do with her performance than with her race and gender because Mr. Miller made a comment to the effect of "we don't need any more diversity, we have enough" when he told me to fire her. I complained to HR with the understanding that it would be confidential, but I am not sure that it was. Ms. Mennett told me she was going to conduct an investigation, but shortly thereafter I went out on medical leave and I never learned whether anything was done about Mr. Miller's comment.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 6 day of May, 2013.



Susie Miller

A166

DECLARATION OF JENNIFER MOLINA

1. My name is Jennifer Molina. I am a female, over the age of 21, who resides in Chino, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in August 2005, when I was hired as the Assistant Manager of the Jared store in Frisco, Texas. I continued in that position until November 2006, when I was promoted to General Manager of the Jared store in [REDACTED], California. I managed this store until I left Sterling in September 2007.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Greg Keaton, my Store Manager when I was first hired, that employees should not discuss their pay among each other. District Managers throughout my career with Sterling also told me that employees should not discuss their pay. Because of Sterling's policy, it is difficult for women to identify instances where they were paid less than male employees doing the same job. Nevertheless, I am aware of male employees being paid more than female employees for doing the same job because I learned their pay during conversation or in my capacity as Store Manager.
4. For example, in 2005, when I was the Assistant General Manager of the Jared store in Frisco, Texas, I was paid \$38,000 per year. That comes to approximately \$16 to \$17 an hour for a 44 hour work week. At that same time, Male Employee [REDACTED] was paid \$16.00 an hour as a Sales Associate. I learned Male Employee [REDACTED] pay in conversation with another General Manager in the district, Tanya Roberts.

Roberts was the General Manager of the Jared store in Hurst, Texas. Another Sales Associate at the store at that time, [Male Employee] was paid \$23.00 an hour, which was more than what I was paid as Assistant General Manager. I also learned [Male Employee] pay in conversation with Roberts at that time.

5. [Female Employee] is the current Diamond Department Manager at the Jared store in Frisco, Texas. I learned in conversation with [Female Employee] that she currently is paid \$12.00 an hour. This is less than the male Sales Associates, referenced in paragraph 4, were paid in 2005.
6. When I was promoted to the General Manager of the Jared store in [redacted], California, in August 2006, I was paid \$70,000 a year. I trained male Manager In Waiting, [Male Employee] in 2006 and 2007. He told me at that time that he was paid \$80,000 a year as a Manager In Waiting.
7. Female employees also experienced discrimination because of the manner by which Sterling made promotions. Job openings and promotional opportunities were not posted via a formal job posting system. An employee would only find out about a promotional opportunity via word of mouth or if the Store Manager chose to tell his or her employees at the store about it.
8. While employed by Sterling I experienced sexual harassment. When I was a Store Manager at the Jared store in [redacted], California in 2006 through 2007, [redacted] was a **Executive** [redacted]. In mid-June 2007, [redacted] visited my store. We went to lunch that day. During lunch, [redacted] told me about his wife's "boob job." He asked me what size my cups were. I told him, "Is it OK with your wife to ask me that? It's

not OK with me." [REDACTED] said that his wife lets him do what he wanted and that it wasn't cheating if his wife did not mind. He also showed me a picture on his cell phone of his wife naked. He tried to show me several more pictures even after I told him I did not want to see them. He said, "Oh, you know you want to see."

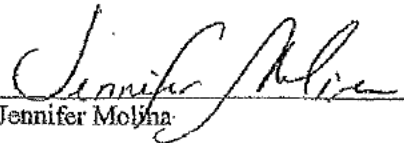
9. Later that day, at the store, he asked me to go out for drinks after work. My sister happened to be at the store, and I decided that if my sister would go then I would. We all ended up going out to a sports bar. He sent me a text message that stated, "I'm still waiting for my e-cup pic."
10. After that, when I ran into [REDACTED] at company events, he sought me out. This was intimidating to me because he was with the [REDACTED] division of Sterling, which investigates allegations of theft among employees. As such, he appeared to have a lot of power within the company to cause employees to be terminated.
11. After that visit, in August or September 2007, I contacted [REDACTED] regarding unpaid account screens for jewelry repairs totaling \$187.00. [REDACTED] told me to pay the amount and that we would figure out later what had occurred to cause the screen to show an unpaid repair bill. I paid the \$187.00 out of my own pocket. [REDACTED] told me that an unpaid bill was grounds for termination. I asked [REDACTED] to conduct an investigation because I knew I had done nothing wrong.
12. While this was occurring, [REDACTED] told me that there had been a call to TIPS, the Sterling hotline. The caller had stated that, "Jennifer won't get fired because she has something on [REDACTED]." [REDACTED] asked me why I would say I had something

on him. I told him that I had not said that. I had not complained about [REDACTED] behavior because I was afraid of retaliation. My District Manager, Gretchen Grawnder was informed about the call, and I learned she had talked with [REDACTED] about it.

13. District Manager Grawnder fired me in mid-September 2007. She said I was terminated over the jewelry repair bill. I asked Grawnder to conduct an investigation into the bill because I knew that I had done nothing wrong, and she assured me that she would. I have no knowledge that any investigation of the repair bill was conducted as I had requested. I called Vice President Barry Fernholdz around September 17, 2007, to investigate the incident and my termination. I received a call back from someone in Human Resources in October 2007, stating that she was returning my call for Fernholdz. The Human Resources person took my information and said she would look into the incident and my termination. I received a call back from her in which she told me that she had looked into the repair bill and that the reasons to terminate me still stood.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

20 day of March, 2009.


Jennifer Molina

A167

AMENDED DECLARATION OF ALAN MONG

1. I, Alan Mong, am over the age of 18, am competent to testify to the following from my personal experience and knowledge, and declare as follows:
2. I was employed by Sterling Jewelers, Inc. ("Sterling") as a jewelry sales associate from approximately July 2004 until approximately October 2005. During that time, I worked with Jacquelyn Boyle, Carol King, Dawn Souto-Coons, and Marie Wolf at Sterling owned and operated Jared The Galleria of Jewelry in Brandon, Florida.
3. I was hired as a sales associate by the former general manager Aaron Scott at an hourly rate of \$13.50. When I discovered that I was hired at a higher hourly rate than Jacquelyn Boyle, Carol King, and Marie Wolf, I was more than surprised. I had no prior jewelry experience before working for Sterling whereas each of these women had substantial jewelry industry experience and established track records working in the jewelry sales industry.
4. Prior to my employment with Sterling, my only commission sales and retail sales experience involved the selling of laminate floors. I performed this line of work for about a year and a half. Prior to that, I worked as a traffic reporter. I had no prior experience in the jewelry industry and limited experience with commission and retail sales before working for Sterling.
5. Jacquelyn Boyle and I were hired a few months apart and went through the Sterling training program together. Ms. Boyle was good with customer and was quite knowledgeable about jewelry due to her prior employment selling fine jewelry for Service Merchandise. Additionally, Ms. Boyle has a four-year college degree and frequently received high standard performance ratings from Sterling managers. Ms.

Boyle and I were similarly situated in that we performed substantially equal work that required equal skill, effort, and responsibility under similar working conditions. This included generating jewelry sales, providing customer service, processing credit payment protection plans and warranties, generating repair sales, and assisting other sales associates in the completion of a sale. Because of Ms. Boyle's education and prior relevant work experience in the jewelry industry, I was surprised to learn that Ms. Boyle was earning less per hour than I was. I do not believe there was any non-discriminatory justification for paying Ms. Boyle less than me.

6. Carol King has over twenty-five years of experience selling fine jewelry and managing stores in the jewelry industry. I typically sought out Ms. King when I had questions about jewelry sales or any work-related procedures. Ms. King was by far the most knowledgeable and experienced sales associate at the Brandon, Florida Sterling store. Ms. King and I were similarly situated in that we performed substantially equal work that required equal skill, effort, and responsibility under similar working conditions. This included generating jewelry sales, providing customer service, processing credit payment protection plans and warranties, generating repair sales, and assisting other sales associates in the completion of a sale. I was informed by female employees in my store that Ms. King was paid less per hour than I was. I do not believe there was any non-discriminatory justification for paying Ms. King less than me.

7. Marie Wolf was the top producer in the Brandon, Florida Sterling store. She has reached the million dollar mark in jewelry sales, an outstanding accomplishment. I mistakenly believed Ms. Wolf was the highest paid sales associate in our store and later learned that Ms. Wolf was earning less per hour than the three male sales associates she

frequently out performed. Ms. Wolf and I were similarly situated in that we performed substantially equal work that required equal skill, effort, and responsibility under similar working conditions. This included generating jewelry sales, providing customer service, processing credit payment protection plans and warranties, generating repair sales, and assisting other sales associates in the completion of a sale. I do not believe there was any non-discriminatory justification for paying Ms. Wolf less than me.

8. Towards the end of October 2005, I arrived at work one day to learn that an attorney representing Sterling was conducting interviews of employees in my store. We were given no prior notice of this meeting nor given any information regarding the subject of the meeting. One by one, each employee was called into the office. When it was my turn, I walked into the office and sat in an empty chair across from the attorney. Sterling's Human Resources Director, Mary Ellen Mennet, was also present in the office. Sterling's attorney asked me questions about Company policies and practices. She asked me to confirm employment information, including, but not limited to, my dates of employment, previous work experience and earnings, and my initial and current rates of pay. As we spoke, the attorney made a few edits to a pre-typed document on her laptop computer. At the conclusion of the interview, the attorney printed out the document and asked me to read it and sign it.

9. The document that Sterling's attorney requested I sign was several pages long. I reviewed it quickly; still with no indication of why I was being interviewed or why the Sterling attorney and my Human Resources Director wanted me to confirm my statements in writing. I do not feel like I had fair opportunity to review the legal document adequately. Moreover, it was intimidating sitting in a Company office with the

Company's head Human Resources Director while an attorney asked me questions about my employment practices. I was mainly focused on answering the attorney's questions, signing the document the attorney prepared, and resuming my work day. I did not know at the time, that the document I signed, which I now know is called a declaration, could be used against female employees of Sterling, like Ms. Boyle, Ms. King and Ms. Wolf, who I believe were not paid fairly.

10. I believe that female employees of Sterling such as Ms. Boyle, Ms. King, Ms. Wolf and Ms. Souto-Coons have been discriminated against in regards to pay and promotion because each of these women did not receive the same pay and promotion benefits as other equally or less qualified male employees who worked in and around Sterling's Brandon, Florida store.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 27th day of August, 2007.


ALAN MONG

A168

DECLARATION OF KEVIN NELSON

1. My name is Kevin Nelson, I am a male, over the age of 21, who resides in Benton, Arkansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in February 2005, as a Sales Associate at the Kay store in the McCain Mall, in North Little Rock, Arkansas. I continued in that position until October 2006, when I was transferred to the Kay store in the Park Plaza, in Little Rock, Arkansas. I continued in that position until March 2007, when I was promoted to Assistant Manager at that same store. I continued working as Assistant Manager until October 2008, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Dan Waltchack when I first started working for the company that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
4. For example, in 2006, I was paid \$11.00 an hour as a Sales Associate at the Kay store in the McCain Mall, in North Little Rock, Arkansas. Female Employee a female Sales Associate at that same store, was paid \$9.30 an hour at that time. I learned Female Employee pay in conversation with her in 2006.

5. I also was paid more than [Female Employee] a female Sales Associate at the Kay store in the Park Plaza. She was hired in August 2008, and was paid \$9.50 an hour. I learned [Female Employee] pay in conversation with her.
6. [Male Employee] another male Sales Associate at the Kay store in the Park Plaza, in Little Rock, Arkansas, was also paid more than Hunter. [Male Employee] was hired around the same time as Hunter, and had similar experience. [Male Employee] was paid \$12.50 an hour.
7. By 2007, I was paid \$12.50 an hour as a Sales Associate at the Kay store in the Park Plaza, in Little Rock, Arkansas. This was more than female employee [Female Employee] (no relation to me), the Third Key at our store was paid. I learned in conversation with [Female Employee] that as of October 2008, she was only paid \$10.70 an hour. I learned [Female Employee] pay in conversation with her this year:
8. When I became an Assistant Manager in March 2007, at the Kay store in the Park Plaza, in Little Rock, Arkansas, I was paid \$13.50 an hour. [Female Employee] was promoted to Assistant Manager around that same time, at the Kay store in the McCain Mall, in North Little Rock, Arkansas. I learned in conversation with [Female Employee] that she was paid \$10.55 an hour as Assistant Manager at that time.
9. During my employment at Sterling, I observed job openings and promotional opportunities were not posted via a formal job posting system.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 12th day of January, 2009.


Kevin Nelson

A169

DECLARATION OF CHRISTOPHER NEWTON

1. My name is Christopher "Chris" Newton. I am a male, over the age of 21, who resides in Taunton, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I began my employment at Sterling Jewelers Inc. ("Sterling") in approximately May 1997 as a Sales Associate at Beldeu, store number 261, located in Brockton, Massachusetts. I was promoted to Assistant Manager in approximately September 1998, and then promoted to Store Manager in approximately May 2000 at the same store. In approximately January 2001, I transferred as Store Manager to Kay, store number 1245, located in Hanover Mall in Hanover, Massachusetts. I then transferred as Store Manager in approximately March 2002 to Belden, store number 383, located in Silver City Galleria, in Taunton, Massachusetts. In approximately January 2005, I transferred as Manager-in-Waiting to Kay, store number 1283, located in North Dartmouth Mall, in North Dartmouth, Massachusetts, and I was promoted back to Store Manager within the same month (January 2005). I transferred as Store Manager in approximately October 2006 to Kay, store number 1218, located in South Shore Plaza in Braintree, Massachusetts. In approximately August 2008, I returned as Store Manager to store number 1283, and I remained at this location until I left Sterling in approximately November 2010.

3. District Manager Lou Silva told me when I was hired that Sterling had a policy which prohibited employees from discussing pay with one another. This policy was reiterated to me by every subsequent District Manager I worked under as a Store Manager. District Managers Bill Mooney, Mark Person, Jim Kowalik, and Sonya Wilking told me that as Store Manager, I had to tell my employees they could not discuss pay with one another. Under their direction, I told employees about the policy when they were hired and when they received a pay increase.

Sterling's policy against discussing pay was taken very seriously and violation of this policy could lead to termination.

4. In fact, as Store Manager, I was instructed by District Managers to discipline employees who violated Sterling's policy against discussing pay. In approximately 2003 or 2004, a female Sales Associate [name unknown] at store number 383 told me she and another Sales Associate discussed their pay while at the store. She made it clear to me that she discussed her pay with another Sales Associate, which is a violation of Company policy. I reminded her that she was told at the time she was hired about Sterling's policy which prohibited employees from discussing pay with one another. The Sales Associate's performance was subpar at the time, but could have possibly improved with further training. However, given the seriousness of violating the policy against discussing pay, she was terminated.

5. In approximately August 2007 at store number 1218, I learned from either my Assistant Manager or District Manager that Sales Associate Diane Thielker had recently discussed her pay with other Sterling employees. Although I did not witness it, it was brought to my attention because discussing pay was a serious violation of Company policy. Even though I was aware of the seriousness, I did not want to issue a written reprimand against Ms. Thielker because she was one of my best employees and highest performers. Given the seriousness of the violation, District Manager Sonya Wilking directed me to counsel Ms. Thielker and issue a write-up citing the violation. A copy of that Employee Counseling Report is attached to this Declaration. My signature, along with District Manager Sonya Wilking appears on the report. Because Ms. Thielker was such a good employee, I did not agree that her actions warranted a counseling and write-up, but I had to follow my District Manager's orders. My District Manager even dictated what had to be included in Ms. Thielker's Employee Counseling Report. The language of Ms.

Thielker's Counseling Report was written verbatim from my District Manager's dictation. When I told Ms. Thielker that I had to counsel her because she violated the policy she stated, "You're just one of Sterling's soldiers," meaning she recognized that I was following orders from the District Manager and above. She was right, I was carrying out Sterling's orders and enforcing the policy against discussing pay under the direction of my District Manager.

6. Although employees were severely disciplined for discussing pay, I learned of Store Manager Ellen Contaldi's pay because we were friends and discussed pay in private after she left Sterling. When I replaced Ms. Contaldi at store number 1283 in approximately 2008, I was paid more than she was paid as Store Manager at that store. Ms. Contaldi would not have known that she was underpaid because Sterling employees were not allowed to discuss pay with one another.

7. At Sterling, promotion opportunities were not posted in the stores. In approximately 2008 Sterling began allowing employees to register their interest in jobs to which they might be interested in being promoted on the Career Advancement Register ("CAR"). As Store Manager, I encouraged employees to post on CAR, but I honestly did not think it was used for selecting candidates for promotion. From my experience, considerations for promotion were not influenced by whether an employee was registered on CAR. Throughout my employment at Sterling, I observed that promotions were made by the District Manager singling out employees to inform them of promotion opportunities. Not every employee in the store was informed of promotional opportunities. Even after CAR was implemented, the District Manager typically knew who would be promoted, irrespective of CAR. As Store Manager at store number 1283, almost every time an employee was promoted, I was instructed by the District Manager to tell the employee who had been selected for promotion to post their interest on CAR. This meant the

District Manager did not search for candidates on CAR, rather, employees were singled out for promotion first and then told to post on CAR.

8. One way for female employees to gain the District Manager's attention and increase the probability of obtaining a promotion was through a sexual relationship. In approximately 2002 or 2003, I observed that District Manager [REDACTED] and Store Manager [REDACTED] had a sexual relationship. Ms. [REDACTED] also told me that she and Mr. [REDACTED] had a sexual relationship. Their relationship was pretty public, in that they would touch each other while at the store. In approximately 2002 or 2003 I visited store number [REDACTED] and witnessed Ms. [REDACTED] sitting on Mr. [REDACTED]'s lap at the store.

9. I attended the Florida Managers' Meeting ^{Annual Managers' Meeting} [REDACTED] in ^{Annual Managers' Meeting} [REDACTED] Florida from 2000 until 2003 and 2005 until 2010. I observed excessive drinking among Sterling Managers and Executives. The alcohol was readily available for consumption. Every night at ^{Annual Managers' Meeting} [REDACTED] Sterling provided alcohol for each table during dinner. It seemed as if everyone at ^{Annual Managers' Meeting} [REDACTED] was drinking excessively, including **Executive** [REDACTED]. In approximately 2003, I met [REDACTED] at a bar on [REDACTED] during a night of drinking at ^{Annual Managers' Meeting} [REDACTED] was at the bar buying alcoholic drinks for Sterling Managers. He even bought me and my female friends, who were Sterling Managers, a round or two of drinks at the bar on [REDACTED]

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 12th day of JUNE, 2013.



EMPLOYEE COUNSELING REPORT MC

Employee's Name: <u>DIANE TRIELKOR</u>	Store #: <u>1218</u>	Date: <u>8-3-07</u>
Employee Number: <u>159957</u>	Employee's Position: <u>PT SALES</u>	Hire Date: <u>10-18-04</u>
Counselor's Name: <u>CHRISTOPHER NEWBEN</u>	Counselor's Position: <u>STORE MANAGER</u>	
Counselor's Employee Number: <u>843467</u>		
Area(s) Discussed:		
<p>unprofessional + inappropriate conversations unbecoming of a sterling employee, within store. Employee previously engaged in conversations regarding alleged rates of pay regarding other employees, these comments have been overheard by other team members as well as area manager. These comments are not only unprofessional + uncalled for but also inappropriate. Any discussions regarding payroll need only to be made between said employee + mgr. having inappropriate discussions only contribute to and fosters ill will amongst team members as well as being a direct violation of sterlings code of conduct. Should said employee choose to engage in any further conversations regarding any payroll matters with anyone other than store manager human resources will be notified and additional disciplinary actions will result up to and including termination.</p>		
Corrective Action Necessary:		
<p>There are to be no more additional inappropriate further conversations + will result in additional disciplinary actions up to and including termination.</p> <p>This was verbally discussed + planned documented with said employee on Friday July 20th.</p>		

EXHIBIT 1

Time Period In Which Corrective Action is to be Completed:

IMMEDIATE + SUSTAINED

Employee's Comments:

I feel I'm being discriminated against because a woman in this company where men always make more money than women and we're getting a wage as employees less after taking sales, and I'm pulling his own weight, but he is coming back to I feel I'm being discriminated against, I made an offer to suff. termination, which didn't mean much of now I'm getting reprimanded. Amazing

Counselor's Comments:

THIS WAS ALREADY DISCUSSED WITH SAID EMPLOYEE ON FRIDAY JULY 20TH + WILL NO LONGER BE TALKED IN THE STORE

Diane A. Wheeler 8/3/07
Employee's Signature Date

Donna Hilling DM 8/8/07
Supervisor/Department Head Signature Date

[Signature] 8/13/07
Manager/Assistant Manager Signature Date

[Signature]
Human Resources Signature Date

For Home Office Use Only
ACT REP MC PR DS PV SH

A170

DECLARATION OF PAULA NIETO

1. My name is Paula Nieto. I am a female, over the age of 21, who resides in Ft. Myers, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as an Assistant Manager at the Kay store in the West Palm Beach Mall in West Palm Beach, Florida in approximately November 2003. I remained in that store until approximately May 2004, when I transferred to the Kay store in Hialeah, Florida as a Store Manager. I managed the Hialeah store, store #1861, until approximately March 2008, when I transferred to the Jared division and worked at the Jared Galleria of Jewelry in Ft. Myers, Florida as an Assistant Manager. In July 2008, I transferred to the Jared Galleria of Jewelry in [REDACTED] Florida as the Assistant Manager. I remained in this position until approximately November 2008, when I voluntarily stepped down to a full-time Sales Associate position in the same store. I was a full-time Sales Associate at that store until approximately July 2009, at which time my employment with Sterling was terminated.
3. During my employment at Sterling, I was an exemplary employee. For example, as Store Manager from 2004 through early 2008, I had the highest increase in profitability and volume, the highest volume of credit applications and the highest sales of warranties of any stores in my district. I won recognition for my achievements and was awarded incentive trips each year that I was a Store Manager. I increased the volume of sales in my store from under a million dollars when I started to over two and a half million by the time I left. I was nominated twice for Manager of the Year.

4. Although I was told by District Manager Julio Chinchilla that salaries for Store Managers are non-negotiable and are based on the size of the store, I have discovered that this is not really the case.
5. During my employment at Sterling, I have observed that Sterling has a policy prohibiting its employees from discussing their pay. District Managers Chinchilla, Fernando Fernandez and Greg Weigman told me that it is against company policy for employees to discuss their pay. As Store Manager, I was required to tell employees that their pay is confidential and that they should not open their paychecks in front of anyone else. Because of this policy, it is difficult for women to identify instances where they are paid less than male employees performing the same job. Nevertheless, I am aware of male employees being paid more than female employees doing the same job.
6. For example, in June 2008, I had voluntarily stepped down from a Store Manager to an Assistant Manager position and transferred to a store that had only been open for a few months. **Male Employee** the previous Store Manager of that store was a male who had had recently been demoted. He had not been working for Sterling for very long and had only been a Store Manager for approximately three months before he was demoted. When I first arrived at that store, I was in the office and found one of Mr. **Male Employee** pay stubs. That is how I discovered that his salary was \$55,000 per year. This was shocking to me because my previous salary as a Store Manager with over three years of experience was \$45,000 per year. Even now, over a year later, the volume of that store is not as high as the volume of the store that I had managed.
7. In approximately the end of 2008, a male, **Male Employee** was hired to work in my store as a full-time Sales Associate. Although he had never worked in the jewelry industry

before, his rate of pay was set at approximately \$13/hour. At the same time, there was a female full-time Sales Associate, [Female Employee] who had retail jewelry experience yet she was making only approximately \$11/hour. [Female Employee] was a female with no prior jewelry experience and she made approximately \$10 or \$11/hour. I was aware of these pay rates because of my role as Assistant Manager.

8. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it is already interested in promoting about specific management openings.
9. Within the last couple of years, Sterling has implemented a system in which employees may formally notate their interest in promotional opportunities. In my experience, the way this system works is that Store or District Managers decide who they want to promote and then they tell that person that they must first register their interest for that position on the internet.
10. I know of two examples to illustrate this point. First, in early 2008, when I requested to my District Manager that I be transferred to Fort Myers, he told me that I could have the transfer, but that I'd have to register for it first.
11. Second, in approximately early 2009, the Store Manager where I worked decided to promote a male, [Male Employee] from a full-time Sales Associate to Diamond Department Manager. After the decision was made, Mr. [Male Employee] was informed about the promotion and was told that he must first register his interest for the position on the internet. Mr.

Male Employee was not familiar with the procedure for registering his interest and as Assistant Manager, I helped him do it. Although one of the requirements for that position was that the applicant hold a certain certification and Mr. **Male Employee** didn't hold that certification, he was promoted to Diamond Department Manager anyway.

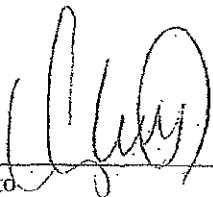
12. During most of my employment with Sterling I was very interested in promotional opportunities and was willing to relocate for those opportunities. I regularly informed my District Manager Julio Chinchilla and my Regional Vice President Michelle McFarland that I was interested and available. They always responded that they would let me know when something was available, but they never did inform me about any openings for which I could apply.
13. In approximately September 2006, a male **Male Employee** was promoted to a Kay's store in the Broward Mall. I would have been very interested in that position had I been aware of the opening because the volume of that store was higher than mine. **Male Employee** had been running a store in the same district as me, but his numbers weren't anywhere near as good as mine. After **Male Employee** was promoted, I asked District Manager Chinchilla why he got the promotion and I never even heard about the opening. Mr. Chinchilla changed the subject and never gave me an answer to my question. I believe it is very likely that there were other openings for which I would have been qualified and interested, had I been informed about them.
14. I was also interested in the District Manager Training Program. Because my store was consistently the best in the district, I felt that I had a good chance to be considered for a District Manager position. I asked my District Manager, Mr. Chinchilla if I could be enrolled in the District Manager Training Program and he responded that he'd have to

discuss it with Regional Vice President Michelle McFarland. Mr. Chinchilla never mentioned it to me again. Around the same time, a male Store Manager who was a fairly new employee to Sterling was enrolled in the program. I had been an extremely high performing Store Manager for a few years by that point.

15. Another time that I was passed over for a promotion was in approximately early 2009. I had voluntarily stepped down to a Sales Associate position and was ready and interested in going back into management. There was an opening for a Diamond Department Manager and I was very interested in it. Instead, a male Male Employee was brought in from a different store for that position. Male Employee had worked for Sterling for approximately one or two months before he was promoted to that position.
16. In approximately October, 2008 I lodged a complaint against my District Manager, Greg Weigman, for a comment he made about a Porter who worked in our store. Mr. Weigman noticed that the Porter spoke only Spanish and asked why we hired someone we couldn't communicate with. This comment was reported to me by another employee who saw it as discriminatory. As Assistant Manager, I was obligated to report this comment to Human Resources. Although I requested that the complaint be kept anonymous, Mr. Weigman was informed that I was the person making the complaint. His demeanor towards me changed after that incident.
17. Shortly after making that complaint, when I stepped down from my Assistant Manager position, I was often not permitted to take the breaks that are required for hourly employees. The store management was aware that I was being required to work through my breaks. Sometimes they would even retroactively "adjust" my time card to show that I had taken a break when I really had not. After I had been personally named as making a

complaint against my District Manager, I was afraid to register a complaint about my lack of breaks, and therefore did not do so.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 16 day of SEPTEMBER, 2009.



Paula Nieto

A171

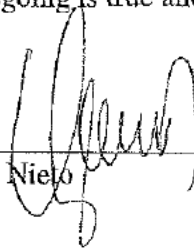
SUPPLEMENTAL DECLARATION OF PAULA NIETO

1. My name is Paula Nieto. I am a female, over the age of 21, who resides in Ft. Myers, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on September 16, 2009.
3. In the previous Declaration, I referred to the District Manager against whom I lodged a complaint in October 2008 as Greg Weigman. The correct spelling of his name is Greg Waidmann.
4. As a Store Manager at Sterling, I attended the ^{Annual Managers' Meeting} Managers Meeting ^{Annual Managers' Meeting} each year from 2004 through 2007. At the Meeting, I observed that many Sterling employees went out drinking after hours to the point of drunkenness, including those at the Store Manager and District Manager level. However, I was not surprised to see District Managers drunk, because Sterling employees who attended the ^{Annual Managers' Meeting} were generally aware that this type of behavior was expected to take place at ^{Annual Managers' Meeting}.
5. I was further aware of District Managers engaging in sexual affairs with female subordinates at the Meeting. For example, one year I saw a District Manager talking to a female Store Manager at a bar during the ^{Annual Managers' Meeting}. Both of them were drunk, and I recall that they left together.
6. During my time at Sterling, I came to know of ^{Annual Managers' Meeting} reputation as a womanizer of Sterling's female employees from Sales Associates and Store Managers who I worked with. I also saw ^{Annual Managers' Meeting} drinking and socializing with Sterling female employees on incentive trips as well as at the ^{Annual Managers' Meeting}. For

example, I saw him drinking in the pool outside the hotel where the Annual Manager's was held, all the while flirting and looking at the Sterling female managers in the pool who worked for him in a creepy way. The company had an anti-fraternization policy, and this behavior was in clear violation of the policy. It gave me an unpleasant feeling that the top management of my company was breaking his company's own policy in this manner

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 30 day of October, 2012.

Paula Nieto



A172

DECLARATION OF MICHELLE NOLAN

1. My name is Michelle Nolan. I am a female, over the age of 21, who resides in Greenwich, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as an Assistant Manager at the Kay store in the Wilton Mall in Saratoga, New York in approximately 2001. I remained in that store as an Assistant Manager until I left Sterling in approximately 2007.
3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay with other employees, and that the consequence for violation of that policy could include dismissal. I was informed of this policy by District Manager Joanne Falta during my first interview with her in 2001.
4. Because of that policy, it was difficult for me or other women to identify instances where they were paid less than male employees performing the same job. However, I believe that women were paid less than men for performing the same jobs. Specifically, there was a male Assistant Manager at another Sterling store in the same mall where I worked (Eric, LNU) and a co-worker of his accidentally found out what his salary was and then let it be known. Although I had more experience and my sales were better, his salary was reportedly higher than mine. Because of Sterling's policy against discussing this type of information, I did not mention the discrepancy to my Store or District Manager.

5. During my employment at Sterling, I also observed that women experienced discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific management openings.
6. From my first day at Sterling, I was interested in becoming a Store Manager. I made my interest in a Store Manager job known to my District Manager when I was hired. Prior to working at Sterling, I had jewelry industry experience at Ed Levin, Inc., where I worked in customer service and in quality control for approximately eight years. I also owned and operated my own restaurant for approximately eight years. Because of my extensive management experience and the fact that I had worked in the jewelry industry for many years, I believed that this was a reasonable goal. During my initial interview with District Manager Joanne Falta, she told me that if I was good, I could win trips, earn lots of money through commissions and that promotions would follow. I expressed an interest in having my own store, and Ms. Falta said that as opportunities became available, I would be able to get my own store down the road.
7. In the beginning of my employment, in approximately 2001, I was informed by Ms. Falta that job vacancies were posted on the company's e-mail system and that as openings were announced, the Store Manager and Assistant Manager were to discuss these openings with their staff to ascertain who was interested and then reply to the e-mail with a list of the names of the interested parties. However,

during my employment at Sterling, there were at least three instances where openings for Store Manager positions in our district were not provided to us, by e-mail or otherwise. In each of those times, the Store Manager and I were informed that males had been promoted to a Store Manager position only after the promotion had already taken place. In each of these instances, I was more qualified than the males that were promoted.

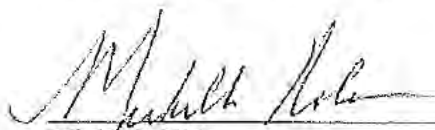
8. For example, in my second year with Sterling, I was a President's Club member. This is a very exclusive group at Sterling and is a testament to excellence in sales. Some time after I achieved this distinction, I received an announcement that [REDACTED] a male Assistant Manager with less time at Sterling, less management experience, and a lower sales volume had been promoted to a Store Manager position in my area. Not only would I have been interested in the position had I been aware of it, my Store Manager, Wendy Avila, also would have been interested in it because it was a higher volume store than ours and it would have been considered a promotion for her. She also was not aware of the opening until after the position was filled.
9. Some time after that, the same thing happened again. A male, [REDACTED] with less Sterling experience and no management experience of which I am aware was promoted from an Assistant Manager to a Store Manager position in Vermont. I did not learn about this vacancy until after the position had been filled. If I had, I most certainly would have applied for it.
10. The last promotion that was given to a less-qualified male went to [REDACTED] in approximately 2007. Again, he was promoted from an Assistant Mauager

position to a Store Manager position before I even found out about the opening. This promotion occurred in my district at the Kay store at the Aviation Mall in Glen Falls, New York.

11. In general, ^{Male Employee} [redacted] and other males seemed to be treated more favorably than female employees in ways other than higher pay and promotional opportunities that were not granted to females. For example, Assistant Managers were required to work every Saturday from open to close. ^{Male Employee} [redacted] was the only Assistant Manager who was not required to do this. I do not know of any women who were allowed to do this. Another example is that a male Store Manager, Larry (LNU) was allowed to violate the vacation policy in which we were required to only take vacation from Sunday to Sunday. For some reason, he was allowed to leave for vacation in the middle of the week, which was specifically prohibited for everyone else. I never observed any women who were allowed to do this.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

14 day of MARCH, 2012.



Michelle Nolan

A173

DECLARATION OF DEANNA NOONAN

1. My name is Deanna Noonan. I am a female, over the age of 21, who resides in Interlochen, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1993, as office help, in the Osterman store in the [REDACTED] in [REDACTED] Michigan. I continued in that position for approximately two months, when I became a Sales Associate at that same Osterman store. I continued in that position for approximately two and a half years, until 1995, when I was promoted to Assistant Manager at that same store. I continued in that position for approximately two years, when I was promoted to Store Manager in 1997 at that same store. I continued in that position for approximately four years, until 2001, when I became a Sales Associate at that same store. I continued working as a Sales Associate for a couple months, until I left the company in 2001.
3. I began working for Sterling again in approximately October 2003, as a Sales Associate at the Osterman store in the [REDACTED] in [REDACTED] Michigan. I continued in that position until the spring or summer of 2004, when I was promoted to Store Manager of the Kay store in the [REDACTED]. I continued in that position until 2005, when I left the company.
4. During my employment with Sterling, I won several awards for my work performance. For example, I was in the President's Club in 1994 and 1995. As Store Manager, I won bonus trips for my store's performance in 1998, 1999, 2000, and 2001.

5. While employed at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager David Ginsburg and District Manager Al Kanigers when I was first hired that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Store Managers throughout my employment with Sterling have told me the same thing. Pursuant to this unwritten policy, as Store Manager, I told my employees that they were not to discuss their pay with other employees.
6. In approximately 2004, when I was Store Manager of the Osterman store in the [REDACTED] two female Sales Associates, Misty Atkins and Alison Berge, learned that some male Sales Associates were paid more and they complained to me. District Manager Gordon Provenzano found out about this, and yelled at me, "Deanna, you gotta discipline those girls. You have to tell them they can get fired for that."
7. Because of this policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation or in my capacity as Store Manager.
8. For example, [Male Employee] was a Sales Associate at the Osterman store in the [REDACTED] some time in 1993 to 1995. [Male Employee] told me he was being paid approximately \$7.50 an hour. At that same time I was the top seller at the store and was paid \$5.00 an hour as a Sales Associate. I had started at that store within about 3 weeks of [Male Employee]

9. **Male Employee** was the Store Manager at the Osterman store in the [REDACTED] [REDACTED] in approximately 1993. **Male Employee** told me that he was paid \$36,000 to manage this store. When I became Store Manager in approximately 1997, I was paid only \$28,000. **Male Employee** told me his salary during a conversation sometime between 2000 and 2004.
10. **Male Employee** was the Store Manager of the Osterman store in the [REDACTED] [REDACTED] immediately before me. He told me that he was paid \$35,000 to manage the store. When I was promoted to manage that same store, I started at \$28,000. I had a conversation with **Male Employee** in 1998, and I told him my pay. **Male Employee** replied, "Oh Dee, that's not right" and he told me I was underpaid.
11. **Female Employee** was the Store Manager of the Osterman store in the [REDACTED] [REDACTED] who replaced me in 2001. She told me in conversation that she was paid \$28,000 as Store Manager.
12. When I stepped down from Store Manager in 2001, I was paid \$14.50 as a Sales Associate. **Male Employee** the male Store Manager of the Kay store at that same mall, the [REDACTED] stepped down that same week. His starting pay as a Sales Associate after he stepped down was \$15.50. As Store Manager, I had outperformed **Male Employee**. My store was given higher and higher sales goals, and I met them, while **Male Employee** failed to meet his store's goals.
13. Women also suffered discrimination at Sterling because of the manner by which promotions were made; Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system in

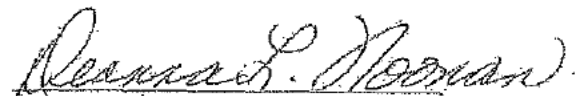
which only those employees that Sterling was already interested in promoting were notified of particular management openings.

14. During my employment with Sterling, I experienced a threat to my job if I participated in another employee's complaint against the company. In 1998 or 1999, [REDACTED] was the Assistant Manager of the Kay store in the same mall [REDACTED] as the Osterman store in which I worked. Male Store Manager [REDACTED] fired [REDACTED] and told her that she had to sign a piece of paper before she left. [REDACTED] refused to sign the paper, and [REDACTED] stood over her and said he'd stand over her until she signed it. [REDACTED] signed the paper under this intimidation. She then came over to my Osterman store and told me what happened. I told her to call TIPS. [REDACTED] got an attorney and sued the company over this incident.

15. Afterwards, District Manager [REDACTED] called me and told me that if I ever talked about this incident to anyone I would be fired. At that time, [REDACTED] attorney wanted me to be a witness. [REDACTED] told me that if anyone asked me any questions and I told them about any of this, I would be fired and he would deny he said this. As a result of this threat, I told [REDACTED] that I could not get involved in her lawsuit as a witness.

16. I attended Sterling's Manager's Meetings in Florida from 1997 to 2001. There was a lot of drinking and sleeping around at these events.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 29 day of September, 2008.


Deanna Noonan

A174

Declaration of Kendra Oliver

1. My name is Kendra Oliver. I am a female, over the age of 21, who resides in Salisbury, North Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. ("Sterling") from approximately May 2003 to February 2007. I began working as a Sales Associate at the Kay store in the Concord Mills Mall, in Concord, North Carolina, in approximately May 2003. I was promoted to Assistant Manager at the Kay store in the Carolina Mall, in Concord, North Carolina, a couple months later. I worked as Assistant Manager until approximately October 2003, when I transferred to the Kay store in [REDACTED] North Carolina, as Assistant Manager. I continued in that position until August 2004, when I was promoted to Store Manager at that same Kay store in [REDACTED] North Carolina. I stayed in that position until February 2007, when I left employment with Sterling.
3. Before being employed by Sterling, I had management experience with J.C. Penney as the jewelry department supervisor in their store in Salisbury, North Carolina.
4. While I was employed by Sterling, I was aware that Sterling had a policy prohibiting employees from discussing their pay with each other. For example, when I spoke with my District Manager, Sue [REDACTED] about my pay rate, she would tell me, "This conversation is between you and I, and is not to leave the room."

5. This policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I learned their pay through conversation, or in my capacity as Store Manager.
6. For example, in 2006 I was speaking with **Male Employee** the Store Manager of the Kay store in Asheville, North Carolina. During the course of our conversation he told me that he made around \$50,000 a year. At that time I was paid only approximately \$35,000 annually as Store Manager of the Kay store in Salisbury, North Carolina, within that same District. I was shocked at this pay difference, and began looking for a new job soon after.
7. During my tenure as Store Manager, from approximately August 2004 through February 2007, I did not receive a raise, even though I had regularly requested one through discussions of this issue with my District Manager Sue [REDACTED] throughout this time. However, I learned that a male Store Manager in our district received a raise from Sterling. In approximately July 2005, Phillip (LNU), the Store Manager of the Kay store in Asheville, North Carolina, told me he had received a raise.
8. As Store Manager, I did not have the authority to set pay or award raises for the employees at the store.
9. Soon after I was promoted to Store Manager in 2004, I asked District Manager [REDACTED] whether there was a wage rate sheet or any guidance on setting the pay for newly hired employees. She said, "No, you just call me." It seemed to me that the District Manager would consult with the Regional Vice President or other

upper management regarding pay decisions. For example, when I was trying to get a higher pay rate approved for the Assistant Manager at my store, District Manager [REDACTED] told me she would have a talk with the Regional Vice President, Judy Martin.

10. During my employment with Sterling, Sterling's policy was not to post job vacancies or promotional opportunities. I observed there was no formal process for obtaining promotions or finding out about opportunities at the store or within the company. It appeared that the only way to find out about such openings was through word of mouth or if the District Manager told you.
11. I was interested in advancing at Sterling, and expressed this interest to my Store Managers, and to District Manager [REDACTED]
12. When I was Assistant Manager, in approximately 2003, I learned through word of mouth that there was an open Store Manager position at the Marks and Morgan store in the Carolina Mall, in Concord, North Carolina. I told District Manager [REDACTED] that I was interested in the position. Instead, it was filled with a male, Michael (LNU), from Asheville, North Carolina. I complained to [REDACTED] that I did not get the position, or even an interview for it. [REDACTED] replied that she didn't think I was really interested in it even though I told her I was interested in promotion opportunities.
13. During my time at Sterling, I observed that men were treated more favorably than women in other areas. For example, in my district I observed that male store managers were given more choice in their schedule than female store managers. District Manager [REDACTED] told me and other female store managers what days we

were to work. She also told us that we could not leave our stores on Saturdays unless our stores had met their sales quota for that day. In contrast, the male store managers were able to leave their stores even when they did not meet their Saturday sales goals. I learned this because I was sometimes tasked to call the stores in the district on Saturdays and check on the sales at 3:00, 6:00, and 9:00 p.m. When I called stores managed by male managers, such as Phillip (LNU) and Michael (LNU), and they hadn't met their goals, I learned that they had left at their scheduled hour even though they hadn't met their goals for that Saturday.

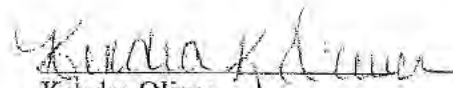
14. In approximately 2005, District Manager [REDACTED] was at the Kay store in [REDACTED] North Carolina, where I was Store Manager. She was speaking with Sales Associate Ashley Elliot about becoming an Assistant Manager, and offered her a salary of \$21,000 a year. She asked Elliot what she thought of that pay, and Elliot said it was too low. [REDACTED] then asked me what I thought of that pay, and I also said that I thought it was too little for Elliot, who was very competent. [REDACTED] became angry with me, and later told me that I had to decide whether I "want to be a mother or a manager." At this time I was pregnant, and felt that [REDACTED] was threatening my job.
15. I called Sterling Human Resources and complained about [REDACTED] comment. After this, [REDACTED] confronted me and was upset with me for calling Human Resources.
16. I attended the [REDACTED] Annual Managers' Meeting Managers Meetings [REDACTED] Annual Managers' Meeting in 2004, 2005, and 2006. There was a large amount of drinking and inappropriate behavior at these

meetings. In 2005 or 2006, I saw three store managers take off their clothes, get into the pool at the hotel, and climb up a waterfall that emptied into the pool.

17. I met [REDACTED] several times during my employment. I observed that at the [REDACTED] Annual Managers' Meeting he seemed to have his favorite female store managers and district managers, and he socialized with them at these meetings. I observed that these women were attractive, and it appeared that he was flirting with them. From speaking with other Sterling managers, I learned that [REDACTED] had the reputation for cheating on his wife.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 1st day of November 2012.


Kendra Oliver

A175

Declaration of Vicki Olson

1. My name is Vicki Olson (formerly Elliott). I am a female, over the age of 21, who resides in Pataskala, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in June 1997 as a Manager in Waiting at the Kay store in the [REDACTED] in [REDACTED] Ohio. In October 1997 I became the Assistant Manager of the Kay store [REDACTED] in [REDACTED] Ohio. In approximately May 1998 I transferred to be the Store Manager of the Kay store [REDACTED] in [REDACTED], Ohio. In May 1999 I transferred as Store Manager of the JB Robinson store [REDACTED] in [REDACTED], Ohio. I continued in that position until 2000, when I became the Store Manager of the Kay store [REDACTED] in [REDACTED], Ohio. I continued in that position until some time in 2002, when I became a Sales Associate at the Jared store at [REDACTED] in [REDACTED] Ohio. In June 2003 I became a Manager in Waiting at the JB Robinson store [REDACTED] at the [REDACTED] in [REDACTED] Ohio. I worked as a Manager in Waiting for a month, until I was promoted to Store Manager at the Kay store in the [REDACTED] in [REDACTED] Ohio. I worked as Store Manager at that Kay store in the Eastland Mall until 2004, when I transferred as Store Manager to the JB Robinson store [REDACTED] in the [REDACTED] in [REDACTED] Ohio, until I left the company in 2005.
3. Prior to Sterling, I had approximately four years in the jewelry business, including two years as a Store Manager of a retail jewelry store.

4. While I was employed by Sterling, I earned several awards from the company. I won five incentive trips throughout my career based on the sales performance of the stores I managed.
5. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay. As Store Manager I attended meetings led by District Managers where we were told that we were not permitted to discuss our pay. As Store Manager, I was expected to enforce this policy in the stores I managed, and I did this throughout my career.
6. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I learned this through conversation or in my capacity as Store Manager.
7. For example, in 2004 I was going to become Store Manager of the JB Robinson store in the [REDACTED] in [REDACTED] Ohio. I was to replace [REDACTED] Male Employee the store manager there who suddenly died. I told District Manager [REDACTED] that I wanted a salary of \$40,000 to manage this store, because although it was a high-volume store, its sales were down. [REDACTED] told me that he would have to "find out about that," which I understood to mean the Regional Vice President had to approve that salary. I found out from looking at the profit and loss statement that Sterling paid [REDACTED] Male Employee the male Store Manager, more than I was for the very same position.
8. I was also paid less than male employees holding positions below mine as Store Manager. For example, I learned that a male Manager In Waiting (MIW), a

position lower than that of Store Manager, was paid more than me as Store Manager. In 2002, Male Employee was the MIW at the Kay store at the in , Ohio. At this time, I was the Store Manager, and paid approximately \$30,000 annually. I saw Male Employee pay on the profit and loss statement, and saw that he was paid close to \$40,000 annually.

9. Soon after this, I learned about another male Male Employee who was being paid more as an MIW than I was as Store Manager. I learned Male Employee pay through conversation with my husband Male Employee who also worked for Sterling and was an MIW with Male Employee Male Employee told Kurt how much he was paid as an MIW. Male Employee did not have any experience in the jewelry industry prior to Sterling. On the other hand, I had four years' experience in the jewelry industry prior to Sterling (including two as Store Manager), had been with Sterling for approximately five years at that point, and had been a Store Manager for Sterling for almost four of those years.
10. After I learned of a second male MIW being paid more than me as a Store Manager, I complained to District Manager . He brushed off my complaint by saying my store wasn't always "five for five," meaning meeting all five standards.
11. I became aware of other male employees who were paid more than me. In 2000 or 2001, my husband Male Employee was promoted from MIW to Store Manager at the Kay store in Ohio. Soon after he then became the Store Manager of the JB Robinson store in the in Ohio. He told me his pay as Store Manager was \$42,000 annually; at the time I was paid approximately

\$32,000 or \$33,000. ^{Male Employee} had been with Sterling for about two and a half years, and I had been with the company for three and a half to four years.

12. I was so frustrated about being discriminated against in pay that I stepped down from the Store Manager position. I sought a position in the Jared division, which [REDACTED] did not oversee. I became a Sales Associate at the Jared store in [REDACTED], Ohio. I believed that I was not going to be paid fairly if I remained in my position as Store Manager with Kay.
13. As a Store Manager for Sterling, I did not have the authority to set the pay of the employees in my store, or grant raises. During my employment as a Store Manager, I could suggest pay rates for new hires and raises for current employees, but the decision had to be approved by the District Manager or above. The District Manager would then tell me what an employee's pay would be. At the higher volume stores in which I worked, the Regional Vice President had to approve the pay rates in the stores.
14. During my employment at Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, employees who were selected for promotion were notified of that opportunity by a Sterling manager. This is how I found out about promotional opportunities during my career at Sterling. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.

15. I was interested in promotions from my initial interview with Sterling, and throughout my employment with the company. I told my District Manager from the beginning that I was willing to relocate for promotions, and in fact I did this throughout my career.
16. I was hired as a Manager In Waiting, which is the position immediately under the Store Manager position. An employee typically cannot remain as a MIW more than ninety days after hire, at which point they are usually promoted to Store Manager. During my employment with Sterling I observed that male MIWs were promoted directly to Store Manager from this position.
17. However, in my case, I was promoted only to Assistant Manager from the MIW position, in approximately October 1997. I was not promoted to Store Manager at this time despite the fact that I had two years' experience as a jewelry store manager, and had four years' experience in the industry. I was told there were no open Store Manager positions, and had to work as an Assistant Manager at the Kay store in ██████████ Ohio, for approximately seven months before I was promoted to Store Manager at the Kay store in ██████████, Ohio, in May 1998.
18. As Store Manager, I did not have the authority to hire or promote employees in my store. Sometimes a new Assistant Manager would report to the store for work, and I did not even know they were being brought into the store. I offered suggestions to my District Manager about employees in the stores I managed that I thought should be promoted, but was told by the District Manager who was to be hired and promoted.

19. Throughout my career at Sterling, I observed that it took longer for qualified female employees to be promoted than male employees. I remember suggesting to District Manager [REDACTED] that Sales Associate Vanessa Martin should be promoted from Sales Associate to Assistant Manager. Martin worked for me in 2003 at the Kay store in the [REDACTED] in [REDACTED] Ohio, and was very qualified and interested in being promoted to Assistant Manager. Sterling never promoted her, and she eventually left the company because she was getting nowhere.
20. I attended approximately seven or eight of the annual [REDACTED] Managers Meetings [REDACTED]. The atmosphere at the [REDACTED] is like a big party. There was excessive drinking at the [REDACTED], and it appeared that Sterling encouraged this by furnishing free alcohol.
21. The [REDACTED] had a reputation within Sterling as an event in which male executives, managers, and supervisors could seek sex from female Store Managers. At the [REDACTED] it felt as though male managers were regularly flirting with the female managers and hitting on us.
22. I recognized by sight many of the male executives in attendance, and I observed [REDACTED] Executives [REDACTED], [REDACTED], [REDACTED], [REDACTED], and [REDACTED] [REDACTED] flirting with, drinking with, and dancing in a sexually suggestive manner with female Store Managers. I also observed various male District Managers engaging in the same behavior.
23. Sexual harassment at Sterling was not limited to the [REDACTED]. For example, District Manager [REDACTED] repeatedly asked me out and acted sexually

inappropriately towards me, beginning sometime in 2000 or 2001 while I was Store Manager at the Kay store in [REDACTED], Ohio [REDACTED] was married, but he would ask me out. One time he asked me to come over to his house for a drink, stressing that his wife was out of town at the time.

24. Another time, when [REDACTED] was visiting my store, he took me to a Garfield's restaurant. He asked me to come out for a drink with him when I got off work. I always turned [REDACTED] down, but that did not stop him.

25. [REDACTED] was friends with [REDACTED] and prior to us becoming married, [REDACTED] invited us both over to his house. When we were there, [REDACTED] touched my bottom and felt me up when [REDACTED] was not looking.

26. It was common knowledge in the district that [REDACTED] had a sexual affair with [REDACTED], a female Store Manager he was directly supervising in the District. This occurred in late 2003 or early 2004. [REDACTED] was Store Manager of a store in [REDACTED], Ohio. When District Manager [REDACTED] visited her store, he stayed overnight, even though the store was approximately 45 minutes from his home.

27. [REDACTED] and [REDACTED] also hooked up sexually at the [REDACTED] Annual Manager's Meet I was [REDACTED] roommate, and she stayed out all night. I observed [REDACTED] and [REDACTED] together after hours at the meeting, standing very close to each other.

28. At some point, [REDACTED] wife [REDACTED] found out about the affair. [REDACTED] called the homes in his district, including mine, and asked about his infidelities with [REDACTED] and others. His wife also asked about his behavior at the [REDACTED] Annual Manager's Meet [REDACTED]

29. [REDACTED] had a reputation among Sterling Store Managers as a womanizer.

30. I have no doubt that had I acceded to [REDACTED]'s advances, I would have received higher pay and better promotions to more desirable stores.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

22 day of May, 2013.

Vicki Olson
Vicki Olson

A176

DECLARATION OF ANGELA O'QUINN

1. My name is Angela O'Quinn. I am a female, over the age of 21, who resides in Elyria, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1988 as a full time Sales Associate at Osterman's jewelry store in [REDACTED] Ohio. I worked in that job for approximately two years when I left for another employer. I was recruited back to Sterling in approximately the early 2000's by District Manager Todd Kidman. At that time I started working as a full time Sales Associate at [REDACTED] store, [REDACTED] located in the [REDACTED] in [REDACTED] Ohio. I also worked as an Assistant Manager at the Strongsville Rogers, store # 301, before becoming Store Manager of the Kay store # 84, in North Olmstead, Ohio. In addition to Kay store # 84, I also worked as Store Manager at Rogers store, # 312, located in Strongsville, Ohio; Rogers store, # 301, in Tower City, Ohio; and Kay store, # 1693, in Parma Town, Ohio. I was working as a Store Manager when I resigned from Sterling in 2009.
3. During my entire employment at Sterling, it was always Sterling's unwritten policy that employees were not to discuss their pay with other employees. I recall being told this by Todd Kidman who was the first District Manager I recall having at Sterling. Once I became a Store Manager, I was instructed by my District Managers, [REDACTED] Todd Kidman, and Erin Labranche, to be sure I informed my store level employees of the policy. I did this including telling them, as I was

instructed by my supervisors, that violation of the policy could result in termination.

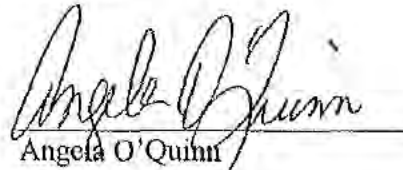
4. Because of this policy, it was difficult for women to determine if they were being unfairly compensated compared to similarly situated male employees. I was a good example of this because while I was employed as a full time Sales Associate and Assistant Manager, I was not aware of what other male employees were paid for performing the same job I had. However, once I became a Store Manager this changed. After I was promoted to Store Manager at Kay store, # 84, I found out from Bill Purkowski, who was the Store Manager at a Rogers store in my same mall, that he was making considerably more money than I made. In addition, while working as a Store Manager of the Strongsville, Ohio Rogers store, I found out from a male Store Manager in the Akron/Canton Ohio Market, which was not far away, that he made a lot more salary than I was making even though I had more jewelry experience than he had. Yet another example of this occurred while I was Store Manager of the Parma, Ohio Kay store. The male Store Manager of the J.B. Robinson store in the same mall (Parma Town Mall) where I worked told me what he earned, and it was more than what I earned. He had no more jewelry experience than I had.
5. During my several years working as a Store Manager at Sterling, I was involved in the initial hiring and initial pay setting for new hires as well as in the promotion process and salary raise setting for in-store employees. My District Manager and Regional Vice President made the final decisions on all of these type decisions. I know this based on comments made to me by my District Managers. I recall on

various occasions all three of my District Managers, [REDACTED], Todd Kidman, and Erin Labranche, telling me that they needed to get approval from their Regional Vice President for these type employment decisions.

6. Until approximately 2007, there was no posting or advertisement of promotional opportunities at Sterling. Sometime in approximately 2007, or after that, it was my understanding that Sterling began the Career Advancement Registry ("CAR") in my area. This program was never explained properly to me by my supervisors nor implemented fully in my area. I was introduced to the program but never fully trained on how this program was to be implemented.
7. I do recall when Sterling began using its Wage Rate Generator sometime toward the latter part of my Store Manager tenure. This system was totally new and included the use of variables we had never considered before. To me, this was a red flag that something had been wrong with Sterling's prior system of setting pay, if they were now going to use a system that seemed completely different from the prior one.
8. During my employment of Sterling as a Store Manager, it was common knowledge at the Company that Sterling's Exec^{utive}, [REDACTED], had a reputation for being a womanizer. I heard this from other Sterling Store Managers. This reputation included [REDACTED] engaging in sexual activity with subordinate managers at Sterling.
9. One of my District Managers, [REDACTED], also had a reputation at the Company for being a womanizer who got sexually involved with his subordinate employees.

10. I recall a specific incident involving myself while I was a full time Sales Associate. My **Executive**, **[REDACTED]**, came into my store and put his hand on my leg and said "I've never seen any tights like this before." This behavior was totally uninvited by me. I told him to remove his hand from my leg and not to touch me ever again.
11. While a Store Manager, I attended several times the annual Managers' Meeting held in **Annual Managers' Meeting**. The reputation of this event was that it was a big party with lots of drinking and opportunities for extramarital sex between male managers and executives and subordinate female managers. Spouses were not allowed to attend these Meetings. Because of this reputation, I made sure to avoid any of the events where the rowdy partying occurred. Instead, I would return to my hotel room. At the social functions I did attend, like the Opening Ceremony and the Awards Banquet, I observed a lot of drinking, and also frequently saw male managers and supervisors with their arms around female subordinates.
12. I am currently employed by Howard's Jewelry Center in Parma Heights, Ohio, as a Store Manager, where I was hired in 2009 at approximately \$10,000 more per year than I was making at Sterling.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 19th day of April, 2012.


Angela O'Quinn

A177

DECLARATION OF JOANNA MARRIOTTI ORLANDO

1. My name is Joanna Marriott Orlando. I am a female, over the age of 21, who resides in Edinburg, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling") from June 2006 through July 2010. From 2006 through 2007, I worked as a full-time Sales Associate at J.B. Robinson store 1086 at the Clearview Mall in Butler, Pennsylvania. Then in February 2007, I was promoted to Assistant Manager of the same store. In February 2009, I was promoted to Store Manager of Kay store 1128 at the Beaver Valley Mall in Monaca, Pennsylvania.
3. As Store Manager, I was not responsible for setting pay for employees under my supervision. My District Manager Carol Davis informed me of my employees' wage rates.
4. During my time at Sterling, I was aware of a rule against discussing pay. I first learned about the rule from my Store Manager Nicole Hunt. When I became Store Manager, my District Manager Carol Davis told me about the rule again. Around this time, Regional Vice President John Liebler confirmed the company's policy when he told me that we were not supposed to discuss pay. As Store Manager, I enforced the policy in my store by asking my employees not to discuss pay with each other. As a result of this rule, it was difficult for me and other female employees to identify instances where we were paid less than male employees for performing the same jobs. Nevertheless, I believe that men were paid more than similarly experienced women in the same positions.

5. For example, around 2009 I recall learning that a male Sales Associate [Male Employee] was earning about \$1 more per hour than another Sales Associate, [Female Employee] in my store. Both employees had been hired within my first year as Store Manager and they had similar credentials. At the time, I asked Sterling management why Mr. [Male Employee] was earning more than Ms. [Female Employee]. I was told it was because he had more experience than she did. This did not make sense to me, though, because I had interviewed both employees and seen their resumes and I believe that that Ms. [Female Employee] had more jewelry experience than Mr. [Male Employee] whose previous work had been in a department store.
6. I attended the [Annual Managers' Meeting] Managers Meeting [Annual Managers' Meeting] in 2009. In addition to the business meetings, the general atmosphere was like a big party with a lot of alcohol consumption.
7. At the [Annual Managers' Meeting] I learned from fellow Store Managers about [redacted] reputation for having affairs with female subordinates at the company. At one point during the meeting, a Store Manager I was with pointed to a female Sterling employee and said "that woman is having an affair with [redacted]."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 21st day of

January, 2013.


Joanna Marriotti Orlando

A178

DECLARATION OF DONNA OROSZ

1. My name is Donna Orosz. I am a female, over the age of 21, who resides in Crowne Point, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I have worked for Sterling Jewelers Inc.'s ("Sterling") Osterman store in the [REDACTED] in [REDACTED] Indiana for over 24 years. I have been the Store Manager of this store for the past 22 years. I began work in this store in approximately 1984 as seasonal sales associate and became an Assistant Manager there in about 1985 or 1986.
3. When the Store Manager position became open, I was passed over, and a male from Wisconsin was brought in to run the store, even though I had successfully run the store through the holiday season on an acting basis. I approached the District Manager to complain about being passed over for Store Manager position and stated that I would leave if I was not given this opportunity. As a result, I was promoted to Store Manager in 1987.
4. After I became a Store Manager, my various District Managers have stated that discussion of pay rates by employees was grounds for termination. For example, soon after I became a Store Manager, my District Manager, Wendy Canavan told me to tell employees they were not to talk about salary or they could be terminated. During my tenure as a Store Manager, when I approached my District Manager with complaints by employees who learned that other employees were paid more, I was told to tell employees that discussing their pay is grounds for termination. Because of that policy, it is difficult for women to identify instances

where they were paid less than male employees performing the same job.

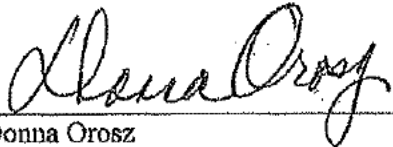
Nevertheless, I have learned of men being paid more than women doing the same job.

5. In about 2000, a former district manager, Greg Waidman, inadvertently sent an email to all the Store Managers in his district that included the salary of the Store Managers in his district. Through this email I learned that **Male Employee** a male store manager at store 93, with less experience than I had, at a smaller volume store than mine, was being paid a base salary of about \$10,000 more than I was. At the time I was paid in the mid-\$30,000's. I called the Vice President, Jim Mix, to complain, and as a result, he gave me a \$7,000 raise. This still did not close the pay difference, since I was still paid \$3,000 less than **Male Employee** but I didn't feel I could complain.
6. When I learned that I was paid so much less than **Male Employee** felt as though I was treated like a second class citizen because I am a woman.
7. I have reason to believe that men continue to be paid more than women performing the same or similar jobs. For example, about four years ago, I learned in conversation that a newly hired male manager at Kay's (store 93), **Male Employee** whose last name I do not recall, was paid more than me, despite having less experience than I did. I spoke with my District Manager, Jerry Sherman, to ask for a raise. Although I received a \$2,500 raise as a result, I believe that I continue to be underpaid as compared to men performing the same or similar jobs.
8. I have complained about my pay to my District Managers on many occasions, but I believe men with similar or lower qualifications continued to be paid more than

me, relative to my experience with the company. For example, Sterling has recently hired a number of new male Store Managers and Managers-in-Waiting in other stores in my area. Although I do not know their salaries given Sterling's policy against discussing pay, I would expect that I am still being underpaid as compared to these men, relative to my experience with the company.

9. I recently learned that in 1989, I was paid less than a male Manager-in- Waiting that I supervised, **Male Employee** He was paid a salary of approximately \$42,000 a year while serving as a Manager-in Waiting, yet I was paid only \$29,000 as his Store Manager and supervisor.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 20th day of MAY, 2008.


Donna Orosz

A179

SUPPLEMENTAL DECLARATION OF DONNA OROSZ

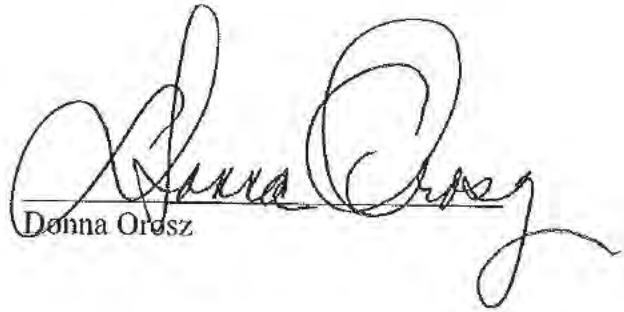
1. My name is Donna Orosz. I am a female, over the age of 21, who resides in Crown Point, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on May 20, 2009.
3. Around 2003, I learned of one particular instance of inappropriate sexual remarks in my store. At the time, I was Store Manager at Sterling Jewelers Inc.'s ("Sterling") Osterman store number [REDACTED], located in the [REDACTED] in [REDACTED], Indiana. One of the female Sales Associates in my store, [REDACTED] returned to work after having had surgery for breast implants. District Manager [REDACTED] came by and made a reference to her about her breasts and that he had noticed her recent surgery. He made this comment in front of two other male employees. The comment was unprovoked and unwelcome. Ms. [REDACTED] came to me as her Store Manager to complain, and I made a complaint to HR on her behalf. After the incident Ms. [REDACTED] was very upset, and she told me that she had trouble talking with [REDACTED] and dealing with him in a professional way following the incident. To my knowledge nothing was ever done about the complaint.
4. At the 2005 ^{Annual Managers' Meeting} [REDACTED] Managers' Meeting ^{Annual Managers' Meeting} [REDACTED] I warned Ms. [REDACTED] that she should be concerned about the drinking and the irresponsible and sexually inappropriate activity between male managers, supervisors, and executives and subordinate female managers. I told her to stick with me, and instructed her to avoid all but the mandatory meetings and events and then to go to her hotel room.

5. [REDACTED] regularly attended the [REDACTED] Annual Managers Meeting. He was known for behaving badly at these meetings, and I personally observed his inappropriate behavior toward female employees at the Meeting. This included seeing him drinking to excess at disco clubs with female Sterling managers. It was known among the managerial ranks that [REDACTED] [REDACTED] was a womanizer, who used the power and prestige of his high-ranking executive position at Sterling to get subordinate female managers to have sexual affairs with him. This issue was regularly discussed over the years among my fellow Store Managers.
6. Around the early 1990s, I recall another example of a senior male manager having inappropriate sexual relations with a subordinate female that regularly occurred at the [REDACTED] Annual Managers Meeting. When I arrived at the Conference, I found that my roommate in the hotel had locked me out of our shared room and the chain was secured. When the woman, a Store Manager, finally opened the door to the room, I saw a male District Manager from Kentucky getting up off the bed and fastening his belt. She looked disheveled and was buttoning her blouse, and it appeared that they had been having sexual relations.
7. In the early 2000s, [REDACTED] was my Regional District Manager in Illinois for a period of about three years. In my opinion, [REDACTED] was a major "playboy." For example, approximately seven to eight years ago, [REDACTED] was caught having sex in the shower with a female manager at the [REDACTED] Annual Managers Meeting. I was told that the woman's roommate had pretended to be asleep in their shared room when [REDACTED] and the female manager began kissing on the second bed in the same room. The two proceeded to have sex in the shower, and the roommate saw

them. The roommate was a Store Manager from Illinois, and she shared this with other Store Managers from Illinois at the Meeting, including Katherine Christy. I learned of this incident when Ms. Christy told the story to a group of Store Managers from our District over dinner. [REDACTED] was Ms. Christy's and my District Manager at the time. Around 2006 [REDACTED] was moved to another region and then left the company after that move. He returned to work for Sterling around 2008 as a Store Manager and was promoted to District Manager shortly thereafter.

8. I also observed that women who were romantically involved with male superior managers were treated favorably. One example of this occurred in approximately 1988 when [REDACTED] was allegedly having an affair with a Store Manager named [REDACTED] from Illinois. [REDACTED] received the award for the best manager of the year two years in row which was unheard of. A number of fellow Store Managers from Illinois were discussing the affair and [REDACTED] award at the meeting, and one Store Manager, Melanie Cook, from store number 93, said to me, "Well, that's what happens when you're screwing the boss." Ms. Cook told me that she and [REDACTED] were close friends, and I believe she heard about the affair directly from [REDACTED]. [REDACTED] did not appear to have earned this award on merit, as there were no objective criteria in place for the award. Shortly after receiving the two awards in the late 1980s, [REDACTED] was promoted to District Manager. I believe [REDACTED]'s awards and promotion were examples of Sterling's practice of rewarding women who were sexually involved with male management. My District Manager told me I should have been in the running to get the award one of those years.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this
10th day of April, 2012³.



Danna Orosz

A180

DECLARATION OF VICKI OSBORN

1. My name is Vicki Osborn. I am a female, over the age of 21, who resides in Orangevale, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") at the Jared store in [REDACTED] California, near the [REDACTED] from approximately 2001 to 2003 as a Sales Associate.
3. Prior to working for Sterling I had 13 years' experience working in the fine jewelry industry.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. When I first began with Sterling, my Store Manager told me that employees should not discuss their pay. Store Managers reiterated this throughout my employment with Sterling. Sterling's policy made it difficult for female employees to identify instances where they were paid less than male employees doing similar work.
5. Female employees at Sterling suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Instead, employees heard about such openings through word of mouth. If an employee did not hear about a promotional opportunity, then she could not express interest in it or apply for it.
6. I was interested in getting into management from the beginning of my employment with Sterling. I expressed interest in management during my initial interview with Store Manager [REDACTED]. [REDACTED] replied that "we'll

have to wait and see" and that "performance is everything" and that I would have to "put in my time."

7. I continued to express interest in promotion into management throughout my employment with Sterling. For example, during my performance reviews with my Store Managers I told them I wanted to be promoted into management. [REDACTED] told me that he would let me know if a management position came up, but that never happened to me during my employment with Sterling. Further, [REDACTED] gave me no encouragement or guidance on how to move up within the company.
8. I continued to be passed over for promotions into management throughout my career with Sterling. For example, in approximately 2003, there was an opening at my store for Timepiece Department Manager. I expressed interest in this position in writing to my Store Manager [REDACTED]. Instead, a male Sales Associate, whose name I cannot remember, received this promotion. To my knowledge he had no previous jewelry or management experience.
9. I was also passed over in approximately 2002 for promotion to the Diamond Bay Manager position for a less qualified male employee, [REDACTED] Male Employee. He was hired about a year after me. Soon after he was, he got this promotion. I had expressed interest in this position to my Store Manager [REDACTED]. I asked [REDACTED] why I did not get the promotion, and he said it was a "management decision." My sales were higher than [REDACTED] Male Employee and I had been with the company longer at the time he received this promotion.

10. I was also passed over for promotion in favor of [Male Employee] for Assistant Manager in approximately 2002. Chuck (LNU), the previous Assistant Manager, was demoted and that position became open [Male Employee] was promoted to Assistant Manager despite the fact that my sales were better and I had more time with the company.

11. I called Sterling's Human Resources several times in approximately 2002 to complain about getting passed over for promotion in favor of less qualified males. I spoke with Mary Lou Bennington, who told me that Sterling would investigate my complaint. Bennington asked me to put the events in writing, and I did. After I submitted my written statement, my Store Manager, [redacted] appeared to be upset that I contacted Human Resources. He had [redacted] monitor my behavior. [redacted] also told me, "As long as I'm manager, you'll never be promoted to anything." I left Sterling in 2003 because the company discriminated against me and I believed that it would never treat me fairly.

12. I also experienced sexual harassment while I was employed by Sterling. Store Manager [redacted] often made comments about female employees' bodies. For example, he made comments about their "boobs." He also told us female employees that if we wore our skirts shorter we would look better and bring in more business.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 3rd day of June 3rd, 2008.


Vicki Osborn

A181

Declaration of Elena Padureanu

1. My name is Elena Padureanu. I am a female, over the age of 21, who resides in Hot Springs, Arkansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in September 2007 as a Manager In Training at the Kay store in the McCain Mall in Little Rock, Arkansas. In this position I floated between this store and the Kay store in the Park Plaza Mall in Little Rock, Arkansas. In approximately April 2008, I was promoted to Store Manager of the new Kay store in the Hot Springs Mall in Hot Springs, Arkansas. I continued in this position until November 2009, when I left employment with Sterling.
3. Prior to being employed by Sterling, I had over twenty years' experience in the jewelry business, including nine years as a Store Manager for Zales, and owning my own jewelry store for about two years.
4. While I was employed by Sterling, I earned several awards from the company. I won an incentive trip my first year as Store Manager. In 2009, I won a bonus of \$700 based on my performance as MIT at the Kay store in the Park Plaza Mall in Little Rock, Arkansas.
5. When I was first hired by Sterling, District Manager Dan Waltchack and the Regional Vice President Judy Martin told me that it was against policy for employees to discuss their pay with each other. When my pay was negotiated, Waltchack told me that my salary was to remain confidential and between him and me. In approximately 2007 or 2008, Store Manager Loren McKinzie told me

that discussing pay could get an employee in "hot water." As Store Manager of the Kay store in the Hot Springs Mall, I instructed the employees I supervised that it violated Sterling policy to talk about their pay with other employees.

6. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women because I learned this through conversation.

7. For example, in 2008 or 2009, **Male Employee** a male Store Manager came to my store one day. During conversation with him, **Male Employee** said that he gained \$5,000 in salary when he was hired by Sterling. By contrast, I had lost \$5,000 in salary as Store Manager when I went from Zales to Sterling. I started at \$40,000 as Store Manager of the Kay store in the Hot Springs Mall in Hot Springs, Arkansas.

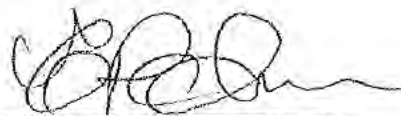
8. During my employment with Sterling I observed that decisions on pay were made at the District Manager level or above. As Store Manager, I was not permitted to set the pay of new hires or give raises. Instead, District Manager Dan Waltchack told me that I had to speak with him and Regional Vice President Judy Martin about pay. This continued after Kimberly Tepper became the District Manager after Dan Waltchack. She told me that I could not promise a pay rate to a new hire, but that "you have to go to me and Judy first," meaning Regional Vice President Judy Martin. When I was first interviewing employees in April 2008, before the store opened, I offered them varying amounts over minimum wage for starting pay. When District Manager Dan Waltchack learned of this he

reprimanded me for promising a pay rate before clearing it with him and Regional Vice President Judy Martin.

9. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store. I was not aware of any formal process for expressing interest in promotions and for actually getting promoted.
10. I attended the ^{Annual Manager Meeting} Managers Meeting ^{Annual Manager Meeting} in 2008 and 2009. There was a lot of partying and excessive drinking at these events. While there, I heard from other female Store Managers of male managers and supervisors hitting on them sexually.
11. I met Sterling's ^{Executive} ^{utive} ^{Annual Manager Meeting} at the ^{Annual Manager Meeting}. At the meeting in 2008 I saw him walk up to a group of Sterling managers at the bar in the main lobby of the resort we stayed at and loudly announce that the first round of drinks was on him. I observed him stand close to, touch, and hug female Sterling managers in the group. One of the Store Managers I spoke to at that ^{Annual Manager Meeting} told me that ^{Annual Manager Meeting} "starts the party and likes to finish it."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

5 day of June, 2013.



Elena Padureanu

A182

DECLARATION OF HELEN PAGAN

1. My name is Helen Pagan. I am a female, over the age of 21, who resides in Clifton Park, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") from 2004 through 2006 in Missouri. For approximately seven years, prior to joining Sterling, I worked in retail jewelry sales for Piercing Pagoda, now a Zales company. For three years I served as a District Manager overseeing multiple stores and prior to that, worked as a Store Manager for two years, one year as a Training Manager, two months as an Assistant Manager and two months as a Sales Associate. At Piercing Pagoda, I made about \$45,000 per year as a District Manager.
3. When I first interviewed for a position with Sterling, I explained that I was interested in a Store Manager position, but because one was not open I was willing to take the position of Sales Associate until a Store Manager position became available. I told the company when I interviewed that as a Store Manager, I wanted to make around \$45,000 per year because that is what I was paid when I was with Piercing Pagoda. During my interview, Sterling indicated that I would be able to make \$45,000 as a Store Manager.
4. I began working for Sterling in approximately November 2004, as a Sales Associate at the Kay's store in the Crestwood Mall in St. Louis, Missouri. I worked at that store until approximately January 2005 when I was transferred to work as a Sales Associate at Kay's in the West County Mall, in Des Peres, Missouri, store number 387. In approximately, March 2005, I was promoted to

Assistant Store Manager of that store. In July 2005, I was promoted to Store Manager. As a Sales Associate and as an Assistant Store Manager, I earned approximately \$26,000 per year. As Store Manager, I earned approximately \$35,000 per year, plus a commission that annually totaled about \$4000. I continued to work as Store Manager until July 2006, when I left the company.

5. During my employment at Sterling, I observed that Sterling had a policy of prohibiting its employees from discussing their pay. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
6. For example, in July 2005, Jason Powell, a Sales Associate who had been the Assistant Manager to **Male Employee** the Store Manager at the West County Mall store until January 2005, conveyed to me that Mr. **Male Employee** had made approximately \$10,000 more than I was making in the same position at the same store. He stated that it is unfortunate that Sterling pays men more than women for the same job just because men are the breadwinners.
7. During the fall of 2005, I learned through conversations that **Male Employee** a Store Manager at a J.B. Robinson, a Sterling company, in the West County Mall had a base salary of approximately \$45,000 per year, plus commission, which was around \$10,000 more per year than I was paid. Mr. **Male Employee** was an Assistant Manager at the St. Clair Square Kay's Jewelers in Fairview Heights, Illinois when I started with Sterling, and it is my understanding that he did not have any prior

experience as a Store Manager. The J.B. Robinson store where he worked was a smaller volume store than the Kay's where I worked, yet he was paid more than I was. Prior to his promotion to Store Manager, Mr. [Male Employee] was an Assistant Store Manager.

8. In March of 2006, I told my Regional Manager, Joe Beck, that I thought my rate of pay was too low and requested a raise. Mr. Beck did not grant this request. When I gave Sterling my notice that I was leaving in June 2006, my co-workers asked my District Manager, Jared Williams, to give me a raise, but he also did not consider raising my base pay.
9. In July of 2006, I left Sterling after I was offered a Store Manager position with Piercing Pagoda. I am now a Mall Manager for two Piercing Pagoda stores operated by Zales.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

17th day of January, 2012.

Helen Pagan
Helen Pagan

A183

Declaration of Iris Palmer

1. My name is Iris Palmer. I am a female, over the age of 21, who resides in Stockbridge, Georgia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. ("Sterling") between May 2007 and October 2010. I began my employment with Sterling as a Manager In Waiting at the Kay store in the Southlake Mall, in Atlanta, Georgia. I stayed in that position until July 2007, when I became a Manager In Waiting at the Marks & Morgan store in the Stonecrest Mall, in Lithonia, Georgia. In August 2007 I was promoted to Store Manager at that same store. I stayed in that position until approximately May 2008, when I became the Store Manager of the Kay store in the Northlake Mall, in Atlanta, Georgia. I continued in that position until approximately March 2010, when I became the Store Manager of the Kay store in the Stonecrest Mall, in Lithonia, Georgia. I worked as Store Manager at that store until I left employment with Sterling in October 2010.
3. I won a bonus trip from Sterling in 2009 based on my job performance.
4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting employees from discussing their pay with each other. When I began working for Sterling, my District Manager, Shannon Short, told me that employees could not discuss their pay. Even as Store Manager, I was unaware of employees' pay unless they were hired during my tenure.
5. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Despite this

policy, I became aware of several males being paid more than females in the same position. I learned their pay in conversation or because they were hired into the store while I was Store Manager.

6. For example, a male Sales Associate, whose name I do not recall, was hired at the Kay store in the Northlake Mall, in approximately 2008. He started at approximately \$10.00 an hour. A female Sales Associate that was hired around that same time started at approximately \$9.00 an hour. Another female Sales Associate at that store, who had worked for Sterling for over 20 years, told me she was barely making \$10.00 an hour.
7. During my employment at Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, employees were selected for promotion through a "tap on the shoulder" system in which an employee selected for promotion was notified of the opportunity by a Sterling manager. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
8. I was interested in promotions and advancing at Sterling from the beginning of my employment, and told this to District Manager Shannon Short during my initial interview. I continued to express interest to Short in becoming a Store Manager until I was promoted to that position. After this, I expressed interest to District Manager Short in being Store Manager at higher-volume stores and more desirable locations.

9. I also was interested in being promoted to District Manager, and expressed this interest to District Manager Shannon Short. Within a year of becoming a Store Manager, I told Regional Vice President Steve Martz that I wanted to become a District Manager, and that I was willing to move for the position. Martz did not tell me of any open District Manager positions, or higher-volume stores in which I could become Store Manager.
10. During my employment with Sterling, I was aware of women who were passed over for promotion in favor of lesser-qualified male employees. For example, while I was Store Manager at the Kay store in the Northlake Mall, I had trained a female Sales Associate, **Male Employee**, to become an Assistant Manager. In approximately 2008 or 2009, when the position became open, I spoke to District Manager Shannon Short about promoting **Male Employee** to Assistant Manager. **Male Employee** had good sales, was a good employee, and was qualified for the position. Instead, Sterling promoted a male employee, **Male Employee** to Assistant Manager. When I complained to District Manager Short about Sterling passing over **Male Employee** Short replied that **Male Employee** had been a Sales Associate longer and had "done his time." **Male Employee** was unsuited to be an Assistant Manager. I observed that he had a bad temperament, and a customer called me to complain that **Male Employee** was selling his personal jewelry on the store floor to Sterling customers. I saw him nod off and fall asleep several times at the store when he was working. It was also common knowledge at the store that **Male Employee** had a drug problem.
11. I learned of the Career Advancement Registry (CAR) through a communiqué sent to my store. I found out about the opening for the Store Manager position at the

Marks & Morgan store at the Stonecrest Mall in 2007 from District Manager Shannon Short. She told me that I was getting the store, and then told me that I had to go online and register for it. She told me it was a "formality." From then on, I went online to express interest in promotions to higher-volume stores, and also to District Manager. I was not contacted about any open District Manager positions during my employment with Sterling, even though I had indicated online and to Regional Vice President Martz that I was willing to relocate.

12. It appeared to me that male employees were treated favorably in comparison to female employees in other ways. For example, I tried to write up two male Assistant Managers for violations of company policy, and in several instances District Manager Shannon Short told me not to.
13. For example, when I was Store Manager at the Kay store at the Northlake Mall in approximately 2008 or 2009, Assistant Manager Mike Bullins cussed in front of a customer. I was not there when it occurred, but female Sales Associate Tashdina Wahid told me about it. When I spoke with District Manager Short, she told me not to write him up because it was her word against Bullins. In another instance, also in 2008 or 2009, Bullins left a deposit on the desk at night instead of locking it up when he closed the store. Again, Short would not let me write Bullins up for this violation of company policy.
14. In approximately the fall of 2009, I received a call from a customer who complained that Assistant Manager **Male Employee** tried to sell her his personal jewelry, even saying it was of a higher quality than what the store was selling. I called District Manager Short and told her I wanted to write him up for this

serious violation. Again, Short would not let me write up [Male Employee] saying it was the customer's word against his. During my employment with Sterling, I did not observe female employees getting such favorable treatment when they violated company policy.

15. I attended the [Annual Managers Meeting] Managers Meetings [Annual Managers Meeting] in 2007, 2008, and 2009. There was a lot of drinking at this event, and I observed excessive drunkenness, and people coming to the meetings in the morning smelling of alcohol. I observed that [Executive] [redacted] drank excessively. I had conversations with [redacted] that he did not remember the next day.
16. I also observed that people were sneaking around, and coupling off, and regularly flirting with each other. I heard people talking about married managers skipping out of their hotel rooms to spend the night with another manager. These were all Sterling managers. I had never seen anything quite like these meetings.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 14th day of Oct, 2012.


Iris Palmer

A184

DECLARATION OF ROBIN PARHAM-FINMAN

1. My name is Robin Parham-Finman. I am a female, over the age of 21, who resides in Tampa, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") in approximately 1999 and left Sterling in approximately 2007. Prior to working for Sterling, I worked in the jewelry industry for approximately four to five years, three of which I assumed management responsibilities. I worked as a sales associate, inventory control specialist, and key holder at Service Merchandise, where I became diamondologist and gemologist certified, and as a sales associate and manager at New York Diamond Center. I also worked as a manager at Friedman's jewelry store. Prior to working for Sterling, I had completed two years of college.
3. In approximately 1999, I interviewed with Tad Cyman, a male Sterling had recently hired to occupy the position of Store Manager of the new Kay Jewelers opening in Citrus Park, Florida. When I interviewed with Mr. Cyman, I told him I was interested in being a manager at Sterling and was interested in being placed in Sterling's Manager in Training program ("MIT" program). Mr. Cyman indicated he would recommend me for the MIT program. Despite my significant previous sales and management experience in the jewelry industry, Sterling hired me as a Sales Associate at \$10.00 per hour. I initially did my training, which lasted approximately three months, at Kay Jewelers, Store 376 in University Square Mall, Tampa, Florida, and was then transferred to the new Kay Jewelers store in Citrus Park where I helped open the store. At the Kay's in Citrus Park,

Tad Cyman (male) was the Store Manager and [REDACTED] (male) was the District Manager.

4. Although Mr. Cyman had indicated upon my hire that he would recommend me for the MIT program, he subsequently rebuffed my efforts to receive managerial mentoring from him, and repeatedly put off my requests that he recommend me for the MIT program. Frustrated with my Store Manager's repeated refusals or failures to provide me with manager training or recommend me for the MIT program as promised, I finally went to the District Manager, Dale Bowling, and requested to be placed in Sterling's MIT program. The MIT training materials were finally sent to me and I started the MIT program. In approximately 2001, Sterling transferred me to Kay's, Store 377, in Brandon, Florida, where I completed the MIT program but remained a Sales Associate. Rudy Chimo, a male, was the Store Manager at Store 377. At Store 377, I also became diamontologist and gemologist certified through Gemological Institute of America, in addition to the diamontologist and gemologist certifications I already had through Service Merchandise.

5. In approximately 2002, Sterling transferred me to the Kay's at International Plaza Mall in Tampa, Florida. Sterling promoted a male, Robert Roby, to the Store Manager position at the International Plaza Mall Kay's. My understanding was that Mr. Roby was a Sales Associate and Manager-in-Waiting at a Kay's in St. Petersburg, Florida prior to Sterling promoting him to this Store Manager position, and that he had been fired from his previous position in the jewelry industry. I approached Mr. Roby and [REDACTED] about being promoted to Assistant Manager, and was ultimately promoted to this Assistant Manager position, approximately three years after I was hired and had notified

Sterling of my interest in being a manager. Along with this promotion, I received a relatively small increase in my hourly rate. As the Assistant Manager, I was running the store and actually assuming more responsibilities than Robert Roby, the Store Manager, yet Mr. Roby was paid a higher hourly rate than I was. Mr. Roby would frequently call me on my days off and on my vacations to ask me how to do things at the store.

6. In 2004, Sterling opened another Kay's in [REDACTED] Florida. I hoped that Sterling would promote me to Store Manager of that store, however, instead, Sterling promoted a male named [REDACTED], who I believe was a Sales Associate at a Kay's in [REDACTED], Florida, to Store Manager of the new [REDACTED] Kay's. Later that year, in approximately 2004, Sterling transferred me to that Kay's Store in [REDACTED] in [REDACTED], Florida to act as Assistant Manager and assist with the store while the Company was investigating complaints (including sexual harassment complaints) against the Store Manager, [REDACTED] (male), who was promoted to the Store Manager position instead of me. During this time, Sterling made the Assistant Manager at the [REDACTED] Kay's, [REDACTED] (male), Store Manager while I acted as the Assistant Manager, however [REDACTED] was still working at the store the first couple of weeks after I started. In addition to sexually harassing female sales associates subordinate to him, [REDACTED] would come in to work intoxicated, would not show up on time, and would yell at employees in the store. Because of these behaviors, [REDACTED] had lost almost his entire staff.

7. While working with [REDACTED], [REDACTED] also sexually harassed me. While I was in the back room of the store by myself, [REDACTED] entered, approached me, and started to hug me. He was crying about his girlfriend. Fortunately, [REDACTED] came in

and interrupted the situation which had already become very uncomfortable for me. I also observed [REDACTED] violating Company policy by ringing in transactions improperly, ringing up fictitious service plans, and ringing up illegitimate sales. I complained to [REDACTED] the acting Store Manager at the time, about [REDACTED] sexually harassing me in the back room, however nothing was ever done. In addition, I complained to my District Manager, [REDACTED], about [REDACTED] violations of Company policy, [REDACTED] (Assistant Manager), who was a friend of [REDACTED], refused to back me on what was happening with [REDACTED] and nothing was done. In fact, when I made my complaint to [REDACTED], [REDACTED] told me that [REDACTED] and [REDACTED] had told him that I was the problem. My understanding was that [REDACTED], [REDACTED], and [REDACTED] were friends and would go out drinking together. There was certainly a Good Old Boy culture at Sterling where male management (most of the upper management was male) would have each others' backs. It became clear to me that, as a female manager reporting these complaints, I was not going to receive support from the male management and the work environment was going to continue to deteriorate. Therefore, I asked [REDACTED] to be transferred from this store as soon as possible, and shortly thereafter, in 2004, Sterling transferred me to the Kay's in Brandon, Florida and simultaneously demoted me to Sales Associate. I remained a Sales Associate for the remainder of my employment with Sterling, save a stint as Office Manager at the Brandon, Florida Kay's store.

8. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. Because of this policy, it was generally difficult for women to identify instances where

we were paid less than male employees performing the same job. However, based on information I obtained while working at Sterling, I believe that women were paid less than male employees performing the same or similar jobs at Sterling. For example, despite my substantial previous experience in sales and management in the jewelry industry, Sterling hired me as a Sales Associate at only \$10 per hour. In addition, despite working for Sterling for close to a decade, including approximately two years as an Assistant Manager and also working for a period of time as an Office Manager, by the end of my tenure with the Company in 2007, Sterling had increased my hourly rate by only approximately a couple of dollars. In contrast, a male Sales Associate that I managed named **Male Employee** (a.k.a. **Male Employee**) bragged that Sterling was paying him \$14 per hour when I was only making \$11 to \$12 per hour at the time as his Assistant Manager. In addition, I had more tenure at Sterling than **Male Employee** who was hired I believe several years after I was, and more previous jewelry industry experience than **Male Employee** which I understand was limited to that obtained from working at his family's pawn shops. Yet Sterling still paid him a significantly higher hourly rate than it paid me.

9. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Rather, Sterling utilized a "tap-on-the-shoulder" method of promoting. Because of the manner in which promotions were made at Sterling, employees would not necessarily know if a management position was opening and there was never an opportunity to apply for the position. For example, when the Store Manager position at the **Male Employee**

Kay's became available, the position was never posted and I was never given an opportunity to apply for the position. Instead, Sterling tapped a less qualified male, [REDACTED], on the shoulder to assume the Store Manager position at the new [REDACTED] Kay's. Even with regard to the promotion I received to Assistant Manager, had I not been placed in that particular store where I could see for myself that the Assistant Manager position was open, and had I not pursued this position on my own, I do not believe I would have received the promotion to Assistant Manager. Otherwise, the only time Sterling retail sales employees would become aware that a management position was available was via communications from Sterling after-the-fact, often via email, announcing the placement of an employee into a management position that we were never previously made aware had been open.

10. During my employment at Sterling, I observed that males were routinely promoted over equally or more qualified females, and that males were typically promoted faster than equally or more qualified females. For example, although I had significant sales and management experience in the jewelry industry prior to Sterling, was diamontologist and gemologist certified, and had two years of college, it took Sterling approximately three years to promote me to Assistant Manager despite my repeated efforts to be placed in the MIT program, my completion of the MIT program, and repeatedly notifying my managers that I was interested in being promoted to manager. Whereas, instead of promoting me to Store Manager of the [REDACTED] Kay's, Sterling promoted [REDACTED], a less-qualified male, to Store Manager of that store a year or less after he was hired. I am unaware whether [REDACTED] ever completed Sterling's MIT program or obtained the diamontology and gemology certificates that I had. In

addition, I observed Sterling promote [Male Employee] a less-qualified male, to Assistant Manager of the Brandon, Florida Kay's over female Sales Associate [Female Employee] who was more qualified, consistently met her standards, and had significant managerial experience prior to Sterling.

11. While working at Sterling, there was no formal way that I was aware of for an employee to register his or her interest in being promoted.

12. I also observed that at Sterling, males were treated more favorably than females and were held to a lesser standard than women. For example, as the Assistant Manager at the Kay's in International Plaza, although I was running the store and actually assuming more responsibilities than the Store Manager (male), Robert Roby, Mr. Roby was paid a higher hourly rate than I was. In addition, although I was essentially performing the Store Manager duties and having to help Mr. Roby, who would frequently call me on my days off and on my vacations to ask me how to do things at the store, Mr. Roby was placed in the Store Manager position, with me as his Assistant Manager. Also, I observed Sterling keep male manager, [REDACTED], employed and in management for a significant period of time despite [REDACTED] engaging in sexual harassment (which the Company had received at least two complaints of prior to my complaint to Mr. Hahn), repeatedly violating company policy, and arriving to work drunk on multiple occasions, as well as other infractions. In addition, in response to my complaints to my Store Manager, [REDACTED] about [REDACTED] sexually harassing me in the back room, and to my District Manager, [REDACTED], about [REDACTED] violations of Company policy, [REDACTED] said that [REDACTED] and [REDACTED] had spoken with him and told him that I was the problem. After lodging these complaints with my Store Manager and District

Manager, I was ultimately demoted. To my knowledge, [REDACTED] was friends with [REDACTED] and [REDACTED], and [REDACTED] would go out drinking with both of them. As previously discussed, there was a Good Old Boy club at Sterling among male management, and as a result, males were generally treated better than females and held to a lesser standard. In addition, it was rumored that [REDACTED] himself was engaging in inappropriate behavior by having intimate relations with one of his female Store Managers, [REDACTED].

13. In fact, in addition to the sexual harassment by [REDACTED], and the intimate relations between [REDACTED] and his female subordinate, [REDACTED], it was well known that such inappropriate behavior was commonplace at Sterling's managers' meetings, including at the annual ^{Annual Managers' Meeting} [REDACTED] Managers' Meeting. For example, it was widely rumored from managers that, at one of these managers' meetings, someone walked in on male Store Manager [REDACTED] having intercourse with a female Sterling employee. It was also widely rumored from managers that male and female Sterling managers were having intercourse in the jacuzzi at one of these Sterling managers' meetings.

14. In 2006, I was interviewed by a female who I believe was an attorney. My Store Manager at the time, [REDACTED], advised me and the other Sales Associates in the store that someone from outside the Company was coming to interview us. I did not ask to be interviewed, rather, while I was on the floor selling, the attorney directed me to come with her to the back room of the store to be interviewed. I felt I had no choice but to go with her and be interviewed - my understanding was that our participation in the interview was required by Sterling. There was no one else in the back room of the store

aside from me and the attorney. I felt intimidated in the interview, and believed that if I did not say the right thing, my job could be in jeopardy, or at the very least, my Store Manager would be upset with me. The interview lasted approximately forty-five minutes, after which time the attorney handed me a statement and instructed me to sign it. The statement may have been prepared prior to the interview because I do not remember the attorney typing on a computer while she was interviewing me. I felt I could be retaliated against and that my job could be in jeopardy if I did not sign the statement – so I signed the document which was handed to me, as is.

15. A few months ago, I received a letter from Sterling with the March 16, 2006 declaration Sterling had me sign attached. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had “signed a declaration under oath,” and notified me that it had “attach[ed] a copy of [my] declaration for [my] convenience.” The language in Sterling’s letter telling me that I had signed the attached declaration under oath concerned me because it contained paragraphs that were not accurate or were no longer accurate. Because I am no longer employed by Sterling and dependent upon it for my livelihood, I can now state, without fear of retaliation, that I believe, contrary to what is stated in paragraph 9 of the Sterling declaration, that I was denied promotions and was deterred and delayed from entering the MIT program due to my gender. In addition, paragraph 10 is inaccurate, as I reported [REDACTED] sexual harassment to the acting Store Manager at the time, [REDACTED] and complained about [REDACTED] Company violations to my District Manager, [REDACTED]. Finally, with regard to paragraph 8 of the Sterling declaration, I did not complain about my rate of pay because Sterling’s policy prohibiting the discussion of pay prevented me from being aware of the disparities

in pay between males and females, and to the degree I became aware of some of these disparities while working for Sterling, I was in fear of retaliation for raising it as an issue since the last time I lodged complaints (of sexual harassment and Company violations by [REDACTED]), I was told that I was the problem and was demoted.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 7 day of March, 2013.


Robin Parham-Finman

A185

DECLARATION OF AISHA PARKER

1. My name is Aisha Parker. I am a female, over the age of 21, who resides in Galveston, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately June, 2008, I began working for Sterling Jewelers Inc. ("Sterling" or "Company") as a full-time Sales Associate at Jared, The Galleria of Jewelry in Webster, Texas (the "Baybrook Store"). After completing my training at the Baybrook Store, in about August, 2008, Sterling transferred me to the new Jared store in Pearland, Texas (Store # 1492) which I helped to open. There, I worked as a full-time Sales Associate until about January 1, 2009 when I was promoted to Timepiece Department Manager in the same store, and also acted as Third Key. I remained in that position until June 1, 2009 when I had to go on medical leave. I returned from medical leave to Store # 1492 on about August 1, 2009 as a Seasonal Sales Associate and have remained in that position ever since. I remain currently employed with Sterling.
3. Prior to being hired with Sterling, I had approximately three years of sales experience in the jewelry industry, and had additional retail sales experience in the clothing industry.
4. Sterling has a policy prohibiting its employees from discussing their rate of pay with other employees. The Store Manager advised me of this policy when I was hired. Because of this policy, it is generally difficult for women to identify instances where they are paid less than male employees performing the same job. However, based on information I have obtained while working at Sterling, I believe that women are paid less than male employees performing the same or similar jobs at Sterling.

5. For example, I was hired by Sterling at \$11 per hour in about June 2008, and remained at that pay rate until I was promoted to Timepiece Department Manager in January 2009, at which time my pay rate was increased to \$12 per hour. As Timepiece Department Manager, I interviewed a male named [Male Employee] in 2009 for a Sales Associate position in the Timepiece Department. [Male Employee] was hired and his pay rate was set by Sterling managers above me. I had no input into setting his rate of pay, nor was I privy to what his rate of pay was set at. As [Male Employee] manager, I conducted his weekly performance evaluations which repeatedly revealed that his performance was not up to par, as he regularly fell below the 4 out of 6 minimum standards. I regularly had to warn [Male Employee] to increase his sales and make his quotas, and frequently had to make up for his deficiencies to keep my department in good standing. One day, I found one of [Male Employee] pay stubs that he had left in the Timepiece Department and saw that Sterling was paying him \$15 per hour; \$4 per hour more than I was hired at, and \$3 per hour more than I was making as Juevan's manager. Despite the fact that I had been with Sterling longer than [Male Employee] outperformed [Male Employee] (I regularly met my personal and department standards, goals, and quotas while [Male Employee] did not), managed [Male Employee] and was the Timepiece Department Manager whereas [Male Employee] was a Sales Associate with no additional responsibilities, Sterling paid [Male Employee] a male, an hourly rate significantly higher than the rate it paid me.

6. After I became aware of the significantly higher hourly rate that the male Sales Associate who I managed was making, I wanted to approach my Store Manager with what I had discovered and complain about the inequity of the situation. However, because of Sterling's policy prohibiting disclosure of pay between employees, I did not

feel I could approach her with the issue since technically I was not supposed to know Sterling was paying **Male Employee** more than me. So instead, I asked my Store Manager several times for a raise. In response, my Store Manager told me to keep my standards up, and commented that since I was living at home with my mother, I did not need the money. Despite maintaining strong standards and consistently meeting my goals, I was never given a raise.

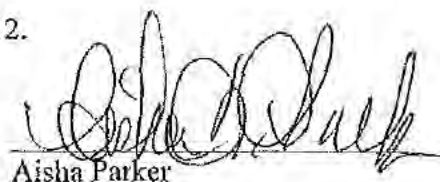
7. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. To my knowledge, job openings and promotional opportunities were not posted via any formal job posting system. When I began working at Store # 1492 in 2008, the positions of Diamond Department Manager and Timepiece Department Manager were vacant, however, neither position was posted nor were applications solicited to my knowledge. A male Sales Associate **Male Employee** who I helped train and teach his sales associate responsibilities at Store # 1492, was promoted to Timepiece Department Manager over me shortly after the Store's opening in about August, 2008. The promotion was made behind the scenes.

8. Further, I also observed that males were promoted more frequently and more quickly than female employees at Sterling. **Male Employee** lasted in the Timepiece Department Manager position for approximately three months until he was either terminated or quit after repeatedly calling in sick and no-showing. Although the position was vacant, it was never posted. In addition, after **Male Employee** left, I began performing the Timepiece Department Manager job duties, however, Sterling did not promote me or increase my pay to match my increased duties. For approximately three months, I

repeatedly asked my Store Manager to promote me to Timepiece Department Manager, a job I was already performing, to no avail. Finally, when my District Manager, Dana [LNU], visited our store in about October or November 2008, I approached her and asked to be promoted to Timepiece Department Manager. She told me I had to fill out online paperwork in Sterling's Intranet indicating my interest in the promotion. This was the first time I was ever directed to do this and was the first time I had ever heard about any intranet system used by Sterling to register one's interest in a promotion. I filled out the online paperwork, and after some time, was finally promoted to Timepiece Department Manager in about January 2009. [Male Employee] promotion to the same position had happened much more quickly, and he was promoted to the position over me despite the fact that I had provided him sales associate training.

9. Another female employee, [Female Employee] was working at Store # 1492 as a Manager-in-Training. Dotson was supposed to become the Store Manager at another Sterling store, however, instead of giving her the Store Manager position, Sterling demoted her to Sales Associate. When the Assistant Manager position became open in Store # 1492 in about 2009, instead of promoting [Female Employee] to the position, Sterling transferred a male, [Male Employee] from a Sterling store in Dallas, Texas to fill the Assistant Manager position.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 22 day of Aug, 2012.


Aisha Parker

A186

DECLARATION OF RENA PARSLEY

1. My name is Rena Parsley. I am a female, over the age of 21, who resides in Trenton, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in September 2005, as a Sales Associate at the Kay store in the Towne Mall, in Middletown, Ohio. I continued in that position until the summer of 2006, when I was promoted to Third Key. In the fall of 2006, I became a Sales Associate again. I continued in that position until February 2009, when Sterling terminated my employment.
3. While employed by Sterling, I have observed that Sterling has a policy prohibiting its employees from discussing their pay with each other. For example, when I asked District Manager Ellen Dungeon, in March or April 2008, about the difference in pay between myself and another employee, she asked me how I knew what other employees made. She then said, "You're not even supposed to talk about it."
4. I believe that Sterling discriminates against its female employees in pay. Because of Sterling's policy, however, it is difficult for female employees at Sterling to identify instances in which they are paid less than male employees performing the same job. Nonetheless, I have sometimes learned what male employees are paid during conversation.
5. For example, a male Sales Associate, **Male Employee** was hired in September 2005, the same time I was hired. I was hired at \$8.50 an hour, and **Male Employee** was hired at \$9.00 an hour. I learned **Male Employee** pay from a female Sales Associate,

whose name I cannot remember, in the summer of 2006. [Male Employee] had no prior experience in the jewelry business, and had previously worked as a cook. On the other hand, I had worked at a jewelry kiosk in a mall, and also at a watch repair store.

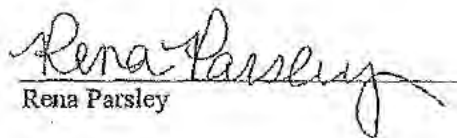
6. [Male Employee] was another less qualified male Sales Associate who was paid more than me. Carnes was hired in August or September 2007. He told me that he was hired at \$10.00 an hour. His previous experience was working at a vitamin store. At that point, I had worked for Sterling for approximately two years, including a period as Third Key. I learned how much [Male Employee] was paid at the end of June 2008 in conversation with him.
7. [Male Employee] is a male Sales Associate who was hired in approximately April 2008. He had no previous jewelry experience when he was hired by Sterling. [Male Employee] told me in the end of June 2008 that he is paid \$10.00 an hour. At this time, I am paid only \$9.00 an hour, and have been with Sterling for almost three years. When I told [Male Employee] that I am paid \$9.00, he said, "That's ridiculous. You're training me."
8. [Male Employee] is a male Sales Associate who was hired in August 2008. I learned from another employee that he has no prior jewelry experience. I recently saw his paperwork that indicated he is being paid \$11.00 an hour. [Male Employee] is being paid \$2.00 an hour more than me despite the fact that I have worked with the company since September 2005.

9. Male Employee Male Employee Male Employee and Male Employee are the only male Sales Associates employed at our store in the time I have worked there, and they were all paid more than me.
10. In April 2008, I complained to District Manager Ellen Dungeon about my pay. In August 2008 I learned from Christina Gross, the Third Key at our store, that the next day Dungeon called my Store Manager Karen Yenn and told her to fire me. Gross was present when Dungeon called Yenn, and Yenn told her the details of the conversation. Dungeon told Yenn to fire me based on the number of credit applications I had obtained. At that point, I was working part-time and it was difficult to meet my standards for credit applications. I do not believe I was the only employee who had not met their performance standards for credit applications. Yenn told Gross that Dungeon had instructed her to fire me. Gross and Holly (LNU), another employee, threatened to quit if I was fired. I learned from Gross that Yenn relayed this information to Dungeon, who then backed off her order to fire me.
11. I heard from other employees that Holly (LNU) was offered the Assistant Manager position at our store in approximately 2007. At that time, Holly told me that she asked for the same pay that was paid to the previous Assistant Manager, a male. Sterling refused her pay request, and she did not take the position because of that.
12. During my employment with Sterling, I observed that promotional opportunities were not posted or available for employees to look at. Employees hear about promotional openings through the District Manager or by word of mouth.

13. I have observed that Sterling discriminates against its female employees in promotions. For example, there was no Assistant Manager at our store from February through June 2008. **Female Employee** the Third Key, was performing the Assistant Manager's duties. **Female Employee** was interested in and qualified for the Assistant Manager position. The Store Manager, Karen Yen, wanted Gross as her Assistant Manager. However, instead of promoting **Female Employee** a less qualified male, **Male Employee** was promoted to Assistant Manager in June 2008. At the point he was promoted, **Male Employee** had been with Sterling less than a year, while **Female Employee** had been with the company for several years and was already performing the job.

I declare under penalty of perjury that the foregoing is true and correct. Signed this

2 day of April, 2008⁹


Rena Parsley

A187

DECLARATION OF THERESA PAYON

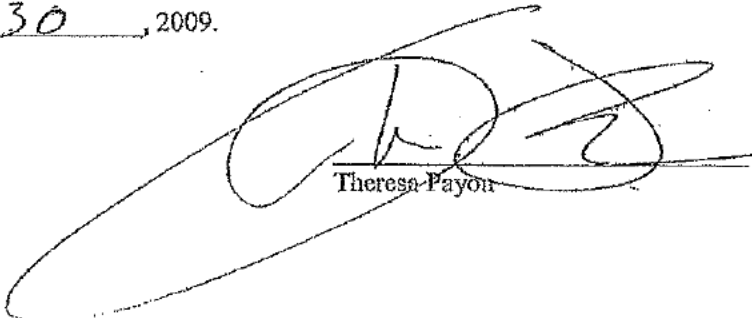
1. My name is Theresa Payon. I am a female, over the age of 21, who resides in Lakewood, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. (Sterling) in October 2004 as a Sales Associate. I trained for several weeks each at the Kay store in the Lakewood Mall, in Lakewood, California, and the Kay store in the Cerritos Mall, in Cerritos, California. I then worked as a Sales Associate at the Kay store in the Stonewood Mall, in Downey, California, from approximately November 2004 until June 2008, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by my Store Managers at the Kay store in the Stonewood Mall, Sandra Herring, and then Ada Portillo, that employees were not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
4. For example, in 2006 I was "on loan" to the Kay store in the Cerritos Mall and working there at the time. There was a male Sales Associate, whose name was Male Employee who was making \$13 or \$14 an hour. At that time I was paid \$9.00 an hour. I learned this Sales Associate's pay from the female Assistant Manager,

who told me it was more than she (the Assistant Manager) was paid. The male Sales Associate was new to the jewelry business.

5. **Male Employee** was a male Sales Associate at the Kay store in the Stonewood Mall, in Downey, California, in late 2007 or early 2008. He told me that he was making \$13 an hour. At that time, I was making \$9.00 an hour and had been with the company at least three years. I complained to my Store Manager, Sandra Herring, but she told me not to discuss pay with other employees.
6. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.
7. During my employment at Sterling, I was not told of any online system for Sterling employees to express their interest in promotions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

Tuesday day of 6/30, 2009.


Theresa Payon

A188

Declaration of Jackie Perrin

1. My name is Jackie Perrin. I am a female, over the age of 21, who resides in Mission Viejo, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. ("Sterling") between March 2008 and November 2008. I began my employment with Sterling as a Manager In Waiting at the Kay store in the Westminster Mall in Westminster, California. After approximately 2 months, I was promoted to Store Manager at the Kay store in the Laguna Hills Mall, in Laguna Hills, California. I worked in that position until November 2008, when I left employment with Sterling.
3. Before being hired by Sterling, I had approximately 20 years' experience in the jewelry business, including about 18 years as a store manager for Merksamer Jewelers and Fred Meyer Jewelers.
4. While I was employed by Sterling, I was aware of Sterling's policy prohibiting employees from discussing their pay with each other. District Manager Donna Hoffman told me when I was hired in March 2008 that employees were not allowed to talk about their pay with each other.
5. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job.
6. During my employment with Sterling, promotion opportunities were not posted at the store. I learned of Sterling's online system in which employees could express interest in types of positions, but I do not believe it listed specific job openings. Instead, employees learned about promotional openings through word of mouth, such as when

someone was leaving the company, transferring, or being promoted. Then we would know that person's position would open up.

7. I observed that Sterling treated women poorly in other ways that made me think Sterling did not want us there. For example, [redacted] Executive was very abrupt with and belittling of female Store Managers. This started during my initial interview with [redacted] Executive and District Manager Donna Huffman. I asked a routine employment question, and Davis said, "You just need to shut your mouth and listen," and gestured to my notebook as if to tell me I should keep taking notes on what he was telling me. I had misgivings about working for Sterling and under [redacted] Executive and expressed these to Huffman after this interview. She told me that it would be ok, but she appeared to be afraid of [redacted] Executive

8. During district-wide meetings of Store Managers, I also observed that ideas proposed by female Store Managers were not taken as seriously as when proposed by a male Store Manager. Male District Manager Abbi Naamani, who had replaced Donna Hoffman, was dismissive and belittling towards female Store Managers. At one meeting we discussed how to increase the number of credit applications submitted by customers. I had researched this issue over the years, and had experimented with different strategies. I brought my research to the meeting, and shared the strategy of telling customers that having a line of credit could increase their credit score, which would help the customer in other ways. Naamani treated my suggestion as if it were stupid, and was dismissive of me. At a subsequent meeting, the same topic came up, and Store Manager Rick Rocker offered the same idea of letting customers know that having a line of credit could positively affect their credit score. Naamani appeared thrilled, and called the idea

"genius." I was astounded, and complained that that was the suggestion I had made at the previous meeting. Naamani claimed he'd never heard it before. I showed my notes from that meeting, including on my suggestion, but he ignored me and moved on.

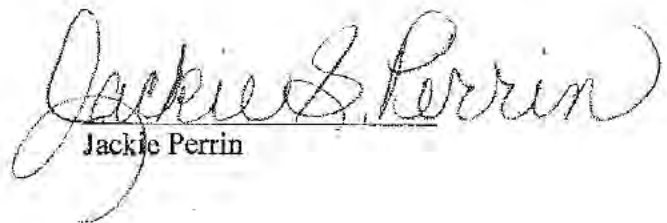
9. I attended the Annual Managers Meeting Managers Meeting Annual Managers Meeting in 2008. The atmosphere at the OMM was like a big, out of control party, and I observed a lot of drinking going on. I observed other inappropriate behavior, including partying between Sterling upper-level managers and Store Managers. Additionally, I observed inappropriate touching and hugging by male upper-level managers towards female Store Managers.

10. I ended up leaving my employment with Sterling because of the poor treatment I received from the company. District Manager Naamani acted angry and contemptuous towards female store managers, including myself. I called Sterling Human Resources twice to complain about his treatment, but nothing was done. When I described what was occurring, the woman from Human Resources told me that if I could not handle the job I should quit.

11. The day after this conversation with Human Resources I went to see my doctor, and went on medical leave. I never returned to employment with Sterling, and submitted my resignation in October or November 2008.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

27TH day of DEC, 2012.


Jackie Perrin

A189

Declaration of Joanne Philips

1. My name is Joanne Philips. I am a female, over the age of 21, who resides in Worcester, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately August 2006, as a Store Manager at the Kay store in Millbury, Massachusetts. In this position I helped get the store ready for its grand opening. I continued as Store Manager at that store until approximately November 2009, when I was terminated by Sterling.
3. While I was employed by Sterling, I was aware of Sterling's policy prohibiting employees from discussing their pay with each other. District Manager Jennifer Mallonee told me that employees should not talk about their pay with each other, and violation of the policy was a terminable offense. As Store Manager, I was expected to enforce this policy, and I told the employees I supervised not to discuss their pay with each other, and that if they did so they could be fired.
4. This policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Even as Store Manager I was not allowed to know what the employees working in the store were paid. I only learned the starting pay of employees that were hired during my tenure as Store Manager.
5. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see specific openings. Instead, Sterling selected an employee for a particular promotion, and then a Sterling manager notified that employee of the opportunity. Other

employees found out about openings and opportunities after they were filled by someone else, or through word of mouth, such as when an employee was leaving a store.

6. During my employment as Store Manager, I was not able to select who my Assistant Manager was. Instead, my District Manager would notify me who would fill this spot. When the Kay store I managed first opened in 2006, Sterling promoted a male Sales Associate, Timothy (whose last name I cannot recall) to be my Assistant Manager. Timothy was a part-time musician who displayed little interest in the growth and development of that store.

7. I observed that promotion decisions appeared to be made above the District Manager level, at least at the Regional Vice-President level. In the context of talking with me about who would be put into a specific position, District Manager Jennifer Mallonee said things such as, "Randy [Vice President Randy Rubeis] would not allow that," or, "Randy agrees this is not the way to go."

8. During my employment with Sterling, I was not trained to train the employees in the store how to use the Career Advancement Registry.

9. I attended the [redacted] Managers Meetings [redacted] from 2006 through 2009. I observed heavy drinking during this event, and saw people get drunk and get into the fountain at the resort at which we stayed. I was surprised to see [redacted] dancing and partying with female Sterling managers at the after hours parties.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 1st day of Nov., 2012.


Joanne Philips

A190


DECLARATION OF ELSIE PINSON

1. My name is Elsie Pinson. I am a female, over the age of 21, who resides in Firestone, Colorado. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 2000, as a Sales Associate at the Jared store in Westminster, Colorado. After approximately 9 months, I left the company.
3. I next worked for Sterling in August 2008, as a Sales Associate at the Kay store in the Orchard Town Center, in Westminster, Colorado. I continued in that position until May 2009, when Sterling terminated my employment.
4. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Kay Store Manager, Joanne DeCourt, around the time I was first hired, that employees were not to discuss their pay with other employees. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
5. For example, **Male Employee** was a male Sales Associate at the Kay store in the Orchard Town Center who was paid \$12 an hour. He told me his pay this year. He had no previous jewelry sales experience. At that point, I was paid only \$10.50 an hour, and had over four years' jewelry sales experience.
6. **Male Employee** was the other male Sales Associate in the Kay store in the Orchard Town Center. I overheard him tell another employee this year that he was paid \$12 an hour.

He told me that he had previously worked for Sterling but had been fired for stealing. At that point, I was paid only \$10.50 an hour.

7. **Female Employee** was the Third Key at the Kay store in the Orchard Town Center. She told me last year that she was paid only \$9 an hour.
8. Thus, all the male Sales Associates at the store had less jewelry sales experience than me, and were paid more than me. Additionally, they were paid more than our female Third Key, which is a position higher than Sales Associate.
9. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling via a subjective "tap on the shoulder" system in which only those employees Sterling is interested in promoting are notified of specific management openings.
10. During my employment at Sterling, I was not provided any information regarding Sterling's Career Advancement Registry.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 23rd day of May, 2009.



Elsie Pinson

A191

DECLARATION OF RUNDA POE

1. My name is Runda Poe. I am a female, over the age of 21, who resides in Gretna, Louisiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately September 1993 I was hired by Sterling Jewelers Inc. ("Sterling") and worked for Kay Jewelers ("Kay"), located in Belle Promenade Mall in Marrero, Louisiana, as a part-time Sales Associate. In approximately January 1995, I transferred to Kay store 1173, located in Laurel Centre Mall in Laurel, Maryland as a part-time Sales Associate. In approximately January 1996, I was promoted to Assistant Manager by Sterling and became a floater throughout my district, working in Kay store 1150, located in Beltway Plaza Shopping Center in Greenbelt, Maryland; a Kay store located in Golden Ring Mall in Baltimore, Maryland; Kay store 1178, located in Security Square Shopping Center in Baltimore, Maryland; and Kay store 1588, located in Oakwood Center Mall in Gretna, Louisiana. In approximately May 1999, I was promoted to Store Manager of Kay store 1586, located in the Plaza in Lake Forest Mall in New Orleans, Louisiana. In approximately June 2002, I transferred as a Store Manager to Kay store [REDACTED], located in [REDACTED] in [REDACTED], Georgia. I resigned from Sterling in June 2005.
3. While at Sterling, I won company trips for my excellent sales record to Cancun, Mexico in 2002, a Mediterranean cruise in 2004, and Maui, Hawaii in 2005. I also won the Credit Excellence Award around 2001 and 2005.
4. Shortly after starting at Kay in 1993, I was told by two of my Store Managers, Raymond Brown and then later Charles Vicknair, that it was the company's policy that employees were not permitted to discuss their pay. As a Store Manager, I also instructed my

employees to not discuss their pay pursuant to this policy. As a result, it was difficult for female employees to identify instances where they were paid less than male employees performing the same job.

5. I believe male employees at Sterling were paid more than female employees to perform the same job duties. For example, in approximately June 2002, I managed Teddy [LNU], a Sales Associate, and received complaints from female Sales Associates that Teddy was paid more than they were paid. As a Store Manager, I was only aware of the pay rates of the employees I hired. Teddy was already an employee of store 675 when I was transferred there so I was not aware of his pay rate, but after working with him, I do know that he had very little jewelry experience compared to the female Sales Associates who complained to me about being paid less. I informed these Sales Associates that it was against company policy to discuss pay and that I did not have access to Teddy's pay amount. I also told these Sales Associates that pay raises were based on performance reviews and encouraged them to keep their performance up, which would allow me to recommend to upper management that they receive a pay raise in their next performance review.
6. In addition, in approximately 1998, Lisa Ryan, Store Manager of Kay store 1588, told me that she learned that Barry Bache, Store Manager of Kay store 1587, who had six years less tenure with Sterling and less jewelry experience than Ms. Ryan, was making more than she was making annually.
7. In approximately 2001, while Greg Waidmann was my District Manager, he assured me that I would be given a pay raise of \$5,000. My current salary at the time was approximately \$32,000. However, Mr. Waidmann told me that when he made the request

for my pay raise to his Regional Vice President, Paul Kronic, Mr. Kronic said that I did not “deserve to make that much” and my pay raise was denied. Meanwhile, I knew I was not making as much as other male Store Managers. At Store Manager meetings, which occurred about once a month, I would often overhear male store managers discuss their pay. This was how I learned that many of the male Store Managers, who were less qualified than I was, were paid more than I was paid. In addition, in approximately 2005, I learned from another Store Manager, Latoya Washington, that Deryl Borne, a male Store Manager, who had less tenure with Sterling and less jewelry experience than I did was paid more than I was paid. Ms. Washington learned of Mr. Borne’s pay after overhearing Store Managers discussing their pay at a monthly Store Manager meeting for her district.

8. Sterling did not have a formal promotional process and promotional opportunities were not posted in the stores. Instead, the District Manager singled out specific employees and informed them of open positions. If that employee was interested, there was no application process. Rather, the District Manager would let upper management know. For example, when I was approached by my District Manager, Brian Land, about the opening in the Kay store in Valdosta, Georgia, I was specifically told to not say anything about the opening to anyone. I was then immediately transferred to the Valdosta store. In other words, no opportunity was given to other employees to apply for this position.
9. Very few women were selected for promotional opportunities to management and I believe women were discriminated against with respect to promotions at Sterling. I repeatedly let my District Managers know that I was interested in being promoted to District Manager. However, I was never selected for a promotion, even in light of my


great sales records. Instead, Brian Land, who was similarly qualified to me, was promoted to District Manager around 2002.

10. Another example of Sterling failing to promote female employees is **Female Employee** [REDACTED] an Assistant Manager at Kay Store 1587, located in the Esplanade Mall in Kenner, Louisiana. Despite being very knowledgeable in jewelry and having worked for Sterling for almost twenty years, she was never promoted to a Store Manager. Ms. **Female Employee** [REDACTED] trained me when I started at Sterling and we stayed in touch after I was promoted. She informed me that less qualified male employees were often promoted over her to Store Manager, even though she repeatedly let her District Manager, Barry Bache, know she was interested in store management.
11. I not only witnessed sexual discrimination with respect to pay and promotion against female employees but also was aware that sexual harassment was prevalent at Sterling. For example, around 2004, [REDACTED] a Store Manager from store [REDACTED] located in [REDACTED] in [REDACTED], Georgia told me that [REDACTED] inappropriately rubbed her hand and waist on multiple occasions in her store which made her very uncomfortable. I also heard from Ms. [REDACTED] that Store Managers and Sales Associates complained to her that they were inappropriately touched by [REDACTED] while they were working. Mr. [REDACTED] also planned outings with the Store Managers in his district to strip clubs and paid for everyone's drinks throughout the night. Despite the fact that Mr. [REDACTED]'s sexually harassing behavior was well known in the district, he was promoted to **Executive** [REDACTED] around 2002 and was still serving in that capacity when I left Sterling in 2005.

12. Sexual harassment was also common place at Sterling's annual ^{Annual Managers' Meet} Managers Meetings. I attended all of the meetings while I was a Store Manager, from 1999-2005. After the training meetings, there were social events for the employees to attend. At these events a lot of alcohol was served and there was overt flirting among the employees, regardless of whether they were married. Spouses were not invited to attend these meetings. I saw employees dancing intimately with each other and holding hands and walking off together to each others' hotel rooms.
13. In addition, in 2005, on the [REDACTED] incentive trip that I attended, I noticed a Store Manager, [REDACTED] [LNU], sitting on another Store Manager's lap, kissing him. I knew the male Store Manager was married because I met his wife previously. It made me very uncomfortable that such behavior was tolerated by Sterling so I walked up to the male Store Manager and asked him how his wife was doing.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 27 day of September, 2012.


Runda Poe

A192

DECLARATION OF JASON POWELL

1. My name is Jason Powell. I am a male, over the age of 21, who resides in Byrnes Mill, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling" or "the Company") between 1998 and 2011. From May 1998 through November 1999, I worked as a part-time Sales Associate at Kay store [REDACTED] in the [REDACTED] located in [REDACTED] Missouri. Following a remodeling, this location was assigned a new store number, [REDACTED]. I left the company for a few years before returning as a part-time Sales Associate at J.B. Robinson store 121 in the Shoppingtown South County Mall in St. Louis in August 2002. I stayed there for about a month before transferring to [REDACTED] store [REDACTED]. I worked as a Sales Associate on a part-time and full-time basis there until June 2004. In Summer 2004, I left the company again for a few months before returning to the same store in October 2004. I was hired as a Sales Associate for two weeks before being promoted to Assistant Manager. I remained in this position until January 2005. Then I left the company for a third time before returning to store [REDACTED] in September 2005, first as a part-time Sales Associate, and later moving up to full-time sales. I left the company after the Holiday season in 2006, and returned a final time in November 2009 as a full-time Sales Associate at J.B. Robinson store 2189 in the West County Mall. I was promoted to Assistant Manager in February 2011 and remained there until I left the company most recently in November 2011.

3. During my time at Sterling, I was aware of a company policy against discussing pay. During my orientation I was told by my Store Manager Deena Pilcher that co-workers are not allowed to discuss wages with one another, and I believe that this practice made it difficult for women to learn when they were being paid less than men for comparable work. My general sense was that at Sterling, if you were not a man, you were not going to be paid fairly.
4. One example of unfair pay differences was brought to my attention around 2005. Shortly after I left Sterling in 2005, I ran into former Sterling Store Manager Chuck Scherbring shortly after he had also left the company. He mentioned that Sterling had paid him better than the company where he had worked prior to that. Then he told me what he had been earning at the previous company, and I was able to deduce approximately how much he earned as Store Manager of store 387 at Sterling. Months after this conversation, I was talking with Sterling Store Manager, Helen Pagan who had by then replaced Mr. Scherbring as Store Manager of store 387, and she mentioned to me how much she was earning. Recalling my conversation with Mr. Scherbring, I realized that he had been earning about \$10,000 more than she was in salary despite the fact that both Store Managers had, to my knowledge, about the same experience. I told Ms. Pagan, who was surprised that he had been earning so much more money than her as manager of the same store.
5. During my time at Sterling, promotional opportunities were not formally posted in stores. Instead, openings were spread by word of mouth. I observed that Sterling's process of promotion into management disfavored female employees.

6. For example, in 2003 while I was a Sales Associate at store 387, I saw my Assistant Manager **Female Employee** demoted from her position into a sales position. I was watching from the store as Sterling management sat down with Ms. **Female Employee** and informed her of this decision. After the conversation, Ms. **Female Employee** came over to me and told me that management had told her they were bringing in a young man to replace her as Assistant Manager. Shortly afterward, a less experienced male, **Male Employee** was brought in as Assistant Manager. I realized he was less experienced when he started in the store and demonstrated a lack management skills with our team. Ms. **Female Employee** had been a successful Assistant Manager and I believe that Sterling demoted her because she was a woman. I never saw the company treat any male employee this way.
7. In another incident, I benefitted indirectly from Sterling's bias against women in promotion. Around October 2004, I was hired back at store 387 as a Sales Associate and then, two weeks later, was promoted to Assistant Manager. Sterling commonly hires people from outside the company into management positions, first placing the new employee in a lower position and then, a very short time later, moving the employee up to a higher position and claiming that the Company "promotes from within." Around the time I was promoted to Assistant Manager, I learned that **Female Employee** an equally qualified female employee who had already been working in the store, had been interested in the position, too. Instead, Sterling hired me. I felt the only reason that I was hired over her was because of my gender.

8. Then, in late summer of 2006, Sterling hired Store Manager [REDACTED] to replace Helen Pagan in store [REDACTED]. At the time, Female Employee was the Assistant Manager and everyone thought that she would replace Ms. Pagan because she had been acting as interim Store Manager and had run the store with success for a month. I believe that Female Employee was equally or more qualified to be Store Manager than Mr. [REDACTED] because she was in the jewelry business her whole career and had around 13 years of experience at the time. Nevertheless, the company hired Mr. [REDACTED] and Female Employee quit in protest. Mr. [REDACTED] proved to be a terrible manager. For example, one year he returned to the store after the Annual Managers Meeting covered in wounds on his hands, arms, and face. It was rumored in the store that he sustained these injuries when he knocked over a tray of glasses while drunk at the meeting. He was verbally abusive to staff, displayed erratic behavior, and he came into work for several days in succession wearing the same clothing, leading me and others to believe that he had a serious alcohol and drug problem. In 2008, after Mr. [REDACTED] left the company, Female Employee was hired back at Sterling as interim Store Manager of J.B. Robinson store 2189, but was still not promoted to Store Manager until January 2009.
9. Other elements of the culture at Sterling made it more difficult for female employees to succeed in management positions. One in particular was that the Company expected their employees to look a certain way, and these standards were applied in a way that was more burdensome to women. For example, I recall a female District Manager, Cheryl Urekar, went from being very

overweight to losing a lot of weight. I commented to Ms. Urekar about her weight loss and she told me that she had basically starved herself down to a smaller size because she felt that was what she had to do in order to keep her job. While men at the Company were expected to dress in nice clothing, this was nothing compared to the pressure on female employees to fit the image of slim, young beauty that the Company wanted to portray.

10. In addition, I heard several accounts about the [redacted] Annual Managers Meeting that involved males in Sterling's upper management who pursued and engaged with female subordinates sexually at the Meeting. Following the [redacted] Annual Managers Meeting one year, Sales Associate Mary Bridgette Bilka told me that [redacted] was caught engaging in oral sex with a female subordinate behind some bushes at the resort where the Meeting was held. I believe Ms. Bilka heard this from her Store Manager who was at the Meeting when this took place. Then, around 2003 or 2004, Store Manager Chuck Scherbring told me that he had seen [redacted] flirting with a female subordinate at a party after the meetings one night. When [redacted] went to pull this woman into a shuttle bus with him, she was pulled away from him by her friends. Mr. Scherbring told me that he assumed [redacted] was trying to take the woman back to his hotel room with him.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 14 day of October, 2012.



Jason Powell

A193

DECLARATION OF ELLEN S. PURDY

1. My name is Ellen S. Purdy. I am a female, over the age of 21, who resides in Palmetto, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling" or "Company") in 1987 at Osterman Jewelers, Store 174, in Indianapolis, Indiana. There, I began working in the office, then became a Sales Associate, and then became Assistant Manager. In approximately November 1989, I was transferred to an Osterman's in Springfield, Ohio and became the Store Manager of that store. In 1990, I was transferred to another Sterling store in Marion, Indiana and worked there as a Store Manager until 1991, when I was transferred back to Osterman Store 174 as Store Manager. In 1992, I was transferred to Osterman Store 172, also located in Indianapolis, and was the Store Manager there. In 1993, Sterling transferred me to a Kay Jewelers and demoted me to Assistant Manager. I remained at Kay's as Assistant Manager until approximately 1996 when I left Sterling to work for Zales as a store manager. I remained at Zales for approximately three years, working as a store manager, and then came back to work for Sterling as a Sales Associate at Osterman Jewelers, Store 174. Sterling then transferred me to Osterman Store 172 to work as the Assistant Manager. In 2000, I transferred to Kay Jewelers, Store 367,¹ in St. Petersburg, Florida where I worked as a Sales Associate and was paid an hourly rate of approximately \$13.00 or \$13.25. In approximately 2004, I became the Office Manager at Store 367. I remained at Store 367 until the Fall of 2006 when Sterling offered me the Store Manager position at Marks & Morgan, a low volume store in West Shore Plaza in

¹ Terry Chandler was initially the Store Manager when I came to Store 367, then Tadd Simon became the Store Manager, and then Pamela Bennig. Dale Bowling was the District Manager.

Tampa, Florida. I was paid a base salary of \$41,500 as the Store Manager of Marks & Morgan at West Shore Plaza, Tampa, Florida. I remained Store Manager at Marks & Morgan until February 2008 when I asked to step down from the position and be transferred back to Store 367 as a Sales Associate. I remained a Sales Associate at Store 367 for the duration of my employment with Sterling, which ended when I resigned in May 2011 (although my last day of work was approximately January 2011).

3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees. When I was first hired by Sterling, my Store Manager at the time, Nancy Marsh, threatened that if I discussed my pay, I would be fired. This applied to everyone. Because of that policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job. However, based on information I obtained while working at Sterling, I do believe that women were paid less than male employees performing the same or similar jobs at Sterling. For example, **Male Employee** a male hired as a Sales Associate at Store 367 in 2006 who Sterling promoted to Assistant Manager in 2007, told me that he was making \$22-\$23 per hour. It was unclear whether Sterling paid him this amount as a newly-hired Sales Associate, as an Assistant Manager, or both. Regardless, this was more than I was ever paid at Sterling; more than I was paid as Office Manager at the same store as **Male Employee** and more than I was paid as the Store Manager at Marks & Morgan with 20 years experience in the jewelry industry, the vast majority of which had been with Sterling. Before coming to Sterling, Mr. **Male Employee** had approximately 5 years of experience as a sales associate at another jewelry store, but had no where near the amount of experience I had.

4. During my employment at Sterling, I also observed that women suffered discrimination because of the manner in which promotions were made. Job openings and promotional opportunities were not posted via any formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Rather, Sterling utilized a “tap-on-the-shoulder” method of promoting. Because of the manner in which promotions were made at Sterling, employees would not necessarily know if a management position was opening and there was never an opportunity to apply for the position. Promotions to management positions were “hush hush,” and an employee who was offered a promotion was generally told to keep the promotion quiet until Sterling announced it. By the time an employee interested in being promoted found out about an opening in management, the position had usually been filled already.

5. Until approximately 2007, there was no formal way for an employee to register his or her interest in being promoted. In approximately 2007, while I was working as the Store Manager of Marks & Morgan at West Shore Plaza, Sterling started the Career Advance Register (“CAR”) where an employee could register his or her interest in being promoted. However, as far as I am aware, CAR did not notify employees of particular positions opening, nor did it enable employees to apply for a particular position. Sterling did not widely publish or promote CAR. I believe Sterling sent an email about CAR, however, as Store Manager, I was never trained on CAR, nor were any of the employees in my store. In fact, most, if not all Sterling employees with whom I worked thought CAR was a joke. If Sterling wanted to promote someone, it would promote someone regardless of whether the person was making their standards or not. However, if Sterling did not want to promote someone, it would use the person’s standards as an excuse as to

why it was not promoting that particular employee. Some of the employees that I managed at Marks & Morgan, most of whom were female, registered their interest in being promoted through CAR, but they were never promoted during my tenure with Sterling.

6. During my employment at Sterling, I observed that males were routinely promoted over equally or more qualified females. When I started working for Sterling in Florida in the early 2000's, 14 of the 16 Store Managers in the district in which I worked were male. This gross disparity of many more males in management than females existed despite the fact that the vast majority of Sales Associates in the district were female, and despite the fact that there were many female employees who were just as, if not more qualified. It was well known that our District Manager, Mr. Bowling, preferred female employees to occupy subservient positions, and for managerial positions to be occupied by male employees. Toward the mid to later 2000's, after this case commenced, Sterling appeared to start filling more of the Store Manager positions in the district in which I worked with women, however, the "promotion" to Store Manager that I was offered in 2006 was to a very low volume store where, I believe, Sterling just wanted a warm body. Furthermore, I observed Sterling promote **Male Employee** who was hired as a Sales Associate in 2006 and was the only male at Store 367 at the time, to Assistant Manager in 2007, and then to Store Manager in approximately April 2012, over equally or more qualified female employees. For example, **Female Employee** was a Sales Associate at Store 367, had been a Store Manager with Sterling for at least 3 years, had been a district manager with Radio Shack previously, and was interested in being promoted to management at Sterling, yet **Male Employee** was promoted over her.

7. I also observed that at Sterling, males were treated more favorably than females and were held to a lesser standard than women. For example, if a male was underperforming, our District Manager (Mr. Bowling) would look the other way. However, if a female was underperforming, Bowling would demote or fire her. One example of this disparity in treatment is [Male Employee], a male employee who worked for Kay's in Citrus Park, Florida (in Mr. Bowling's district) as a Store Manager, was then transferred to Store 367 and worked there as a Store Manager in 2001, and was then transferred to the Jared Store across from Tyrone Mall in St. Petersburg, Florida where he worked as the General Manager. At Jared's, [Male Employee] underperformed for a long time, and neither Mr. Bowling nor Sterling did anything about it. However, when the low-volume West Shore Plaza Marks & Morgan Store was not doing well, Sterling demoted the female Store Manager, Joy [LNU], after she had been its Store Manager for approximately one and one-half years. Joy [LNU] was the Store Manager at the Marks & Morgan at West Shore Plaza in Tampa, Florida immediately before me. After I was given her position and the store continued to not do well as a result of the poor economy, I ultimately decided to step down rather than be demoted or fired, which I knew would be imminent because that was how Sterling treated females it deemed were underperforming, a standard which it did not apply equally to its male employees.

8. District Manager [REDACTED] also engaged in sexist behavior toward the female employees he managed. [REDACTED] would constantly call me and other female employees "Honey." This made me feel uncomfortable as it was a term of endearment reserved only for my husband. I tried to ignore it, however, as I could not afford to lose my job. [REDACTED] would also make disparaging comments about Sterling female

employees. While [REDACTED] was working out of Store [REDACTED] making phone calls to other stores in the district, I heard [REDACTED] state on the phone, "let's get rid of that Bitch." [REDACTED] would also yell at, curse at, threaten, degrade, and put down [REDACTED], the female Store Manager at Store [REDACTED]. I would often see her in tears after meeting with [REDACTED]. It was so apparent that Mr. [REDACTED] had little respect for and looked unfavorably upon female employees that Debbie Cobb, a female employee who took my place as the Store Manager of the Marks & Morgan Jeweler's store at West Shore Plaza in Tampa, Florida after I stepped down asked me shortly after meeting Mr. [REDACTED], "what is up with [REDACTED] not liking women?" This was her first impression of her new District Manager. I never observed [REDACTED] make disparaging comments or dole out harsh treatment to male employees.

9. Sterling also had a culture where male upper management sleeping with female employees subordinate to them was somewhat commonplace and accepted. I observed this culture frequently at the eight to ten **Annual Managers' Meetings** attended over the course of my employment with Sterling. The **Annual Managers' Meetings** were attended exclusively by Sterling management, the upper management of which were mostly male. These "managers' meetings" were nothing but a drunken party with a lot of sleeping around between male and female management. In addition, it was widely rumored when I first came to Florida that our District Manager, [REDACTED], was sleeping with a female Store Manager in the [REDACTED] area. Further, in the 1990's, my District Manager [REDACTED] told me that Sterling **Executive** [REDACTED] arranged to have a female Store Manager delivered to his hotel room at a Sterling Christmas Kickoff event. This particular Store Manager frequently wore leather

skirts with no underwear. [REDACTED] was also actively engaged in sexual exploits with female employees under him and discussed them often, and sometimes in front of me. For example, in the 1990's [REDACTED] had an affair with a female Store Manager, [REDACTED], who reported to him.

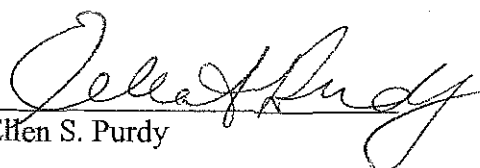
10. On March 21, 2006, I was interviewed by Sterling through one or more of its attorneys. I believe there were two people and my understanding was they were both attorneys, but I am not positive. The interview took place shortly after I had come back to work after a very serious surgery, and I was still on pain medication. I remember being approached by the attorneys and being told they needed to ask me some questions. I did not ask to be interviewed but felt compelled to participate for risk of losing my job. I had heard my District Manager [REDACTED] make comments about getting rid of employees who bucked the system, and had heard him on multiple occasions direct others to get rid of employees he deemed were "troublemakers," so I felt I had no choice but to participate in the interview, answer their questions, and sign what they gave me to sign. I felt I could not be completely open and forthcoming with my responses to their questions because women who complained at Sterling were referred to as "Bitches" or troublemakers, and I feared that if I refused to answer their questions or sign the statement they handed me, I would be without a job.

11. I recently received a letter from Sterling with my March 21, 2006 declaration attached. In the letter, Sterling discussed the *Jock, et al. v. Sterling Jewelers Inc.* case, reminded me that I had "signed a declaration under oath," and notified me that it had "attach[ed] a copy of [my] declaration for [my] convenience." Sterling then alerted me that attorneys for the women who filed the arbitration complaint might contact me to

discuss my declaration, and advised me that I was not required to speak to counsel for either Sterling or the arbitration claimants and that I could end discussions at any time. Sterling also advised me to contact a “Christina Janice at (303) 665-6168” if I had any “concern[s] about how [I was] being treated by either [Sterling] or attorneys representing individuals suing [Sterling] in relation to this matter.” Sterling did not inform me that Ms. Janice is an attorney or that she had represented Sterling in this case.

12. I found the language in Sterling’s letter telling me that I had signed the attached declaration under oath intimidating. I did not remember the document Sterling attached as my declaration, and did not agree with the paragraphs therein (see ¶¶ 1, 19, 20) stating the declaration was signed voluntarily, without threat or coercion and that I was not required to provide the testimony in the declaration. Nor did I believe that Sterling would not retaliate against me (see ¶ 19). Further, I did not agree with ¶¶ 6 and 8. I had complained about my rate of pay to my manager and had heard others complain about their rate of pay due to their gender, such as Pamela Bennis. In addition, when I first came to Florida, it was widely known and discussed amongst employees in the district that Sterling promoted many more males than females to Store Manager under Bowling. I feared losing my job and did not feel I had a choice but to sign the statement Sterling’s attorney(s) handed me. Further, I was in quite a bit of discomfort and on pain medication when Sterling’s attorney(s) interviewed me and procured the declaration from me on March 21, 2006.

I declare under penalty of perjury that the foregoing Declaration is true and correct. Signed this 20 day of Sept., 2012.


Ellen S. Purdy

A194

DECLARATION OF DEBBIE RAYL

1. My name is Debbie Rayl. I am a female, over the age of 21, who resides in Greenfield, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in July 2008, as a Sales Associate at the Kay store in the Avenues Mall, in Jacksonville, Florida. I continued in that position for about three weeks, when I moved to Ohio. I began working as a Sales Associate at the Kay store in [REDACTED] Ohio, at the end of August 2008. I have continued in that position to the present.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Hope Rhodes, when I first began working for Sterling, that employees were not to discuss their pay with other employees. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. During my employment at Sterling, I also observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified those employees it was already interested in promoting about specific management openings.
5. I expressed interest in management to Store Manager [REDACTED] in August 2008, during my initial interview at the Kay store in [REDACTED] Ohio. [REDACTED] did not inform me what I needed to do or learn in order to be considered for promotion. I

have not been informed by any of my supervisors of any open Third Key or Assistant Manager positions since I began working at this store in August 2008.

6. I believe I have experienced retaliation for utilizing Sterling's supposedly confidential TIPS line to make a complaint against Store Manager [REDACTED] and for corroborating another employee's complaint. In approximately October 2008, I called Sterling's TIPS line to make an anonymous complaint to the company. I told the TIPS operator that [REDACTED] had yelled at and berated me and other employees, on and off the sales floor. I also relayed an incident that occurred in the fall of 2008, when I heard [REDACTED] threaten to "bitch slap" [REDACTED] another Sales Associate at the store. I also complained that [REDACTED] girlfriend, [REDACTED] was a Sales Associate at the store, and appeared to get preferential treatment by [REDACTED]. For example, I had observed that [REDACTED] had forged signatures on credit applications that she obtained over the phone, in violation of Sterling policy, and it appeared that [REDACTED] was aware of this, yet had taken no action against her. I also told the TIPS operator that [REDACTED] had several criminal charges against him in the last few years, including driving under the influence, drug possession, and a pending domestic violence charge.
7. A couple days after this call, I noticed a difference in how [REDACTED] treated me. He appeared even more irritated with me than usual. Two Sales Associates, Stacy Bachnicki and Teena (LNU), told me that they overheard [REDACTED] on the phone during this time. It was apparent that [REDACTED] was talking with District Manager [REDACTED] and that it was about my call to the TIPS line. They told me that they heard him discussing the complaint, and it was clear from what [REDACTED] said that I was identified as the TIPS caller.

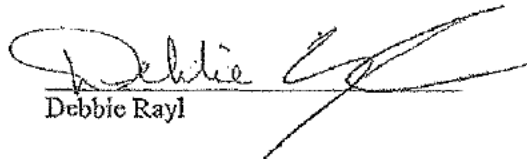
8. I was also aware from conversation with [REDACTED] in October 2008, that she had called the TIPS line to complain about [REDACTED] threat to "bitch slap" her, and listed me as a witness to the threat.
9. After I called the TIPS line, Tom Parks from Sterling's Human Resources called me at the store. He asked me about the incident that [REDACTED] had complained about in which [REDACTED] threatened to "bitch slap" her. I told Parks that I heard [REDACTED] make that threat. I also complained to Parks about the behavior that I had called the TIPS line about— [REDACTED] yelling at me and other employees, his belittling of us, and that either he or his girlfriend, Sales Associate [REDACTED] had forged signatures on credit applications. I told Parks about [REDACTED] criminal history, including domestic violence charges. I also told Parks that the female employees in the store were afraid of [REDACTED] because of his domestic violence charges and because he would explode in anger towards us at the store. I faxed Parks a written description of these events, a copy of a forged credit application, as well as several pages of [REDACTED] criminal history records.
10. In October or early November 2008, Parks called [REDACTED] about her complaint that [REDACTED] had threatened to "bitch slap" her. Parks told her that the investigation was closed and that it had been "handled." I was standing next to [REDACTED] at the store during this call, and after she hung up she told me what Parks had said.
11. A couple days later, Parks called me, and told me that Sterling had done its investigation of my complaint and it was now closed. I said, "What about the police records and forging the credit applications?" Parks said that he had passed the information on to Loss Prevention and that it was in their hands now.

12. I am not aware of any disciplinary action taken against [REDACTED] for his behavior towards me and other employees, including his threat to "bitch slap" [REDACTED]. He is still the Store Manager of our store.
13. After all this had occurred, a couple times I have heard employees tell [REDACTED] that they were going to call TIPS on him. He would laugh and reply that it didn't matter, he was "in the in-crowd," and nothing would happen to him.
14. In December 2008, [REDACTED] threatened to make me a part-time employee if I did not get my standards up. He made me sign a paper containing this warning. My performance standards were good, and well within the range of other Sales Associates' standards. Because this threat came soon after my complaints about him, and because my standards had not decreased recently, it appeared to me that [REDACTED] was retaliating for my complaints and corroboration of [REDACTED] complaint that he had threatened her.
15. After Sterling failed to discipline [REDACTED], it appeared that complaining to TIPS or Sterling's Human Resources was futile. I then contacted the Ohio Civil Rights Commission and filed a complaint with them.
16. I received a letter dated December 24, 2008, from the Ohio Civil Rights Commission that Sterling had been already been presented with my complaint. On December 24, 2008, [REDACTED] told me that in fact I was being "busted down" to part-time status. Since then, I have been scheduled to work between five and thirteen hours a week, compared to approximately 35 to 40 hours a week before this occurred.
17. [REDACTED] is also retaliating against me in other ways. [REDACTED] told me that she overheard [REDACTED] on a phone call to Human Resources. From what [REDACTED] said, Schilz could tell he was talking to Human Resources about me. Schilz heard [REDACTED] say that he

was "not comfortable with her around the inventory." [REDACTED] has made comments to me and other employees that merchandise has gone missing in the last couple of months. I am concerned that I am being set up by [REDACTED] to be accused of stealing and/or to be fired.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

9 day of March, 2009.


Debbie Rayl

A195

DECLARATION OF MELISSA RICKER

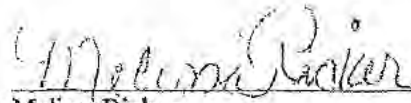
1. My name is Melissa Ricker. I am a female, over the age of 21, who resides in Bluffton, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a Sales Associate at the Kay store in the Lima Mall, in Lima, Ohio, in approximately October 2005. I continued in that position until April 2008, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by District Manager Erin LaBranch and Store Manager Janis Labelle when I was first hired that employees were not allowed to discuss their pay with other employees, and that it was grounds for discipline. In 2007, I was also told not to discuss my pay by Assistant Manager Sarah Woods, and that doing so was grounds for discipline, including termination. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
4. For example, [Male Employee] was a male Sales Associate at the Kay store in the Lima Mall in which I worked. In 2007 or 2008, Assistant Manager [Female Employee] told me that [Male Employee] was paid more than her, and that he was paid between \$20 and \$25 an hour. At that time, [Female Employee] told me that she was paid around \$12.20 an hour. At that time, I was paid between \$10.50 and \$11.13 an hour.

5. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling management via a subjective "tap on the shoulder" system, in which Sterling notified those employees it was already interested in promoting about specific management openings.
6. I was interested in promotions into management from the beginning of my employment at Sterling. I expressed this interest during my initial interview with District Manager Erin LaBranch, District Manager Marcia Hayes, and Store Manager Janis Labelle. LaBranch asked me what I hoped for at Sterling, and I said, "Your job." I also told them that I was willing to relocate for a promotion. I was told by LaBranch that I would be brought into management, but that first I had to be trained as a Sales Associate. At that time, I had about five years' experience as a diamond and jewel wholesaler, and ran my own retail jewelry store.
7. I continued to express interest in being promoted into management. I told my first Store Manager, Janis Labelle, that I wanted to get into management. Labelle told me that I would be in management within six months. She started informally training me for management, but I was not put into Sterling's Management Training System.
8. Despite being qualified for, and interested in, promotions into management, I was not told by any of my supervisors about available Assistant Manager positions.
9. I was passed over for promotion to Assistant Manager in favor of a less qualified male in 2007. I learned after the position was filled that there was an open Assistant Manager position at the Osterman store in the Lima Mall. Instead of promoting me, Sterling

promoted a male, [Male Employee] who had been hired as a Sales Associates about four months earlier. He had no previous jewelry experience. I complained to my Store Manager, Christy Bolyard, who told me she could not believe [Male Employee] was promoted to Assistant Manager.

10. I learned that other female employees who were interested in management were also passed over for promotion. For example, my Assistant Manager, [Female Employee] told me that she was interested in promotion to Store Manager. In 2007, the Store Manager position came open at the Osterman store in the Lima Mall. [Female Employee] told me at the time that she was not interviewed for the position, and that it went to a male, whose name I cannot remember.
11. I attended a district meeting in Toledo, Ohio, along with other employees, in approximately 2007, at which District Manager Marcia Hayes told employees that we could not speak to attorneys who represent clients against the company, and that doing so was grounds for termination. At this same meeting, Hayes joked about the gender discrimination case that was later filed against the company.
12. I was not told about an online system for employees to express interest in promotions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 15th day of June, 2009.


Melissa Ricker

A196

DECLARATION OF SHERRY ROBERSON

1. I, Sherry Roberson, am over the age of 18 and am competent to testify to the following from my personal experience and knowledge, and declare as follows:

2. I was recruited by Sterling Jewelers Inc. ("Sterling") in approximately September 2003 to work as a Sales Associate at Jared the Galleria of Jewelry ("Jared") in Orland Park, Illinois. In approximately February 2004, I was promoted to Timepiece Department Manager of this store. In approximately April 2004, I was promoted to Assistant Manager of the Jared in St. Charles, Illinois. In approximately April 2005, I was promoted to Assistant Manager of a larger volume Jared store in Aurora, Illinois. In approximately June 2006, I transferred to Tampa, Florida to be the Assistant Manager of the Jared in Tampa, Florida in the Citrus Park area. I held that position until I resigned in approximately May 2007.

3. When my District Manager Allen Ruffner offered me the Assistant Manager position of the Jared in St. Charles, Illinois in approximately April 2004 at a base salary of \$35,000, I thought that this starting salary seemed low for the Assistant Manager position. I said as much to Ruffner; however, Ruffner assured me that *all Sterling Assistant Managers* receive a starting base salary of \$35,000 per year, so I accepted the position with that salary based on this representation.

5. I had no way to determine if the salary I was offered for the Assistant Manager position was indeed the same as the salary offered to other Sterling Assistant Managers because Sterling does not disclose pay grade information or pay guidelines to its employees. In fact, Sterling had a policy throughout my employment that prohibited employees from discussing their pay. As an Assistant Manager of several Jared stores in

Illinois and Florida, I enforced this policy with Sterling employees. It is because of this policy that I am not aware of all the instances in which male employees similarly situated to me were paid more. I had no other choice but to rely on Ruffner's statement that all Sterling Assistant Managers earn a starting base salary of \$35,000 per year as true. Several years later in approximately May 2007, I learned that **Male Employee** was promoted to an Assistant Manager in Florida around the same time period I was promoted to Assistant Manager in Illinois. However, **Male Employee** was offered a starting base salary of more than \$35,000 per year even though he had substantially less experience than me. **Male Employee** who was also promoted to Assistant Manager around this time period in Florida also told me he was paid more than \$35,000 per year. This information leads me to believe that Ruffner misrepresented that all Sterling Assistant Managers at Sterling were paid a starting base salary of \$35,000; and thus, misled me when I inquired as to whether \$35,000 was a fair wage for the Assistant Manager position back in April 2004.

6. While employed as Assistant Manager in St. Charles, Illinois, I spoke with Ruffner several times about my interest in obtaining a general manager position. In response, Ruffner made me a verbal promise that the next available general manager position would be mine. In approximately September 2005, the General Manager at the St. Charles, Illinois Jared decided she couldn't take the pressure and walked-off the job. As the Assistant Manager of the store, I took over and ran the store for several months while a replacement General Manager was selected. I interviewed with Ruffner to fill this position; however, the job was given to a male-employee **Male Employee**. At the time of his promotion, I had been training **Male Employee** for the Assistant Manager position of the

Orland Park, Illinois Jared. [Male Employee] never interviewed for the promotion to General Manager in the St. Charles Jared. Ruffner simply called [Male Employee] on the telephone and asked him if he wanted the job. [Male Employee] had previously worked for Sterling as a mall Store Manager, but like the General Manager in St. Charles, he had walked-off the job without notice leaving his employees without a store manager. Instead of receiving the promotion to General Manager of the St. Charles Jared, I was transferred to be the Assistant Manager of the Jared in Aurora, Illinois.

7. While employed by Sterling, I also observed other female employees be denied promotional opportunities because of their gender. For example, before my transfer to the Aurora, Illinois Jared, Ginnie Latham, the Timepiece Department Manager, interviewed to replace me as Assistant Manager in the St. Charles, Illinois Jared. Latham had excellent performance standards, prior Sterling management experience, obtained the required certifications for the position, and was qualified for the promotion. Latham, however, was denied the promotion and a less qualified male sales associate, [Male Employee] was promoted to Assistant Manager instead. [Male Employee] had been with Sterling for less time than Latham, had no prior jewelry experience before working for Sterling, and had not completed the proper jewelry certifications required to be the Assistant Manager.

8. In June 2006, I transferred to Tampa, Florida to be the Assistant Manager of the Citrus Park Jared Store. My new District Manager was Aaron Scott and the General Manager of the Store was Avind Mohip. During my employment in Tampa, Florida, I witnessed these male managers display favoritism towards male employees over female employees. In fact, a male coworker, Grant "Billy" Laing, told me that Scott

told him that he "takes care of his boys." I witnessed this first-hand when Scott and Mohip hired a young male Sales Associate, [Male Employee] who had no prior jewelry industry experience and paid him \$13.00 per hour. [Male Employee] starting hourly rate was higher than the hourly wages of several of the female sales associates who had significant jewelry industry experience. Scott and Mohip said [Male Employee] was "management material" even though there were several more qualified female employees in the Citrus Park Store who were interested in management opportunities. In fact, Mohip told me that Scott said [Male Employee] was on the fast-track to management. Mohip mentored [Male Employee] while failing to provide the same guidance and assistance to the other female sales associates in our Store.

9. Because Sterling's promotion selection system lacks objective criteria and is implemented predominantly by male decision-makers, this system disproportionately benefits males. As a female employee of Sterling, I believe I have been denied equal pay and equal promotion opportunities in comparison to similarly situated male employees at Sterling. As an Assistant Manager in Illinois and Florida, I am certain there were several stores that Sterling could have transferred me to in order to further my expressed career goals of becoming a store manager and possibly a district manager. I believe I was denied such an opportunity because of my gender.

10. I believe females employees of Sterling have been denied pay and promotion opportunities on account of their gender. Although Sterling touts its confidential TIPS Hotline and Resolve Program to resolve such issues, I personally know neither program is confidential. As Assistant Manager, I was informed when employees submitted such a complaint. Most employees knew that this process was not confidential

and as a result few employees utilized these programs during my employment with Sterling.

I declare under penalty of perjury that the foregoing statement is true and correct. Dated this 14 day of November, 2008.

Sherry Roberson
SHERRY ROBERSON

A197

DECLARATION OF SHERRY ROBERSON

1. I, Sherry Roberson, am over the age of 18 and am competent to testify to the following from my personal experience and knowledge, and declare as follows:

2. I was employed by Sterling Jewelers, Inc. ("Sterling") in management positions from approximately September 2003 until approximately May 2007 in Orland Park, St. Charles and Aurora, Illinois and Tampa, Florida. From approximately June 2006 until May 2007, I was Assistant Manager for Store #443 in Tampa, Florida. I have personally knowledge of the facts and events stated below by and through my employment as an assistant manager with Sterling and my working relationships with current and former Sterling employees.

3. In approximately May 2007, Judy Reed applied for the Assistant Manager position for Store #443 and was interviewed by District Manager Aaron Scott. As her Assistant Manager, Ms. Reed and I often discussed her interest in pursuing an assistant manager position with Sterling; and when I decided to vacate my Assistant Manager position in Store #443 to pursue other opportunities outside of Sterling, Ms. Reed informed me of her intent to apply for this available position.

4. Although she was highly qualified as a former Sterling Assistant Manager for over seven years and had experience managing high volume stores, Ms. Reed did not receive the Assistant Manager position. Instead, Male Employee the Timepiece Manager for the Saint Petersburg Jared the Galleria of Jewelry, was given the promotion. The Saint Petersburg Jared is a small volume store, and Male Employee did not have the Company tenure, management experience or sales background that Ms. Reed could offer in filling this position.

5. Prior to Ms. Reed being denied the promotion to Assistant Manager in May of 2007, I had encouraged Mr. Scott to consider Ms. Reed for a management position. However, Mr. Scott informed me that Ms. Reed would never obtain a management position with Sterling again.

6. After Ms. Reed had formally applied for the Assistant Manager position, Store Managers Suzanne Mulholland, Larry Osburn and Avind Mohip all independently acknowledged to me that Ms. Reed's involvement in pursuing an EEOC charge of gender discrimination was the reason she did not receive the promotion to Assistant Manager. Ms. Mulholland, my former Store Manager and Ms. Reed's current Store Manager in Florida, informed me that Ms. Reed would most likely not receive the Assistant Manager position she applied for because of her involvement in this case. Mr. Osburn, a Store Manager in Dallas, Texas, who I have spoken with regularly about work related matters, commented that Ms. Reed was "done with the Company." Likewise, my former Store Manager Avind Mohip confirmed that Ms. Reed has no future with Sterling because of her participation in this legal action.

7. I believe Ms. Reed was not fairly considered for the Assistant Manager position she interviewed for in approximately May 2007 and that she has been retaliated against for filing a Charge of Discrimination.

I declare under penalty of perjury that the foregoing statement is true and correct. Dated this 26 day of August, 2007.


SHERRY ROBERSON

A198

DECLARATION OF ANTOINETTE ROBERTS

1. My name is Antoinette Roberts. I am a female, over the age of 21, who resides in Concord, California. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") at the Kay store in Pleasanton, California, as a Sales Associate in approximately November 1999. I worked at that store for a couple months, then transferred to the Kay store in the [REDACTED] in [REDACTED] California, in 2000. I worked as a Sales Associate and Floor Supervisor at that store until I was promoted to Assistant Manager in approximately 2000 or 2001. I remained at that store until the spring of 2003 when I left the company. During the period I was Assistant Manager, in approximately 2002, for about 4 months I was the acting Store Manager until Fred (LNU) became the Store Manager.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. My Store Manager, Janene Glaude, told me when I was first hired that employees were not supposed to discuss their pay with each other. District Manager Jane Burke also told me that employees were not to discuss their pay among each other. Sterling's policy made it difficult for women to identify instances where they are paid less than male employees doing the same job. Nevertheless, I sometimes learned what employees were paid during conversation.

4. For example, as Assistant Manager, I was paid \$11.00 an hour at the Kay store in the Bayfair Mall in San Leandro, California. A male Sales Associate, whose name I cannot remember, came to the store to assist us during the Christmas sales season in December 2002. He said he was earning \$12.00 an hour; at that time I was earning \$11.00 an hour.
5. I believe that female employees suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. An employee would only know of a promotional opportunity if the Store Manager or District Manager told them about it, or through word of mouth.
6. I was interested in being promoted into management. I expressed this interest to my Store Manager, Janene Glaude, during my initial interview. I also expressed my interest in being promoted to my District Manager, Jane Burke.
7. I experienced sexual harassment while working for Sterling. For example, in approximately 2002, [REDACTED] became Store Manager. He would often stare at me and it made me uncomfortable. A co-worker, Sales Associate Joseph (LNU) noticed it too. [REDACTED] would stare at me when I bent down to take jewelry out of the display case. One time Joseph told [REDACTED] to stop staring at me. [REDACTED] replied, "I'm just looking. I'm not touching. A man can look." I then walked away to the diamond bay. Sometimes Joseph (LNU) would stand in front of me to block [REDACTED]'s view of my body. [REDACTED] asked me to wear certain outfits to work to boost sales.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this _____
day of May 27, 2008.

A. Roberts
Antoinette Roberts

A199

DECLARATION OF AYISHA ROBERTS

1. My name is Ayisha Roberts. I am a female, over the age of 21, who resides in Norfolk, Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2000, as an office worker/sales associate at the JB Robinson store in the Greenbrier Mall, in Chesapeake, Virginia. I continued in that position until approximately the summer of 2001, when I became seasonal sales help at that same store. I continued in that position until December 2002, when I left the company.
3. While employed at Sterling, it was my understanding that Sterling had a policy prohibiting employees from discussing their pay.
4. While employed at Sterling, I observed that openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting of specific management openings.
5. For example, I worked in the office and overheard conversations between District Manager Al Kramer and Store Manager Milli Rodriguez. I heard Kramer ask Rodriguez about who should be sent from her store to fill a position at the Marks & Morgan store at the same mall as our JB Robinson store.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 15th day of January, 2009.


Ayisha Roberts

A200

Declaration of Margaret Roberts

1. My name is Margaret Roberts. I am a female, over the age of 21, who resides in Bella Vista, Arkansas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in October 2006 as a Sales Associate at the Kay store in the Pinnacle Hills Promenade Mall in Rogers, Arkansas. After approximately a year, I was promoted to Third Key at this same Kay store. After working as Third Key for a year, in approximately 2008 or 2009, I was promoted to Assistant Manager at this store. I continued in this position until October 2009, when I was demoted to Sales Associate. In December 2009, I left employment with Sterling.
3. During my employment with Sterling, Sterling did not post job openings and promotion opportunities at the store. Instead, Sterling selected an employee for promotion, and a Sterling manager then notified that person of the opening. For example, Store Manager Kathy Reddin approached me for both my promotion to Third Key and to Assistant Manager at the Kay store in the Pinnacle Hills Promenade in Rogers, Arkansas. Neither of these openings were posted; rather Reddin asked me if I was interested, and I accepted the promotion before other employees even knew there was an opening.
4. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.

5. Despite claiming a "zero tolerance" policy for using Sterling's TIPS line, I experienced retaliation after doing so. I called the TIPS line to complain about a male Sales Associate, Blake Sandridge, in September 2009. He came to work late, texted on the sales floor, did homework at the store, took unauthorized breaks, and sometimes yelled at other employees. On several occasions I discussed Sandridge's behavior with Store Manager Kathy Reddin. As Assistant Manager I supervised Sandridge when we worked together. Despite Reddin's promises to talk to Sandridge, his behavior continued. Finally, I called the TIPS line and complained about the situation. Soon after, in October 2009, I was abruptly demoted to Sales Associate.
6. I complained to Tom Parks and Mary Ellen Menett from Sterling's Human Resources about being demoted for apparently using the TIPS line, which Sterling promotes as an appropriate way to bring concerns to the company. I did not get any relief from Human Resources and left employment with Sterling in December 2009.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

11th day of June, 2013.


Margaret Roberts

A201

DECLARATION OF ELLEN ROLAND

1. My name is Ellen Roland. I am a female, over the age of 21, who resides in Spring Valley, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. I worked for Sterling Jewelers Inc. ("Sterling," "the Company") from about 1999 – early 2003 and from December 2005 - December 2009 at Jared stores located in Nevada, Arizona and New Jersey. From fall 1999 through January 2002, I worked in store 484 at Best in the West Shopping Center in Las Vegas, Nevada as a Sales Associate. Then I moved to store 465 at Eastgate Power Center in Henderson, Nevada around February 2002 where I continued to work as a Diamond Sales Associate. I left store 465 around early 2003 through December 2005. After moving to Arizona for another job, I returned to work for Sterling around December 2005 at store 2414 located at Dana Park in Gilbert, Arizona as a Diamond Sales Associate. Around April 2006, I was promoted to Timepiece Department Manager and about four months later I became Diamond Department Manager, which is a more prestigious position. I remained in that position until 2007. In 2007, I moved to New Jersey as an Assistant Manager, and spent a month training Sales Associates under my supervision at Belden store [REDACTED] at the [REDACTED] before transferring to the newly-opened [REDACTED] New Jersey Jared store [REDACTED]. Around May 2008, I took a lateral transfer to store [REDACTED] at [REDACTED] in [REDACTED], New Jersey as Assistant Manager. I remained in this position until March 2009, when I was demoted and transferred as a Diamond Sales Associate to store 2482 at Bergen Town Center in Paramus, New Jersey. I remained in that position until I left Sterling in December 2009.

3. Prior to joining Sterling, I worked in jewelry retail sales at Macy's in the Fine Jewelry Department and at Ben Bridge Jewelers in Nevada. While at Sterling I earned my Diamond Council of America (DCA) certification, and I was a President's Club member twice in 2006 and 2007, and I was rated number one in sales when I worked at the Jared stores in Henderson, Nevada and Gilbert, Arizona. In addition, four of the Diamond Sales Associates under my direct supervision were also made President's Club members in 2006 and 2007. I left Sterling for a period from early 2003 through December 2005, during which time I gained additional experience in the retail jewelry industry at Nordstrom, Gordon's, and at a Fred Meyers store, where I was promoted to store manager. I returned to Sterling in December 2005 as a Diamond Sales Associate.

4. During my time at Sterling, I knew about the Company's policy against discussing pay which my District Manager David Light told me about. I believe that this policy made it difficult for women to learn that they were paid less than their male counterparts. Nevertheless, I believe that female employees were paid less than less equally or less qualified male employees working in the same or a similar position. For example, in 2007 when I was working as Diamond Department Manager at store 2414 in Gilbert, Arizona, I believe that Sales Associate Randy Rowland was paid more than me, even though he was in a lower position. I learned this when he was talking about his desire to take another job where he would earn more money, and he told me what he was paid. It was more than I was making.

5. I complained to District Manager David Light that this was unfair because I was a higher seller and a Department Manager, and I achieved higher standards than Mr. Rowland. For instance, I got 5 out of 5 on my standards, but I was able to see from our

public store reports that Mr. Rowland never did this well. When I brought this to Mr. Light's attention, he responded by asking me how I knew what Mr. Rowland earned. I did not tell him that Mr. Rowland told me his wages out of fear that Mr. Light would reprimand Mr. Rowland or me for violating the policy against discussing pay. Nothing was done to correct for the wage disparity.

6. During a meeting with DM Light at store [REDACTED] Assistant Manager Sandy Clark and I told Mr. Light about a comment Store Manager [REDACTED] made in front of a male Sales Associate to the effect that SA Neysa Grzywa should be the one to clean the glass jewelry cases in the store because, "that's women's work." I thought that Mr. Light was going to discipline Mr. [REDACTED] for his treatment of women in the store, but as far as I know Mr. Light swept the complaint under the rug. I never heard of Mr. [REDACTED] being disciplined. After I complained to Mr. Light, Mr. [REDACTED] started assigning me menial tasks that took me off the sales floor and made it hard for me to meet my sales goals. For example, the day after complaining to Mr. Light, [REDACTED] made me steam clean and polish dozens of trays of rings. Ordinarily, this tedious, time-consuming task would be divided among about 6 employees, but [REDACTED] insisted I complete the job on my own, ordering me to "do this, now." I was scared to go to Human Resources or call the TIPS line, because Ms. Clark had warned me that the system was not confidential, and I was concerned that Mr. [REDACTED] would find out and retaliate against me further.

7. I also had a personal experience that led me to believe that TIPS was not confidential. I first complained to TIPS around 1999 while I was at store 484. Soon after the complaint, my General Manager Tim Miller seemed to have identified that I made the

complaint. I believe this was the case because he would make comments in front of me whenever personnel issues came up in our store like, "Oh, someone will just call the TIPS line," and I felt his attitude turn cold toward me thereafter. After this, I no longer trusted that TIPS was confidential.

8. While I was at Sterling, job openings were not posted in the store. Employees found out about opportunities for promotion via word of mouth. I believe that I was passed over for promotion in favor of a less qualified male employee. Before I accepted my job working in store 2497 as Assistant Manager in Freehold, New Jersey, I clearly expressed my interest to my District Manager Jeff Yoder in being promoted to the General Manager of the store that was about to open in Paramus, New Jersey. I worked for some time as Assistant Manager and was successful in this role, and was even asked on several occasions in 2007-2008 to train General Managers for Jared stores. Mr. Yoder pledged to help me get the GM position. But soon thereafter, I learned that a male Store Manager from a Mall store, **Male Employee** was given the General Manager position in Paramus.

9. I also believe that other women were passed over for promotions in favor of their equally or less qualified male counterparts. For example, I recall that a friend of mine, **Female Employee** was a very capable Assistant Manager in store 2414 when I worked under her supervision. Around 2005-2006 **Female Employee** told me that she felt that she was passed over by VPRO Dave Everton for promotion to GM in favor of less qualified males, and she said she felt this was because she was not part of the Old Boys Club, which included DM David Light and GM Brian Magruder at 2414. When DM David Light came in to store 2414 to talk to employees, I observed that **Female Employee** was routinely excluded from

conversations about operations in which she was involved, and that Mr. Light would only take the time talk with the male employees in the store.

10. I was familiar with the Career Advancement Registry (CAR), and I indicated my interest in promotion to General Manager via this system, but I was not promoted or even granted an interview via the registry, and I did not know of anyone who was promoted via the registry. I observed that Jared management at the General Manager (GM) level in my area was predominantly male. Out of the Sterling stores in my region in the mid-Atlantic, I recall that there was only one female GM among them, and this also made management at Sterling feel like a Boy's club.

11. While at Sterling I observed a culture of sexual harassment in the form of sexual comments made by Sterling management in the workplace. For example, around 2008, General Manager [REDACTED] of store [REDACTED], made sexual comments to employees about good-looking women and their bodies, for example "Look, look - she's got the girls out today," referring to a woman's breasts. I complained to him about these comments, and asked him to stop. He responded by telling me to relax. I observed that [REDACTED], GM at store [REDACTED], also made sexual comments about women.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 6 day of June, 2013.


Ellen Roland

A202

DECLARATION OF CHERYL ROPER

1. My name is Cheryl Roper. I am a female, over the age of 21, who resides in Lake Station, Indiana. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately September 2002, as a seasonal sales associate at the Osterman store in the Southlake Mall in Merrillville, Indiana. I continued in that position for approximately two years until I became a full-time Sales Associate. I remained in that position until approximately September 2007 when I left the company.
3. While at Sterling I won numerous credit application contests and received recognition from corporate for customer satisfaction.
4. When I was first hired, my Store Manager, Dorina Orosz, told me that I was not to show my pay stub to or discuss my pay with anyone. I was also informed by a sales associate named Nate Liubakka that Ms. Orosz had told him that if he discussed his pay with anyone it was grounds for termination. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job.
5. When I was hired I had at least nine years of sales experience, including as a manager; however, Sterling only paid me approximately \$8.50 an hour. I did not receive any salary increases during my first two years of employment, and later received only two raises: one of \$.50 cents and another of \$.35 cents. I was paid approximately \$9.35 at the time I left the company.

6. While I worked for Sterling, there was a male Sales Associate in my store, [REDACTED] [REDACTED] Male Employee who I believe was paid at least \$13 an hour. Although he had formerly served as a Store Manager, his job duties while I worked with him were similar to mine as a Sales Associate.
7. Another male, in his early twenties, [REDACTED] Male Employee was hired in the Osterman store in about 2006, four years after me. I believe he was paid between \$11.00 and \$12.00 per hour.
8. I complained to Orosz repeatedly about my low pay, but I never received any significant pay increase.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 15 day of Dec, 2008.


Cheryl Roper

A203

DECLARATION OF WANDA RUSSO


1. My name is Wanda Russo. I am a female, over the age of 21, who resides in Coral Springs, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in November 2005, as a Sales Associate at the Kay store in the [REDACTED] at [REDACTED] mall, in [REDACTED] Florida. I continued in that position until my employment was terminated by Sterling in May 2008.
3. While employed by Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay with each other. I was told not to discuss my pay with other employees by my Store Manager, Robert Tadeffa.
4. I believe that Sterling discriminated against its female employees in pay. Because of Sterling's policy, however, it is difficult for female employees at Sterling to identify instances in which they were paid less than male employees performing the same job. Nonetheless, I have sometimes learned what male employees were paid during conversation.
5. For example, a male Sales Associate, [REDACTED] Male Employee was hired in 2006 at the Kay store at which I worked. He had no previous jewelry experience. In 2006 or 2007, I learned from conversation with Abdo (LNU), the [REDACTED] Male Employee was hired \$12.50 an hour. I had been hired at \$9.00 an hour in 2005, and was still making that amount when Abdo told me what [REDACTED] Male Employee made.

6. Another male Sales Associate, **Male Employee** was hired soon after Tom. He did not have any prior jewelry experience. Abdo also told me in 2006 or 2007 that **Male Employee** was hired at \$12.50 an hour.
7. Upon hearing what these two lesser-qualified male Sales Associates were paid, I complained to Store Manager Robert Tadeffa. He denied they were paid \$12.50 an hour. When I spoke with him later about the pay difference, he told me that they did not earn \$12.50 an hour, but admitted that they were paid \$12.00. Tadeffa told me these males had previously worked in sales, and that before they were hired he had been given "proof" of their sales numbers. I replied that I could also provide proof of my sales numbers. He told me that he would speak with District Manager Julio Chinchilla about my pay.
8. I spoke with Chinchilla soon after, and again complained about the fact that these two males were paid more than me, and that I had been a good worker and with the company longer. Chinchilla said that I had accepted the pay rate when I was hired, and that because of that there was nothing he could do about my pay. He also told me that I would need to get my sales standards up in order to be paid more. I responded that the Tom and Adam did not have their standards up since they were new hires. Chinchilla told me to wait until my next review, which was then 2-3 months away. At that point I received a fifty cents raise, to \$9.50 an hour.
9. During my employment with Sterling, I observed that promotional opportunities were not posted or available for employees to look at. Employees heard about promotional openings through the District Manager.

10. I was interested in promotions to management from the beginning of my employment with Sterling in November 2005. I had 30 years' retail experience, including management experience. I expressed interest in promotions to management during my initial interview with Store Manager Sonny Singh.
11. The Assistant Manager position at our store came open in 2007, after the Assistant Manager, Marissa Pettigrew, was fired. I expressed interest in the position to Store Manager Robert Tadeffa. He tried to discourage me from the Assistant Manager position. I told Tadeffa that I did want the position. Instead of promoting me to Assistant Manager, Sterling hired a male, **Male Employee** who had no previous jewelry experience. He had worked at an eyeglass store. At that point, I had been with Sterling for over two years and had a proven sales record.
12. Through word of mouth, I heard of an Assistant Manager position available in 2008, at the Kay store in the Coral Square Mall, in Coral Springs, Florida. I was qualified for the position, and told Tadeffa that I was interested in it. He again tried to discourage me. I again told him I wanted the position, but I did not get it.
13. During my employment with Sterling, I observed that female employees experienced sexual harassment. For example, District Manager **[REDACTED]** sent text messages to Assistant Manager **[REDACTED]** asking her out. She showed me the text messages in 2008.
14. I also learned from my son, **[REDACTED]** who was the Store Manager of JB Robinson store in **[REDACTED]** Florida, that **[REDACTED]** sent text messages to **[REDACTED]**, a Sales Associate, asking her out. **[REDACTED]** showed the text messages to **[REDACTED]** and he told me about them in March or April 2008.

I declare under penalty of perjury that the foregoing is true and correct. Signed this

31 day of July, 2008.



Wanda Russo

A204

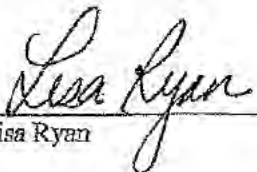
DECLARATION OF LISA RYAN

1. My name is Lisa Ryan. I am a female, over the age of 21, who lives in Waggaman, LA.
2. I worked for Sterling Jewelers, Inc. (Sterling) for 15 years from approximately 1989 until approximately 2004. For 13 of those years, I was a Store Manager. During my 15 years with Sterling, I was subjected to and had occasion to witness various forms of gender discrimination against women, including in promotions, pay, and the way females were treated by male superiors.
3. One example of this was [REDACTED] the District Manager for my district in the early [REDACTED] Mr. [REDACTED] would constantly belittle and verbally abuse myself and the other female manager in the district, [REDACTED] [LNU]. He did not treat the male managers in such a derogatory way. On one occasion, after my store had been number one in our district for the day in sales, Mr. [REDACTED] called me and cursed at me, saying, "When are you going to do some fucking business?" When I informed him we were number one for the day, he replied, "Oh, I'm so used to you being on the fucking bottom, I didn't even look at your numbers." I had many other similar encounters with Mr. [REDACTED] I began to document my exchanges with him, or put him on speakerphone when he called so other employees could hear how he spoke to me.
4. Within one two-month period, our store had two losses due to theft. Despite the fact that an investigation showed the thefts were an outside job, and several other store managers had more than two thefts, Mr. [REDACTED] demoted me to Assistant Manager because of the thefts. He tried to pay me less than what my hourly salary had been when I was an Assistant Manager before I was promoted to Store Manager. His excuse was that the district couldn't afford to pay me more. However, as I was a Store Manager, I knew the salaries of most Assistant Managers and so I knew the district could afford to pay me more. I complained to Human Resources about this, and at that time I told them about the four pages of documentation I had accumulated from the various phone calls during which Mr. [REDACTED] repeatedly belittled me. Although HR offered me a higher hourly

- wage, as far as I know, nothing was ever said to Mr. [REDACTED] about the way he spoke to me.
5. Mr. [REDACTED] was eventually transferred to California, and as far as I know is still with the company.
 6. Another example of the discriminatory way females are treated at Sterling occurred about nine years ago. At the time, I was Store Manager of the smallest store in the district. I'd had a great year; extremely high sales, several awards, and I'd been named manager of the year for my district. My superiors consistently told me that if I were willing to relocate, I would be able to "write my ticket" and have any store I wanted. I didn't want to relocate, but I asked that they keep me in mind when a larger store in my area opened up. Soon after, a male named [REDACTED] Male Employee was hired into the Manager in Waiting (MIW) program. Under this program, prospective managers are hired and given training and then quickly placed into Store Manger positions. One requirement of the program is that the MIW be willing to relocate anywhere. Despite this, [REDACTED] Male Employee made it well known that he was not going to relocate. About a month later, a larger store in my area opened up, and I thought I would be promoted to Store Manager there; however [REDACTED] Male Employee was given the store instead. When I asked my District Manager why I hadn't received the store, I was told, "Sorry, that's just the way it is." I asked why [REDACTED] Male Employee couldn't have taken my store, and was told, "He didn't want your location."
 7. Another example of the way Sterling's male management discriminates against females can be found in [REDACTED]. [REDACTED] was the District Manager my last several years at Sterling, including through [REDACTED]. When [REDACTED] had to be out of town, he would ask one of the Store Managers to be the acting District Manager. He always asked the male Store Managers to do this, never the female ones. He also favored men at meetings, and, contrary to company policy, and despite the fact that he was married, it was common knowledge that [REDACTED] engaged in sexual relationships with female employees he supervised. In fact, the only women he promoted were the

- ones he was sleeping with.
8. On one occasion, [REDACTED] wrote me up for not meeting my sales numbers for two straight months. There were several male Store Managers who hadn't met their sales goals for eight or nine straight months but they were not written up.
 9. Shortly before I left Sterling, in 2003, I was pregnant with my second child. I had a C-section scheduled for the Tuesday after Mother's Day. Two weeks prior to Mother's Day, I worked three open-to-close shifts and had to travel to Florida for a district meeting scheduled by [REDACTED]. On the Saturday one week before Mother's Day, I scheduled myself to work 12-9 p.m. Around 11 a.m., [REDACTED] called me at home to ask where I was. When I informed him that I wasn't scheduled to come in until noon, he told me I was supposed to work open to close that weekend. I informed him that I was about a week away from delivering my baby and could not work 50-plus hours that week, as I was already working against doctor's orders. He told me, "If you are going to be sick, you need to let me know." I told him that I wasn't sick, just pregnant. He told me that I was to call him when I got to work, and then hung up on me. I called HR about this incident the following Monday, and was told, "Well, he is a man."
 10. As far as I know, [REDACTED] is still employed as a District Manager for Sterling in [REDACTED] Annual Managers Meeting Florida.

I declare under penalty of perjury that the foregoing statement is true and correct. Dated this 8th day of August, 2006.



Lisa Ryan

A205

DECLARATION OF SANDRA SARGENT

1. My name Sandra Sargent. I am a female, over the age of 21, who resides in Florence, Kentucky. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers, Inc. ("Sterling") as an Inventory Control Manager at the Jared store in Crestview Hills, Kentucky, from July 31, 2006 until April 2007. In this position I tracked the store's inventory of merchandise, counted the merchandise twice a day, and performed daily audits. I acted as the manager on duty when the Store Manager and Assistant Manager were both away from the store. I also helped out with sales on the floor on an as-needed basis. In April 2007, I went on medical leave, and returned to work in approximately July 2007. At that time I started working in the office, and provided sales help as needed. I continued in that position until August 2007, when Sterling terminated my employment.
3. At my initial interview in July 2006, Store Manager Virginia Kennedy told me that I should not discuss how much I was paid. In mid-April 2007, Kennedy again told me that I should not discuss how much I was paid or whether I received a raise. Because of this policy, it is difficult to identify instances where women are paid less than their similarly situated male coworkers.
4. However, through conversation I did learn that some male Sales Associates were paid more than some female Sales Associates. For example, one male Sales Associate, Male Employee [REDACTED] told me he was paid over \$12.00 an hour. He had been there only 9 months, and

had no previous jewelry experience. [Male Employee] had previous experience was training to be a paramedic.

5. I also accidentally saw [Female Employee] pay stub. [Female Employee] was a female Sales Associate, and I saw that she was paid less than [Male Employee]. She was paid approximately \$8.00-9.00 an hour. She had previous jewelry sales experience from working at Service Merchandise.
6. Female employees also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. I was interested in moving from my Inventory Control Manager position into a Sales Associate position so I would be able to earn commissions. Sales Associates quit periodically and new ones were hired. These openings were never posted. Further, I was not told when there was an opening, despite expressing my interest in a Sales Associate position to my Store Manager, Virginia Kennedy.
7. [Male Employee] was a Sales Associate who was hired after me, and promoted to the Diamond Bay Manager position in approximately July 2007. He had no prior jewelry experience. There were qualified female employees interested in promotions that were passed over for promotion to this less-qualified male employee. For example, Marianne (whose last name I cannot remember) was one of the best Sales Associates in our store. Katie Jeremiah was another female employee who was qualified for this promotion. Jeremiah had previously worked as an Assistant Manager for a Kay Jewelers store.
8. I was interested in a promotion to the Third Key position at our store. In approximately April 2007, I heard Store Manager Virginia Kennedy and Assistant Manager Shannon Brown discussing the need for a Third Key. I told Kennedy that I was interested in the

position at that time. Kennedy responded that District Manager Keith Powell was "going to make me go outside the store" to hire someone for the Third Key. After I returned from a medical leave, in approximately July 2007, the position was still not filled. Soon after, it was filled by John Myers.

9. I also experienced sexual harassment while working for Sterling. [REDACTED] would often stand too close to me when I was at the copier, and sometimes he would walk up close to me and touch me on my back. He called me "honey" and "darlin'." When I told [REDACTED] that only my husband called me that he just laughed and winked at me. His behavior made me uncomfortable. I saw him do similar things to other female employees, such as [REDACTED] and [REDACTED] (LNU).
10. In approximately October 2006, I complained to my Store Manager, Virginia Kennedy, about [REDACTED] comments and his behavior. I was crying as I told Kennedy about [REDACTED] behavior. She told me that she would report this to Sterling's home office, and that she would talk to [REDACTED]. A couple days later, Kennedy spoke to me and said that [REDACTED] admitted making such comments, wanted to apologize, and didn't mean anything by his behavior. I did not want [REDACTED] apology because I did not think it would be sincere. Kennedy assured me that it would never happen again, that [REDACTED] would be written up, but that he would not lose his job over it. She told me that the punishment for sexual harassment ranged from reprimand to termination, depending on what punishment the company thought was appropriate. Kennedy wanted me to stay away from [REDACTED]—we were to take our breaks separately, and if [REDACTED] was out on the sales floor then I was not to go out there. This made it difficult to do my own job.

11. After I complained about [REDACTED] behavior and he kept his job, he acted as if he had won. Also, his sexual harassment continued. In approximately April 2007, the Brink's truck driver came inside the store. [REDACTED] looked at me, winked, and said, in front of the driver, "Let's see what kind of deposit he can make for you." [REDACTED] comment offended and embarrassed me, and I again complained to Kennedy. To my knowledge, [REDACTED] was not disciplined. Within months of this incident and my complaint, he was promoted to Diamond Department Manager.
12. On April 22, 2007, when I was having severe chest pains in the store, [REDACTED] came over to me and started rubbing my back. This made me very uncomfortable. I kept asking him to secure the diamonds I had out and to call my husband, but he kept rubbing my back.
13. There was a lot of inappropriate sexual talk at the store that made me uncomfortable. For example, [REDACTED] wife [REDACTED] also worked at the store and made sexual comments. During one morning meeting of the store's employees, [REDACTED] talked about her husband's "size" and it was clear that she was referring to his penis. Assistant Manager Shannon Brown heard this comment, laughed, and walked away saying, "I'm gonna have to walk away from this. It's gonna get me in trouble."
14. Another time, Assistant Manager [REDACTED] made inappropriate comments to a female customer who was discussing an upgrade to her ring. [REDACTED] told me and other store employees about the comments she made to the customer. During the incident, as the customer was looking at rings, [REDACTED] said that the customer did not have to go to bed with her husband in order to get rings. [REDACTED], looking at the customer's ring then said, "I wouldn't fuck him for that." [REDACTED] then showed the customer her own ([REDACTED]s) rings, and said, "But don't you think these were worth a blow job?" This conversation

embarrassed everyone. I told my Store Manager Virginia Kennedy about the comments and that I did not like them. She replied, "I can't believe she said those things." I am not aware of any discipline [REDACTED] received for her comments.

15. After I returned from medical leave after having a heart attack, I was sexually harassed by the security guard [REDACTED] (whose last name I cannot remember). One day in approximately July 2007, [REDACTED] took the metal scanning wand he used and scanned over my chest. This alarmed me greatly because I did have some titanium in my chest as a result of open-heart surgery I had undergone months before, and my doctor had warned me about going through security scanners. I said to [REDACTED], "What are you doing?" He just laughed and said, "I'm not doing anything wrong."
16. A couple weeks later, in approximately August 2007, I was about to enter the break room and felt someone standing behind me. It was [REDACTED], and he waved the security wand over my bottom. I asked him what he was doing, and he laughed at me. I later looked at the store's security videotape and saw that it had recorded [REDACTED]'s behavior. I complained to Store Manager Virginia Kennedy about [REDACTED]'s behavior. I told Kennedy that [REDACTED]'s behavior was on tape. Kennedy was sympathetic and said, "I'm so sorry. You are just coming back from surgery. This is awful." Kennedy brought [REDACTED] into the office. He wanted to apologize.
17. Someone from Sterling's home office, named Jamie or Janie, called me within a day and asked if I was sure the incident was on tape, and asked what I was wearing, and when and where it occurred. I was told they would look at the tape.
18. When I did not hear anything further for approximately a week, I called TIPS, the Sterling hotline through which employees are supposed to be able to make complaints

about inappropriate behavior. The call lasted approximately 45 minutes to an hour. I told the operator about being sexually harassed by [REDACTED] and by [REDACTED] (LNU). I told the operator I was afraid of retaliation, but she assured me, "They won't; we are here to make sure that doesn't happen." When I started telling the operator about Assistant Manager [REDACTED]'s sexual comments, the operator abruptly cut me off and said, "I think we have got enough information for now" and ended the call.

19. Within a couple days of calling TIPS, my District Manager, Keith Powell, came to the store. He spoke to me alone in Kennedy's office. Powell appeared upset that I had called the hotline, and told me, "You should have gone through us first." I replied that I had complained to Store Manager Kennedy first, and that I thought employees were supposed to be able to use the hotline for sexual harassment complaints. I also told him that I remembered that Sterling policy required employees to complain about sexual harassment if and when they see it. Powell was angry and told me that [REDACTED] was just having "harmless fun" and that I need to "grow some thick skin." By this time I was crying. Powell asked, "What do you expect us to do?" and I said, "I expect to be able to come to work without being harassed." Powell responded that I was acting like Sterling owed me something. I said again that I was just trying to come to work without being harassed. Powell said that Kennedy could have handled this complaint and that it never should have gone to the hotline.
20. At work a few days later, Store Manager Kennedy asked to speak with me. She brought up the incident with [REDACTED], and my calling the hotline. Kennedy appeared angry and upset that I had called the hotline. Kennedy told me that I had disgraced her and that now she was trying to protect her (Kennedy's) own job. I was crying and said that I had been

afraid of retaliation for calling the hotline but they had said it would not happen. I started having chest pains, and got up to leave and take my heart medication. Kennedy angrily said, "Sit down right now or you are going to lose your job!" I sat down. Kennedy tried to get me to accept a position in the jewelry repair section, and I said I could not take that job because my doctor had warned me that I could not work around chemicals and strong odors (which are in the repair section). Kennedy tried to get me to sign a paper saying I refused the position. I told Kennedy that I needed to take my medication and that I wanted to call the hotline. Kennedy was furious and told me to turn in my keys, clock out, and leave the store immediately.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 8th day of March, 2009.

Sandra Sargent
Sandra Sargent

A206

DECLARATION OF JANIS SARHAN

1. My name is Janis Sarhan. I am a female, over the age of 21, who resides in Smyrna, Georgia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately December 2000 at the Kay store in the Cumberland Mall, in Atlanta, Georgia, as the Office Manager. I continued in that position until April 2001, when I left the company.
3. I returned to employment with Sterling in approximately November 2002, as a Sales Associate at the Kay store in the Cumberland Mall, in Atlanta, Georgia. I continued in that position until the spring of 2003, when I transferred as a Sales Associate to the Marks & Morgan store at that same mall. I continued in that position until approximately August 2003, when I left the company.
4. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their pay. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
5. During my employment at Sterling, I observed that openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were told of specific management openings.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

11th day of February, ~~2008~~, 2009

Janice Sarhan
Janis Sarhan

A207

DECLARATION OF ANNE MARIE SCALETTI

1. My name is Anne Marie Scaletti. I am a female, over the age of 21, who resides in Amesbury, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in September 2007, as a Sales Associate at the Kay store in the Northshore Mall, in Peabody, Massachusetts. I continued in that position for a couple months, until I transferred to the Kay store in the Burlington Mall, in Burlington, Massachusetts. I continued in that position until approximately January 2008, when I transferred back to the Kay store in the Northshore Mall. I continued in that position until October 2008, when Sterling terminated my employment.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay with each other. For example, when I first began my employment with Sterling, I was told by Store Manager Scott Peletier and District Manager Jim Kowalik that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already

interested in promoting about specific management openings. Other employees typically found out about such openings only after they were filled or through word of mouth.

5. I was interested in promotions into management from the beginning of my employment with Sterling. By that time, I had over twelve years' experience in the jewelry business, including three years in which I managed a retail jewelry store. I expressed interest in working my way up to being a Store Manager to Store Manager Scott Peletier. After I transferred to the Kay store in the Burlington Mall, in Burlington, Massachusetts, I expressed the same interest to Store Manager Steve Bazakarin. During my employment with Sterling, I was not interviewed for any management positions, or even told of any such openings.
6. I was not told of any online system to express interest in promotions, even after I expressed interest in promotions to two Store Managers.
7. During my employment with Sterling, I observed that female employees experienced sexual harassment. For example, I worked at the Kay store in the [REDACTED] in [REDACTED] Massachusetts, from [REDACTED] to [REDACTED]. My Store Manager, [REDACTED] made sexually inappropriate remarks about women who walked by our mall store.
8. During this same time period, I saw [REDACTED] shove female Sales Associate Tracy Fowler into the jewelry case in the store. In [REDACTED] Fowler told me about another time that [REDACTED] shoved her and showed me the bruise on her lip that resulted. She told me that she told [REDACTED] to stop, and that he was being a jerk. [REDACTED] then threatened to write her up for insubordination.

9. Female employees at Sterling were treated differently in other ways. For example, when I worked at the Kay store at the [REDACTED], in [REDACTED] [REDACTED] from [REDACTED] to [REDACTED] Store Manager [REDACTED] had me and other female employees run errands for the store. He sent me to the Post Office for stamps, or had me work in the office. This took me away from the sales floor, which hurt my ability to earn commissions and to meet my performance standards. I did not observe the male Sales Associates perform similar tasks.
10. During this same period, I observed [REDACTED] and the male Sales Associates unfairly take sales from female Sales Associates. Taking sales occurs when a customer came into the store and is helped by a Sales Associate but does not make a purchase at that time. At a later time, when the customer returns, he or she then makes a purchase assisted by a different Sales Associate. Company policy is that the second Sales Associate should ask the customer if he or she was helped by anyone else; if so, then credit for that sale should be split between the two Sales Associates.
11. [REDACTED] and some of the male Sales Associates violated this policy on various occasions when they were the second Sales Associate on the sale, but did not split the sales with the first Sales Associate. I observed that this occurred when the first Sales Associate was a female.
12. At the end of [REDACTED] [REDACTED] I complained to District Manager [REDACTED] about [REDACTED] refusal to grant me time off work so I could go to a doctor's appointment. He told me that he would talk to [REDACTED] about it. Within three

weeks, [REDACTED] fired me. He gave me no credible reason for my termination, saying that it was a "corporate decision."

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 25 day of October, 2008.


Anne Marie Scaletti

A208

DECLARATION OF CHARLES SCHERBRING

1. My name is Charles 'Chuck' Scherbring. I am a male, over the age of 21, who resides in St. Charles, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling") between January 2003 and January 2005. I started as a Manager in Waiting in Mid Rivers Mall at Kay store 126 in St. Peters, Missouri. Around April of that year, I was transferred as Manager in Waiting to South County Mall at Kay store 125 in St. Louis, Missouri. After one month, I was told there were no Store Manager openings in that store. I felt that the company had misled me about my job prospects, and I subsequently quit. Approximately one week later, my District Manager Sheryl Urekar asked me to come back to Sterling. I was given the job of Store Manager at West County Mall, Kay store 387 in St. Louis, Missouri, where I remained until I left the company for the second and final time in 2005. Prior to Sterling, I had over twenty years of experience in retail, including nearly nineteen years as a manager, and four years in the jewelry business as a Store Manager at Helzberg Diamonds.
3. As a Store Manager at Sterling, I did not have the authority to set pay for employees. Final decisions about those matters were made by someone higher up in the company.
4. While I worked at Sterling, I was aware of a company policy against discussing pay. As Store Manager I was instructed to enforce this policy among my employees. When I was hired as Store Manager, my District Manager specifically told me not to tell anyone what I was earning.

5. I did not have any say in promotion or demotion decisions regarding employees in my store as a Store Manager. As with pay decisions, these were made by someone higher up in the company than me. There was no formal system in place for promoting employees during my time at Sterling.
6. As a result, I believe women were discriminated against with respect to promotions at Sterling. For example, in Summer 2003, **Female Employee** was my Assistant Manager in store 387. I remember **Female Employee** was performing well in her job by all measures; her sales were strong, and she consistently met her standards for the number of credit applications and extended service plans sold. In fact, she was one of the best Assistant Managers I had worked with in my six years in the retail jewelry business. Later that year, Sterling management came in and told **Female Employee** that they had a young man who they wanted to bring in to take over her job. I learned of this because I was sitting alongside **Female Employee** when Sterling delivered this news. **Female Employee** was then demoted to a sales position and a newly hired male employee, **Male Employee** was promoted to Assistant Manager in her place. While **Female Employee** had extensive experience in jewelry sales, **Male Employee** had little retail experience and no jewelry experience. I felt the demotion was unfair to **Female Employee** and offered my support in the event she decided to fight her demotion. She ultimately decided to not fight Sterling's decision out of fear that she would lose her job if she complained.
7. In addition, in my two years at Sterling, I noticed that there were many more male District Managers than female District Managers, and I believe this was due to Sterling's discriminatory promotional process.

8. I attended the ^{Annual Managers Meeting} Managers Meeting ^{Annual Managers Meeting} in 2003 and 2004. I observed a lot of drinking going on after the training meetings. In 2004, Sterling rented out a ^{theme park} theme park for its employees. That night, after the park closed, I went to a bar and saw that ^{and numerous Sterling managers and executives were there.} and numerous Sterling managers and executives were there. I do not drink much, but I was enjoying the company of my colleagues and observing other people's behavior. ^{had an open tab at the bar and was buying drinks for anyone who wanted to drink.} had an open tab at the bar and was buying drinks for anyone who wanted to drink. I noticed that he was totally drunk when I saw him staggering while walking and flirting with subordinate female employees. When I first saw him, I was shocked. I could not believe that someone of his status in the company was acting this way, especially in light of the fact that it was against company policy to fraternize with subordinate employees. He was blatantly ignoring his own rules. As a member of Sterling's upper management, ^{set the tone for the rest of the company and I thought his behavior at the} set the tone for the rest of the company and I thought his behavior at the ^{Annual Managers Meeting} was very unprofessional.
9. In addition to the drinking and flirting I observed at the ^{Annual Managers Meeting} ^{Annual Managers Meeting} I also learned of specific acts of sexual harassment by male Sterling managers of subordinate female employees in the field. When I was Store Manager at store 387, I supervised a female Sales Associate, ^{who had been transferred to my store from Kay store 388 in Northwest Mall.} who had been transferred to my store from Kay store 388 in Northwest Mall. When Ms. ^{started working for me in 2003, she told me about an incident involving her previous Store Manager,} started working for me in 2003, she told me about an incident involving her previous Store Manager, [;]; On one occasion, ^{was in the back room of their store when Ms.} was in the back room of their store when Ms. ^{walked in and discovered him with his genitalia exposed.} walked in and discovered him with his genitalia exposed. When he saw her, he made a lewd comment requesting that

she join him. I believe this incident took place in late 2002 or early 2003. Ms. [REDACTED] was distraught over this incident and lodged a formal complaint with Sterling. After an internal investigation, during which time [REDACTED] was transferred to a position as Store Manager of the [REDACTED] store, he was immediately reinstated as Store Manager at store [REDACTED] and Ms. [REDACTED] was transferred to our store.

10. In addition, in 2005 [REDACTED], was working in the office at the Jared store in [REDACTED], Missouri. During her employment, she had an affair with her Assistant Manager, [REDACTED]. The company found out about the affair, and suspended both parties. After they returned from suspension in June 2005, Ms. [REDACTED] was transferred out of the store while [REDACTED] was allowed to keep the position as Assistant Manager at his original store.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 19 day of Sept., 2012.


Charles Scherbring

A209

DECLARATION OF MELISSA SEIGER

1. My name is Melissa Seiger. I am a female, over the age of 21, who resides in Sinking Spring, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In approximately October, 2000, I began working for Sterling Jewelers, Inc. ("Sterling") as a full-time Sales Associate at Kay's Store # 1102 in Wyomissing, Pennsylvania. I remained in that position until 2004, when I was promoted to Assistant Manager of that store. I was promoted to Store Manager of Kay Store # 1124 in Exton, Pennsylvania in July, 2006. My next position was Store Manager of the Belden's in Wyomissing in 2007. My last job at Sterling was Store Manager of the Fairgrounds Kay Store in Reading, Pennsylvania.
3. During my employment at Sterling, I was aware that Sterling had a policy prohibiting its employees from discussing their rate of pay with other employees, and that it was grounds for termination to do so. I was told this by my Store Manager, Richard Difrancesco, when I was first hired in 2000. As a Store Manager, I was also expected to tell new hires in my store about the policy and to warn them that violating the policy could result in termination. I was told to do this by my District Managers, Anita Chilcoat and Ron Robinson.
4. Because of that policy, it was generally difficult for women to identify instances where they were paid less than male employees performing the same job. However, based on information I obtained while in my jobs at Sterling, I do believe that women were paid less than male employees performing the same or similar jobs at Sterling.

5. For example, I was earning approximately \$14.50 per hour when I was promoted to Assistant Manager of the Wyomissing Kay Store in 2004. However, I am aware of another male Assistant Manager named Robert Kassas who worked at Belden Store # 291 in my mall who earned substantially more than I earned even though I had several more years experience at Sterling. I learned about Mr. Kassas' pay from him.
6. Another example occurred in 2009 when I became aware that a male Assistant Manager at my Belden Store # 291 was paid \$16.00 an hour as a starting salary. This was not fair compared to what I had made at Store # 1102, which was a much larger volume store.
7. During my employment at Sterling, I also observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Qualified and interested employees had no way to formally apply for promotional opportunities. Promotion decisions were instead made beginning with Sterling's District Managers notifying only those employees it was already interested in promoting about specific management openings. This system only changed in approximately 2007 when Sterling started the Career Advancement Registry ("CAR"), which was supposedly a way for employees interested in promotions to show that interest. Even after the CAR program began, it was not applied in a manner consistent with how Sterling had said it was supposed to operate. For example, I am aware of a few instances where I was told by my District Manager, Anita Chilcoat, to tell employees who had already apparently

been selected for promotion, to make sure their names had been registered in the CAR.

8. I also experienced gender discrimination in my promotion denials and transfers. In 2011, I was moved from a high volume Belden's Store to a much lower volume Kay Store. A male, named **Male Employee** was given my previous Sales Manager position at the higher volume Belden's Store. This transfer resulted in a reduction in my earnings of several thousand dollars. **Male Employee** had just recently been hired at Sterling as a Manager-In-Waiting in 2011, while I had over ten years experience at Sterling, five of which was as a Store Manager.
9. In addition, in approximately 2009, I was denied the Store Manager job at Kay Store # 1102 in Wyomissing, which was a higher volume store than where I was then working as Store Manager. A male named **Male Employee** got the position instead of me. Based on my understanding of **Male Employee** background, he was no more qualified than I was for that job. **Male Employee** had no prior experience in my District.
10. I also observed other forms of gender discrimination during my employment at Sterling. One example includes a male employee, named **Male Employee** who was given special treatment on his work schedule. Female employees were not afforded this same special treatment.
11. During the approximately 5 ½ years I have worked as a Store Manager for Sterling, I participated in the hiring of many store level employees. The decision on what starting pay to offer a new hourly employee came from the District Manager and Regional Vice-President levels. I know that the Regional Vice-

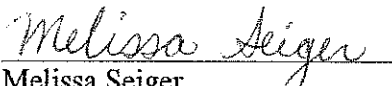
President was involved in making the final pay decisions because my District Manager told me.

12. The same system applied with respect to store-level employee pay raises.

Although I, as a Store Manager, conducted periodic reviews of employees that were submitted to my District Manager, I would be told by my District Manager how much of a raise would be made. I was also told by my District Manager that these decisions were made by the Regional Vice President. Any raise that I was personally to receive as a Store Manager was also made the same way, that is, by the Regional Vice President and transmitted to me by the District Manager.

13. In-store promotion decisions to Assistant Manager were also ultimately approved by my District Manager and the Regional Vice President. Again, my District Manager told me this. As a Store Manager, my duties were to simply carry out their orders.

I declare under penalty of perjury that the foregoing Supplemental Declaration is true and correct. Signed this 7 day of May, 2012.


Melissa Seiger

A210


DECLARATION OF MELISSA SHADE

1. My name is Melissa Shade. I am a female, over the age of 21, who resides in West Lawn, Pennsylvania. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in late 1998 at Kay Store # 1102 in Wyomissing, Pennsylvania as a part-time Sales Associate. I became a full-time Sales Associate in late 1999 and stayed in that position until July, 2007, when I resigned. I next worked for Sterling in September, 2009 for about one month as a full-time Assistant Manager at Belden's store # 291 in Wyomissing, Pennsylvania. I went from that job to a full-time Sales Associate job in that store, leaving Sterling in June, 2010. I last worked for Sterling for approximately one month as a seasonal Sales Associate in December, 2010 at the Park City Mall Kay store in Lancaster, Pennsylvania.
3. When I was initially hired at Sterling, my Store Manager told me that I was not to discuss my pay with other Sterling employees. This was Sterling's policy the entire time I worked for it. Even though Sterling had the policy, I became aware of what some of my co-workers were paid.
4. While employed at Store # 1102 between 1999-2007, I was generally the lowest paid full-time Sales Associate. Several male full-time Sales Associates were paid higher rates of pay even though they had less seniority than I at Sterling and were no better Sales Associates than I was. Some of the male Sales Associates I recall who made more than I included Brian (LNU); Holland Franks and Robert Kassas.

5. When I returned to Sterling at Beldens as an Assistant Manager in 2009, I again experienced gender discrimination in my pay. I was paid \$13.25 per hour. I was aware that the male Assistant Manager who replaced me at that store whose name was **Male Employee** was paid approximately \$15.00 per hour. I had more overall Sterling seniority than **Male Employee**
6. During my first employment with Sterling through 2007, Sterling had no formal job promotion system that I was aware of. Promotions were made simply by Sterling selecting whoever it wanted to promote. Promotional opportunities were not advertised nor could employees apply for them.
7. During my more than ten years of employment at Sterling, I became aware of Sterling's Annual Managers' Meeting that was held in **Annual Managers' Meeting** Florida. Some of what I learned about that Meeting came from my Store Manager as well as from other Sterling employees. The reputation of the Meeting included that it was a big sex party that involved higher level male managers and supervisors having sexual relations with subordinate female managers.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

4 day of April, 2012.


Melissa Shade

A211

DECLARATION OF DARYL SHELTON

1. My name is Daryl Shelton. I am a male, over the age of 21, who resides in Huffman, Texas. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling," "the Company") from 2004-2007 as a Sales Associate. From September 2004 through October 2004, I trained at Jared store 490 at the Willowbrook Mall in Houston, Texas. I moved to the newly-opened Jared store 2409 at Deerbrook Mall in Humble, Texas in fall 2004, and I remained at that store until January 2007, when I transferred back to store 490. I remained a Sales Associate at store 490 until I left Sterling in August 2007.
3. During my time at Sterling, I was aware of a policy at the Company against discussing pay with other employees. I learned about this from both of my General Managers, Terry "Mike" Jones and Tim Weyandt.
4. While I was at Sterling, employees generally found out about opportunities for promotion via word of mouth. When it came to promoting individuals at Sterling, I believe that General Manager [REDACTED] favored male employees over our female co-workers. For example, on one occasion, [REDACTED] commented that hiring me and another male employee, Jared Enget, was his biggest feat as manager. At the time, Jared and I were the only two males in the store, and my sense was that [REDACTED] was saying that he preferred having other men working with him, and that he valued us more highly than the female employees. It was also obvious that he had little respect for women in the workplace based on his frequent off-color, sexist jokes.

5. In order to get promoted at Sterling, employees needed to meet certain standards. I observed that GM Jones seemed to go out of his way to give Jared Enget favorable reviews so he would receive high standards and be eligible for promotion at the Company, in spite of Enget's low sales record and routine tardiness. Mr. Enget was eventually promoted to Assistant Manager at another store in Texas, apparently at Jones' recommendation. I never saw a woman who performed her job like Enget performed his get a promotion at Sterling.

6. In addition, I believe that Sterling promoted **Male Employee** to General Manager of store 2409 over a more qualified female candidate. At the time he was promoted to GM in 2005, Mr. **Male Employee** was young and had less experience than Eva Kelley, the woman who had been working as Assistant Manager of the store. I believe that Ms. Kelley was passed over because she was female based on the facts that I observed she was a more competent leader and had more extensive experience in the jewelry business than Mr. **Male Employee** who was a relative newcomer with just a few years at the Company.

7. While at Sterling I observed a Company culture of sexual harassment in the form of derogatory comments of a sexual nature made by Sterling management about women in the workplace. For example, General Manager **Male Employee** made sexual comments about women's bodies and attractiveness. In addition, when **Male Employee** was upset at something a female employee had said or done, he would make comments to me like

8. "You know how the women around here are." I interpreted this as his attempt to forge a bond with me as a male to the exclusion and in derogation of women in our workplace.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 14 day of JUNE, 2013.



Daryl Shelton

A212

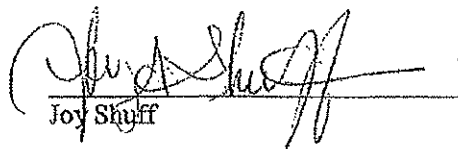
DECLARATION OF JOY SHUFF

1. My name is Joy Shuff. I am a female, over the age of 21, who resides in East Hartford, Connecticut. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in November 2004, as a seasonal Sales Associate at the Belden store in the Buckland Hills Mall, in Manchester, Connecticut. I continued in that position until January or February 2005, when I became a part time Sales Associate at that same store. I continued in that position until May 2006, when I left the company.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Janine (LNU), when I first began working for Sterling, that employees were not to discuss their pay with other employees. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of a male being paid more than females doing the same job because I learned his pay through conversation.
4. [Redacted] Male Employee was a Sales Associate at the Belden store in which I worked. I was hired before he was. In approximately 2005, he told me what he was paid and it was \$.30 more per hour than what I made. [Redacted] Male Employee did not have previous jewelry industry experience. Prior to Sterling he had worked at a Starbucks coffee shop.
5. I observed that women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.

6. I was interested in promotions into management, and expressed this interest to my Store Managers throughout my employment with Sterling. For example, I told Store Manager Rachel (LNU), in approximately 2004, that I wanted to work my way into management. Rachel did not tell me what I needed to do or learn in order to be promoted.
7. I also expressed interest in management in approximately 2005, to my next Store Manager, Jean Luc Ballet. He told me to express this interest to the District Manager, Cher Pappapietro. I then told Pappapietro that I was interested in becoming an Assistant Manager or Store Manager.
8. During my employment with Sterling, I was never approached by management about any open Third Key or Assistant Manager positions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

23rd day of November, 2008.


Joy Shuff

A213

DECLARATION OF DEBRA SHULMAN

1. My name is Debra Shulman. I am a female, over the age of 21, who resides in Orlando, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. (“Sterling”) in June 2004, at the Kay store in the Mission Valley Mall, in San Diego, California, as a Sales Associate. I worked in that position until I was promoted to Third Key, in approximately September 2004. I continued in that position until I left the company in June 2006.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, during my initial interviews in June 2004, Store Manager Deanne Castle and District Manager **[Jane Doe 1]** told me that I was not allowed to tell other employees how much I was paid. I was told that it was a private matter between my District Manager and myself. Further, I was told that I could get fired for violating this policy.
4. Because of Sterling’s policy, it was difficult for female employees at Sterling to identify instances in which they were paid less than similarly qualified male employees doing the same job.
5. In two years of employment with Sterling I did not receive a raise, even when I was promoted to the Third Key position. During the Christmas 2005 sales season, I was the top seller in the store. When I had my performance review the following April or May, I received a good review. However, I did not receive a raise. In May 2006, I asked District Manager **[Jane Doe 1]** why I did not receive

a raise, and she offered no credible reason why I did not receive a raise. **[Jane Doe 1]** told me that there was nothing she could do. I called Sterling's TIPS line and complained about not receiving a raise. I was told that they would investigate the situation. I also called Sterling's Human Resources, and complained about not getting a raise. Human Resources told me that my pay was up to my District Manager. I left the company because of what I believed was discrimination in pay.

6. During my employment with Sterling, my Store Manager, Deanne Castle, told me that she was paid less than male Store Managers in the district.
7. I was interested in promotions into management from the beginning of my employment with Sterling. Prior to Sterling, I had been a Store Manager of Claire's Boutique for approximately 5 years. I expressed interest in promotions into management during my initial interview with District Manager **[Jane Doe 1]**. I also expressed interest in promotions to my Store Manager, Deanne Castle, throughout my employment with Sterling.
8. During my employment with Sterling, I also observed that job openings and promotional opportunities were not posted via a formal job posting system, nor were they available to look at anywhere I knew of. Instead, employees learned of promotional opportunities by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only the employees Sterling was interested in promoting learned of the opening.
9. For example, after I had worked at Sterling for approximately a month, District Manager **[Jane Doe 1]** approached me about an Assistant Manager position at the

that I was interested in becoming an Assistant Manager, but felt that I was still in training. I told Tate that I wanted to do a good job for the company, and that I wanted to be considered for Assistant Manager positions again. I would not have known of the opening at the Kay store in Chula Vista, California, if Tate hadn't told me about it. I was not told of any other opening for Assistant Manager again.

10. In 2006, I learned that Tate approached the Assistant Manager of our store, Aaron Delgado, about an Assistant Manager position at the Kay store in the Parkway Plaza in El Cajon, California. I learned about this promotional opportunity only after Delgado told me that he had accepted the position. Further, Delgado told me that he did not want this position and that he was happy working at our Kay store. At that time I was interested in and qualified for the Assistant Manager position in Chula Vista, California. However, I was unable to express interest in that particular position because I did not know it was available until after it was filled.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 14th day of July, 2008.


Debra Shulman

A214

DECLARATION OF KAYLA SIMONS

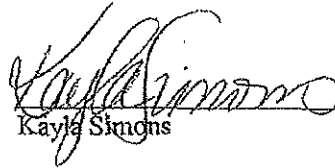
1. My name is Kayla Simons. I am a female, over the age of 21, who resides in Lakewood, Colorado. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in November 2008, as a Sales Associate at the Kay store in the Orchard Town Center in Westminster, Colorado. I continued in that position until March 2009, when I left the company.
3. During my employment at Sterling, I understood that Sterling had a policy prohibiting its employees from discussing their pay. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
4. For example, I was paid \$10 an hour as a Sales Associate at the Kay store in the Orchard Town Center in Westminster, Colorado. At the time I came to Sterling in 2008, I had about three and a half years experience as an Assistant Manager at JC Keepsakes, a retail jewelry store. **Male Employee** was a male Sales Associate who had no jewelry sales experience, and I learned from Elsie Pinson, another employee, that **Male Employee** was paid \$12 an hour.
5. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's management via a subjective "tap on the shoulder" system in which only those employees that

Sterling was interested in promoting were told about specific management openings.

6. Employees sometimes found out about management openings through word of mouth. For example, when I learned, around February 2009, that the Assistant Manager position at our store was coming open, I told Store Manager Joanne DeCorte I was interested in it. I also expressed interest in the position to District Manager Andrew Webber around that same time.
7. At that time, Webber told me to post my interest in the position on Sterling's Career Advancement Registry, which was the first time I had been told of this system. I posted my interest in the Assistant Manager position and heard nothing back. Instead, we were later told by DeCorte that Justin (LNU), who had just become a Sales Associate, was then going to become the Assistant Manager.
8. I did not complain to Webber about being passed over for a less-qualified male employee because I believed it would be futile. I did not believe I would be treated fairly by the company, and sought employment elsewhere.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

7th day of July, 2009.


Kayla Simons

A215

DECLARATION OF MELINDA SMALL

1. My name is Melinda Small. I am a female, over the age of 21, who resides in Bennett, Colorado.
2. I began working for Sterling Jewelers, Inc. ("Sterling") in June of 1993 as a Manager in Waiting ("MIW") in the Goodman's Jewelers in the Mall of America in Minneapolis, Minnesota. In September of 1993, I was promoted to Store Manager of a Goodman's in the Minneapolis area. In 1995, I was demoted to Assistant Manager for a short period of time, before being promoted back to Store Manager in May of that same year. In January of 1996 I transferred to a LeRoy's Jewelers in Detroit, Michigan. In May of 1996, I transferred back to Minnesota, where I was Store Manager of an Osterman Jewelers. I was demoted to Assistant Manager and transferred to an Osterman Jewelers in the Mall of America shortly thereafter (see Paragraph 22). In July of 1996, I transferred to the Jared division of the company, as an Assistant Manager in the new Jared store opening in Inglewood, Colorado. In August of 1997 I was promoted to General Manager of the Jared in Westminster, Colorado, where I remained until I stepped down to a Sales Associate position in 2002, and transferred to the Englewood store. I left the company in 2005.
3. When I transferred to the Jared in Englewood, there were only four Jared stores at the time, and with the opening of the Englewood store, Sterling was revamping the Jared concept. The people in charge of opening the new store, including myself, the General Manager Allen Ruffner, District Manager Richard Sumea, and **Executive** were in charge of adapting existing Sterling

policies and procedures to the new Jared concept. Although pay scales for Jared were set solely by Vice President Joe Friedman, and the Sterling Human Resource policies stayed the same, we were in charge of making some existing Sterling policies stricter due to the fact that the Jared concept was considered to be more high-end than the Mall Stores division. For instance, we made a stricter dress code, and discounting of merchandise was not allowed at Jared.

4. While I was employed at Sterling, I witnessed gender discrimination regarding many different employment practices. For example, while I was a Store Manager and a General Manager, I observed that women were consistently hired at lower salaries than their similarly situated male counterparts.
5. Women also suffer discrimination because of the manner by which promotions are made. Job openings and promotional opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's predominantly male District Managers and Vice Presidents via a subjective "tap on the shoulder" system.
6. Males were promoted much more frequently than females. The commonly heard joke around the company was that you could only get promoted if you had a penis.
7. In Spring of 1998, Dave Everton took over Sumen's position as District Manager. Everton consistently paid female employees less than their similarly situated male counterparts. For instance, in approximately 2000, my number one sales associate at that time was Denise Maddux. Maddux was paid only \$8 an hour. Due to her exceptional performance with the company, she wanted a significant raise. I

agreed that she should receive one, but when I went to Everton to request it, the most he would allow me to give her was an additional \$1 per hour. I warned him that she would quit if we didn't give her the raise she requested, but he did not care. As expected, she quit when I told her she would only be receiving a \$1 per hour raise.

8. Around the same time, I also had about three other female employees leave the company. They were all making around \$10 or \$11 per hour. When they left, Everton hired three men, each making \$15-an-hour, to replace them. About six months after she left, Maddux came to me requesting her old job back. I asked Everton if I could rehire her at \$15 an hour. He told me I couldn't pay her that much, despite the fact that the three males he had just hired at \$15 an hour did not have Maddux's proven track record with the company.
9. In 1997, when I was promoted to General Manager of the Jared store in Westminster, Colorado, I was paid \$57,000 a year. The previous year, when **Male Employee** was made the General Manager of the Inglewood store, he made \$65,000. In addition, every male Jared General Manager I was aware of made more money than I did, despite the fact that I was General Manager of the third largest Jared store in the whole company.
10. I was told I would be promoted to **Male Employee** store (the Inglewood store), which was a higher-volume store than the one I was at, when **Male Employee** was promoted to District Manager. **Male Employee** was promoted to District Manager in Chicago in June of 2000, and around that same time I became pregnant. **Executive** who was promoted to **Executive** of Jared at about that time, came to me and told me

that I would not be receiving the promotion to Ruffner's store. While I was out on maternity leave, a female coworker of mine asked [REDACTED] the District Manager who had taken Executive place, why I was not given Ruffner's store. [REDACTED] said it was because I got pregnant.

11. The Inglewood store was given to another female Store Manager, Jane Chacon. I believe she was given the store because the company did not have to give her a raise when it moved her to the store. Chacon had been a Store Manager with Sterling for approximately 22 years, yet she only made approximately \$50,000 a year.
12. Chacon asked Executive why she couldn't have a raise, and he told her that she would be getting a bigger bonus so that would count as her additional compensation. Bonuses are based on the sales for the store. However, Male Employee who had the store before her, was making \$72,000 by the time he left, not including his bonus. Chacon brought sales at the store to the highest level of sales the company had ever seen—\$10 million dollars in a year. She was eventually promoted to District Manager, where she was paid approximately \$10-12 thousand less than the male District Managers. Male Employee was given her store after her promotion. He was paid \$72,000 as General Manager of the store.
13. Executive would also hire male friends of his into positions with the company, circumventing the usual requirements of background checks and interviews to do so. On one occasion, he hired a male friend of his, [REDACTED], whom he had worked with at another company in the industry, into the MIW program, paying him \$70,000 a year. At the time, I was making \$5,000 less than that, and I had to

train [REDACTED] as a manager. [REDACTED] had a horrible credit history—bad enough that he normally would not have been hired. Loss Prevention usually runs a credit check on new management hires to see if they have good enough credit to be bonded, yet somehow he was cleared. Additionally, [REDACTED] was fired from his previous place of employment for sexual harassment. He had sexual harassment complaints made against him at the store he became General Manager of in [REDACTED] Colorado. He was eventually fired, though not because of the complaints, but rather because he brought a gun to work.

14. [REDACTED] was also a friend of Executive [REDACTED] and Executive [REDACTED] had worked together at another company prior to Executive [REDACTED] coming to work for Sterling. In 1997, [REDACTED] was hired as a General Manager of a Jared in [REDACTED], Arizona. After the store had only been open for eight months, [REDACTED] was promoted to District Manager of [REDACTED] stores in [REDACTED]. Despite the fact that this was the smallest district in the company, and the Jared division contained higher-volume stores than any district in the Mall division, once Executive [REDACTED] was promoted to [REDACTED] Executive of Jared in 2000, [REDACTED] was promoted to District Manager of my district within the Jared division.
15. [REDACTED] remained my District Manager until I stepped down from my position as General Manager in 2002. [REDACTED] had an interesting history with the company. In his eight months as General Manager of the Jared in [REDACTED], he had several complaints made against him, both by customers and employees. Despite this, Sterling promoted him to District Manager of the [REDACTED] division in [REDACTED]. When he was promoted to District Manager of Jared, his district included stores in

California, Nevada, Arizona, and Colorado. [REDACTED] had several complaints made against him by women employed at the stores in his district who he had sexually harassed. In fact, a lawsuit was brought by women employed by Sterling in California based on the sexual harassment they experienced at his hands.

16. While he was at my store in the course of his duties as District Manager, [REDACTED] would make sexually harassing comments. If an attractive woman would walk by the store, he would say, "Look at the rack on her." On one occasion, a female employee of mine came to work with a shirt on that was too low-cut. I told her she would have to go home and change. [REDACTED] overheard this conversation, and said to the employee, "No, what you need to do to make a bigger sale is lean over and wiggle 'em."

17. I eventually stepped down from my duties as General Manager because of [REDACTED]'s actions. I was told later that the only way they could demote him was when I quit, so they could put him in my store. This was despite the fact that I repeatedly asked people at corporate whether they were going to put him in my store, and was assured they would not. Sterling also offered him my store despite the fact that female employees there had made sexual harassment complaints against him. [REDACTED] ended up quitting rather than taking the store, but was rehired six months later into the MIW program, and eventually given his own store in [REDACTED], Washington.

18. When [REDACTED] was brought to the Colorado area as a District Manager, there were five female General Managers in his district. By the time he left the position, there were only two. The others had been fired, demoted, or transferred.

19. When I first became a Store Manager for Sterling in Minneapolis, Minnesota, I was managing an "A" store. This designation denoted a store with sales of \$1 million. Above the "A" level, there were "AA" stores, with sales of \$1.5 million, and the stores with the highest sales, anything greater than \$2 million, were "AAA" stores. Below the "A" level were "B" level stores, which had sales of \$750,000, then "C" level stores, with sales of \$500,000.

20. Besides myself, there were four other female "A" store managers, including Kelly Contreras, and five male "A" store managers, including Kelly's husband

Male Employee The males were all paid higher salaries than the females. Kelly and I were making approximately \$32,000 each. Kelly's husband **Male Employee** was making approximately \$55,000. **Male Employee** Lee, another of the male "A" store

managers, made \$45,000 a year. Another male "A" store manager, **Male Employee** made \$38,000, despite the fact that he had no previous jewelry industry

experience. At the time, I had approximately eight years management experience in the industry, yet he still made approximately \$5,000 more than I did. I asked

Executive who is now the **Executive** and was

then the District Manager of that district, why **Male Employee** made more money than I did.

She told me it was because he had a family to support.

21. In the Spring of 1994, **Executive** husband at the time, **Male Employee** was an Assistant Manager at the store I was managing in Minnesota. He made \$28,000 a year, despite the fact that the female who had the job before him and the one that had it after him both were paid only approximately \$21,000. Additionally, it is supposedly against company policy to have one significant other working below

the other, yet **Executive** husband was employed in the district she was managing at the time.

22. Sterling also punishes women more severely than their male counterparts. Shortly before I left Minneapolis, I was demoted for a brief time for doing something against company policy. I received this demotion despite the fact that it was my District Manager at the time, the same person who demoted me, who taught me how to do what I was demoted for doing. A few weeks later, a male manager in Minneapolis did the same thing and was not disciplined in any way.

23. Even with regards to its top performing female employees, Sterling does not pay them equally to their male comparators. One example of this is **Female Employee**

Female Employee For at least the last seven years I was with Sterling, she was one of the top three salespeople in the company. With yearly sales around \$1.4 million, she was technically the number one salesperson in the company. There are a few men with slightly higher sales, but **Female Employee** only worked 20-30 hours a week, whereas they worked around 45. **Female Employee** made \$15 an hour for quite a while. Recently she was given a raise to approximately \$22 an hour. However, her top two male comparators, **Male Employee** and **Male Employee** (not the same **Male Employee** discussed in Paragraph 20) both made approximately \$28 an hour, and have made that much for some time.

24. Sherri Schuerte was a Store Manager in Minnesota. Her store was the number one store in the Mall Stores division, with sales of around \$4 million. Despite the fact that she ran the number one store, she was never promoted to District Manager. I believe she is still currently a Store Manager with the company.

25. Sexual harassment is prevalent at the company. My first experience with it was in 1993, when I first started with Sterling, in [REDACTED] [REDACTED] [REDACTED], a Sterling Store Manager there, had several sexual harassment complaints filed against him. He would call women "honey" and "darling" and would grab their rear ends. Instead of addressing the problem, Sterling kept giving [REDACTED] raises and would transfer women that made complaints about him to different stores.

26. One of the two Assistant Managers at the store I was at prior to leaving the company in 2005, [REDACTED], also had sexual harassment complaints made about him. Rather than do anything about the complaints, Sterling said they wanted to "save" him because he was a good manager. Their idea of saving him was offering him more money and promoting him to his own store in the mall division. [REDACTED] already made more than the other Assistant Manager, [REDACTED] Female Employer. Despite the fact that she was the senior of the two, [REDACTED] Female Employer only made approximately \$25,000 a year, and [REDACTED] made \$42,000. When [REDACTED] Female Employer asked for a raise, she was told she still needed to show the company what she could do.

27. Sterling holds annual managers meetings at [REDACTED] in [REDACTED] Annual Managers Meet Florida. At the very first one I ever attended, [REDACTED] Executive told the assembled group of approximately 1800 managers that the number one item sold by the gift shop in the hotel we were at was condoms, and the number two item was liquor. This sent an unmistakable message to us about how the company felt about sexual harassment issues. These managers' meetings were notorious for the

sleeping around that occurred at them. Female employees were often promoted after sleeping with their male superiors at these meetings.

28. Sexual affairs between employees reached the highest levels of the company. For instance, [REDACTED] was having an affair with a married **Executive** while she was a District Manager in [REDACTED].

I declare, under penalty of perjury, that the foregoing is true and correct. Signed this

31 day of October, 2006.


Melinda Small

A216

DECLARATION OF ARISSA SMITH

1. My name is Arissa Smith. I am a female, over the age of 21, who resides in Stonewood, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2002, as a Sales Associate at the Kay store in the Meadowbrook Mall, in Bridgeport, West Virginia. I continued in that position until March 2003, when I was promoted to Assistant Manager at the Kay store in the Grand Central Mall, in Vienna, West Virginia. I continued in that position until September 2003, when I became a Sales Associate at the Kay store in the Morgantown Mall, in Morgantown, West Virginia. I continued in that position until June 2004, when I was promoted to Assistant Manager at that same store. I continued working as Assistant Manager, until August 2004, when I was promoted to Store Manager at the Kay store at the Crossroads Mall in Mt. Hope, West Virginia. I continued in that position until May 2007, when Sterling terminated my employment.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Jason Moore when I first started working for the company, that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. As Store Manager, I instructed the employees that I supervised to not discuss their pay with other employees. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am

aware of a male employee being paid more than women doing the same job because I learned their pay in my capacity as Store Manager.

4. **Male Employee** was a Sales Associate at the Kay store in the Crossroads Mall, in Mt. Hope, West Virginia, when I became the Store Manager in August 2004. In my capacity as Store Manager, and in conversation with **Male Employee** I learned that he was paid \$10.00 or \$10.25 an hour at that time. He did not have previous jewelry experience, and had worked for the company since approximately February 2004. **Male Employee** told me that the previous Store Manager had also guaranteed him overtime hours, which under West Virginia law he would be paid at time and a half, or \$15.00 or \$15.50 an hour. **Male Employee** quit in October 2004 when I refused to schedule him overtime hours.
5. The female Sales Associates at the Kay store in the Crossroads Mall, in Mt. Hope West Virginia were paid approximately \$7.50 to \$8.00 an hour at that time. These Sales Associates included **Female Employee**, **Female Employee** and **Female Employee**. **Female Employee** had approximately one year's experience at another retail jewelry store prior to coming to work for Sterling.
6. **Male Employee** also made almost as much as my Assistant Manager, **Female Employee** at the time. She had been with the company several years, and was paid \$11.00 an hour as Assistant Manager.
7. When I was promoted to Assistant Manager in March 2003, I did not receive a raise in pay.
8. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job

openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notified only those employees it was already interested in promoting about specific management openings.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

27 day of December, 2008.


Arissa Smith

A217

SUPPLEMENTAL DECLARATION OF ARISSA SMITH

1. My name is Arissa Smith. I am a female, over the age of 21, who resides in Stonewood, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on December 27, 2008.
3. I was employed as a Store Manager for Sterling from approximately August 2004 through May 2007, and attended the ^{Annual Managers' Meet} [REDACTED] Manager's Meeting ^{Annual Managers' Meeting} [REDACTED] for years 2004, 2005 and 2006. The company would host dinner and events after the meetings and trainings had concluded for the day. A lot of alcohol was served at these events, and the ^{Annual Managers} [REDACTED] turned into party time for the employees. Employees drank excessively and behaved like college kids instead of working professionals. For example, in approximately 2004, Sterling rented out one of the [REDACTED] parks and had coolers of beer placed around the park so employees could drink throughout the evening. After drinking, employees became flirtatious with each other, were dancing all over the place and hugging each other. After attending this event, I learned to return to my hotel room immediately after dinner to avoid uncomfortable interactions with other employees and to avoid seeing their inappropriate behavior.
4. Spouses were not invited to the ^{Annual Managers' Meet} [REDACTED]. At the ^{Annual Managers' Meet} [REDACTED] I witnessed overtly flirtatious behavior by many employees. I also heard rumors while at the ^{Annual Managers' Meeting} [REDACTED] from other Store Managers, who I believe witnessed the behavior first hand, of male and female employees coupling up and heading off to each others' hotel rooms. These rumors were confirmed for me in 2004, when a Store Manager in

Shaw's [REDACTED], located in [REDACTED], West Virginia, told me that she had spent the night with [REDACTED], a Store Manager at the time, in his hotel room.

5. **Executives** including [REDACTED], also attended the [REDACTED] Annual Managers' Meeting. The only time I saw [REDACTED] was at the [REDACTED] Annual Managers' Meeting in the three years I attended the [REDACTED] Annual Managers' Meeting. I never spoke to [REDACTED] in person, but I observed that he was often drunk and overly flirtatious with female managers. I believe his behavior was inappropriate for a senior executive of the company. In addition, it was rumored throughout the company that there were female employees who had sexual relations with [REDACTED] and as a result were promoted. I learned this rumor from other Sales Associates and my District Manager, Betty Tumlin, when I started working at Sterling.

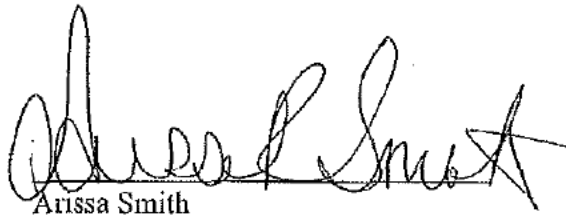
6. The practice of female subordinate employees having sexual relationships with their male superiors in order to advance within the company also existed at lower levels of male management. For example, on or about early 2004, I observed that [REDACTED], then Store Manager of the [REDACTED] store, had a very flirtatious relationship with his Assistant Manager. I visited the [REDACTED] store often because it was in my hometown and I personally observed and overheard other employees discussing that [REDACTED] and his Assistant Manager spent a lot of time together, regularly took smoking breaks that would last almost an hour, and took long lunches together. They were both married. A short time later, in the fall of 2004, this Assistant Manager was promoted to Store Manager of the [REDACTED] store. The publicly flirtatious behavior between [REDACTED] and this Store Manager continued at the Store Manager's Meetings, which were held

approximately every three months, and even after [REDACTED] was promoted to District Manager in August 2006. [REDACTED] and this Store Manager spent all their time together at these meetings, would go off on breaks together and would constantly be giggling and whispering to each other throughout the meeting.

7. After interacting with and working briefly with this Store Manager of the Morgantown store, I knew she was not qualified for a Store Manager position because she had no management skills, little training and limited experience. She informed me that prior to being hired by Sterling, she had just graduated college and had worked at King's Jewelry as a Sales Associate. I left Sterling in 2007 but learned that she was ultimately promoted to District Manager a few years after [REDACTED].

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

2 day of August, 2012.


Arissa Smith

A218

DECLARATION OF KAREN MARIE SMITH

1. My name is Karen Marie Smith. I am a female, over the age of 21, who resides in Isanti, Minnesota. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1989 as a Manager in Training at the Goodman Jewelers store in Duluth, Minnesota. I remained in this position for approximately a year. In approximately 1990, I transferred to Goodman Jewelers in St. Cloud, Minnesota an Assistant Manager. I was an Assistant Manager in the St. Cloud store for approximately a month, until my position and title was changed to Co-Assistant Manager. I remained in the position of Co-Assistant Manager until approximately 1991, when I left Sterling to work on my own jewelry business in which I crafted my own jewelry and sold it at various shows. In approximately 1996 or 1997, I returned to Sterling and worked for a few months as a full-time sales associate at Goodman Jewelers in Roseville, Minnesota. In approximately 2006, I was recruited back to Sterling to work as a full-time sales associate at the Kay store in the Northtown Mall in Blaine, Minnesota. I remained in that position for approximately one year, and then left Sterling for a higher paying job at another retail jewelry store. In May of 2008, I was offered a \$1.25/hour raise to return to Sterling and so I returned to work at the Kay Store in the Northtown Mall in Blaine, Minnesota. I was employed at this store as a full-time sales associate until the end of May, 2009, when I was offered a management position at a different jewelry store.

3. I have worked in the jewelry industry since the late 1980s, have been a top writer at every store I have worked at and have received prestigious awards at each store in recognition of my achievements. For example, in the late 1980s, I won a President's Club award at Gordon Jewelers, where I worked as an Assistant Manager. I won a carat contest (in which I sold the most carat weight of all the stores in the Twin Cities area) at Hoff Jewelers when I worked in approximately 2006. In 2007, I won a President's Club Pin at Sterling.
4. During my employment at Sterling, I have observed that Sterling has a policy prohibiting its employees from discussing their pay. As described above, I have been hired by Sterling on five separate occasions. Each time I was hired, I was told that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. This information was provided to me by District Managers Barbara Dufrane and Katie Jones as well as every Store Manager and Assistant Store Manager that I had. Because of this policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
5. Although Sterling employees are expressly forbidden from discussing their pay, I believe that females are paid less than males who perform the same or similar work. For example, in approximately 1991, I shared the position of Co-Assistant Manager with a male, John McDonald. We split the responsibilities for that position equally. Although I do not have details about Mr. McDonald's wages, he did inform me in a general way that he made more than I did.
6. During my employment at Sterling, I observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional

opportunities are not posted via a formal job posting system. Promotion decisions are instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which Sterling notifies only those employees it is already interested in promoting about specific management openings. During my employment with Sterling, I was never informed of any way to register my interest in promotional opportunities, other than to orally state my interest to my Store Manager and/or District Manager.

7. In approximately 2006, I left my job as a Store Manager at another retail jewelry store for a sales associate position, under the belief that I would have the same opportunity at Sterling. A male, Jon Sandquist that worked under me as a Manager in Training at the other jewelry store had recently been hired by Sterling and promoted to a management position. Although I expressed an interest in promotional opportunities and management positions to my District Manager Katie Jones, she never gave me any acknowledgement that promotions were even a possibility for me.
8. Some time after I came back to Sterling in 2006, a brand new Kay store was built in Riverdale, Minnesota. On several occasions while this store was being built, I asked District Manager Katie Jones and Store Manager Tonya Stangler about working there and expressed an interest in management opportunities at that store. In addition to the opportunity for promotion, I was very interested in working at that store because the commute was much closer to my home. At the time, I was commuting approximately fifty miles to work each day and the new store was approximately only thirty miles away.
9. When the store opened, I was not promoted or transferred to work there. A male named Rob Smith was hired as the Store Manager for that store. It was well known that Rob Smith had very little, if any jewelry experience at all. I remember my Store Manager,

Tonya Stangler being asked why Rob Smith was hired for that position and her response was that his father had a lot of experience. Rob Smith's father had been employed at Sterling for a number of years and reportedly was well liked by District Manager, Katie Jones. I asked my Assistant Manager, JoAnn Olson why Rob Smith had been hired as a Store Manager when he had such little experience and she confirmed that District Manager Katie Jones hired him because she had a long-term relationship with his Father.

10. In early 2007, based on my high sales, I won the President's Club Pin at Sterling. In addition, I was the only person in my district to achieve the "five for five" standards set by Sterling. Despite these achievements, I was not granted a raise, or informed of any opportunities for promotion.
11. In approximately the spring of 2007, after I had won my awards, I was stunned to find out that [Male Employee] a fellow full-time sales associate I worked with had been promoted to an Assistant Manager. [Male Employee] sales figures were significantly and consistently lower than mine were. In addition, he had only approximately six months to a year experience with Sterling. I was not aware that the position of Assistant Manager was even available until after [Male Employee] received it. At the time, [Male Employee] was roommates with a male Store Manager at Sterling.
12. Despite my experience and ability, I was not even permitted to be a keyholder at the Kay Store in the Northtown Mall, where I was employed when I won the President's Club pin.
13. Compare this to the experience of [redacted] a male who was rehired by Sterling in approximately three or four years ago. [redacted] had previously been fired from Sterling after failing an audit and serving alcohol to his employees in the back room of his store. Since his rehire, [redacted] has been repeatedly promoted. He is currently the

Store Manager of a Sterling's Osterman Jewelers store, a very high volume store in the



I declare, under penalty of perjury that the foregoing is true and correct. Signed this 29th day
of Sept., 2009.

Karen Marie Smith
Karen Marie Smith

A219

DECLARATION OF KATHLEEN SMITH

1. My name is Kathleen Smith. I am a female, over the age of 21, who resides in St. Louis, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") from approximately April 2001 through March 2012. I started working for Sterling as a full-time Sales Associate at Kay Jewelers ("Kay"), store number [REDACTED] in the [REDACTED] Mall in [REDACTED] Missouri. In September 2001, I moved to store number [REDACTED], the [REDACTED] Kay store in [REDACTED] Missouri, where I continued to work as a Sales Associate. In September 2002, Scott Michalke was promoted to Store Manager of a new Kay, store number [REDACTED] opening in the [REDACTED] Mall, and he asked if I would transfer with him. I moved to store number [REDACTED] in [REDACTED] Missouri, and I was promoted to Third Key, and then to Assistant Manager around 2003. Shortly after I was promoted, I was demoted again to Third Key. Shortly thereafter, I was transferred to store number 123 in Crestwood, St. Louis, Missouri as a Third Key to work there while the Store Manager was out on medical leave.
3. In Fall 2005 I left Sterling to work at Rogers & Holland, another jeweler. I returned to Sterling in late 2005, when Store Manager Helen Pagan recruited me to work in her Kay store, store number [REDACTED]. I worked as a Third Key in the [REDACTED] Mall store from late 2005 until December 2006.
4. In December 2006, I left Sterling to work in a series of other jewelry sales positions at stores including Saks Fifth Avenue and Michael Hill.

5. In July 2010, the Michael Hill store closed, and Sterling's General Manager Anna Long recruited me to work as a Sales Associate at Jared the Galleria of Jewelry ("Jared"), store number 2411 at The Boulevard Mall in Richmond Heights, Missouri. I stayed there for about three months before transferring to JB Robinson Jewelers, store number 121, in South County Center Mall, St. Louis, Missouri, where I worked as a Sales Associate from Fall 2010 until I left the company in March 2012.

6. Before I worked at Sterling, I worked in sales at Helzbergs Diamonds for almost six years. I had additional prior retail and management experience as well. I worked at Casual Corner for ten years, and was the Assistant Manager for about one and a half years.

7. During my employment at Sterling, I believe that I was discriminated against in terms of promotion due to my gender. Around 2004, when I was working at the West County Mall Kay store, I was promoted to Assistant Manager. As Assistant Manager, I exceeded my sales goals. Around this time, during a visit from Ollie [LNU], a District Manager from another district, I was demoted from Assistant Manager to Sales Associate. Ollie told me that I was demoted because my sales dropped. After my promotion to Assistant Manager I took on additional responsibilities, and I believe that my sales dropped about 1%; my sales were still over 100% of my monthly goal. It is not uncommon for new Assistant Managers to see their sales numbers drop slightly when they assume more management duties. I believe that saying that my demotion was based on my sales number was pretext for demoting me so that a less-experienced male, Mike Angelica, could be promoted into my job. I believe this because I was told by Ollie that both he and **Executive** would rather have me in sales than in

management. Ollie also said that Mike Angelica was “a nice young man” who could help promote a good image for the store. I understood this as a message from Sterling that as a woman, the company did not want me to be in a management position. Mr. Angelica did not have a strong sales record, and I recall him telling me that he needed to get his sales up to meet his standards.

8. Mr. Angelica asked me to train him so he could take over my job duties. He said he had never done anything like the Assistant Manager job before, and on several occasions he asked for my help and advice on how to sell the higher priced merchandise.

9. My Store Manager at the time of my demotion was Charles (“Chuck”) Scherbring. Mr. Scherbring told me later that he had not had a say in Sterling’s decision to promote Mr. Angelica to Assistant Manager and demote me. He said, “I never wanted this to happen to you” and added that he did not believe that it was right that I was demoted. He said that if I wanted to pursue a complaint against Sterling, he would back me up 100%.

10. I never complained about Mr. Angelica’s promotion into my job because I thought this would jeopardize my livelihood and might get me fired.

11. During my employment at Sterling, I observed that Sterling had a policy of prohibiting its employees from discussing their pay. Because of that policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I have heard that male managers are paid more than female managers. For example, I heard from my Store Manager Helen Pagan that she was earning a lot less than Mr. Scherbring, despite having similar qualifications and experience.

12. I also observed a "good old boys club" at work within Sterling. District Manager [REDACTED] used to host gatherings of male Store Managers at his house to play cards and get drunk. His cousin, Amanda Hardwick, a Sales Associate in my store, lived with Mr. [REDACTED] at the time, and she told me that the men would come to their house about once a week to socialize. This continued even after Mr. [REDACTED] left Sterling and was replaced as District Manager by Rogina Simons in March 2004. Ms. Simons was not invited to these events at Mr. [REDACTED]'s house. No women were invited to these gatherings.

13. The male Store Managers in our district did not respect Ms. Simons as District Manager. For example, when they had work-related questions, they would circumvent Ms. Simons' authority by calling [REDACTED] who was no longer with the company, to ask questions of a general nature about the job, instead of asking her. She eventually stepped down as District Manager, and was replaced by Jared Williams. Ms. Hardwick told me that Mr. Williams was invited and did attend Mr. [REDACTED]'s parties.

14. In Fall 2006, [REDACTED] became the Store Manager of the [REDACTED] store. He gave away St. Jude's dogs that we were supposed to sell to benefit St. Jude's Hospital to good-looking women in the Mall, and would come to work reeking of alcohol. He said he wanted "young women with big boobs" on the sales floor because they could bring customers in.

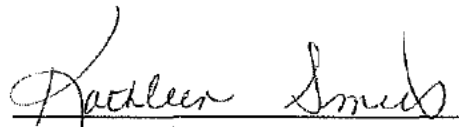
15. While Mr. [REDACTED] was Store Manager, I heard him pressure female employees to buy him lunch. He would tell them that he was hungry and did not have any money, and some women felt pressured to do as he asked because he was their boss. He did not single out male employees in this manner.

16. Mr. [REDACTED] also pointed to me and said "I want grandma out of my store." He gave me the worst schedule, assigning me to close the store one night and then open again the next morning. He encouraged other employees to take my sales away from me, and said that he wanted me out of his store. He did not treat male employees in this manner.

17. While I was at store number [REDACTED] I learned from [REDACTED] a fellow Sales Associate, that [REDACTED], her former Store Manager, in Kay store number [REDACTED] located in the [REDACTED] in [REDACTED], Missouri, sexually harassed the young women working in his store. Mr. [REDACTED] would, for example, pat the female Sales Associates on the behind. On one occasion, on or about 2004, Ms. [REDACTED] found him in the back room of the store sexually playing with himself. Mr. [REDACTED] asked Ms. [REDACTED] if she "wanted a part?" Ms. [REDACTED] filed a complaint with Sterling about the incident. After the incident, Mr. [REDACTED] was temporarily transferred to my store while Sterling conducted an investigation into Ms. [REDACTED]'s complaint. I do not know if Sterling disciplined Mr. [REDACTED], but I assume not, since Ms. [REDACTED] told me that he was reinstated as Store Manager at his old store, and she was transferred to store [REDACTED].

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

19 day of September, 2012.


Kathleen Smith

A220

DECLARATION OF SCOTT SMITH

1. My name is Scott Smith. I am a male, over the age of 21, who resides in Fairlawn, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jeweler's Inc. ("Sterling") from approximately 1984 to 1997, and from 2002 until 2003.
3. I began my employment with Sterling in approximately 1984 as a Sales Associate at the Leroy's store in Akron, Ohio. I was then promoted in approximately 1987 to Assistant Manager of the Leroy's store in Medina, Ohio. I worked as Assistant Manager at that store until I was promoted in 1987 to Store Manager at the Leroy's store in Canton, Ohio. I managed that store for one year, until I transferred to the Osterman's store in Elyria, Ohio in 1988. I managed the Osterman's store for approximately one and a half years, until I transferred to the LeRoy's store in Parma, Ohio, in approximately 1989. I managed that store for approximately one year, until I was promoted to District Manager for Arizona and Colorado in approximately 1990. I worked as District Manager there for approximately two years, until I became a District Manager in North Carolina and South Carolina in approximately 1993. I worked as District Manager there until approximately 1994, when I transferred as District Manager to manage the district of Washington state, North Dakota, and South Dakota. I continued in that position and district until approximately 1995, when I became the Store Manager of the Shaw's store in the Southhill Mall in Pittsburgh, Pennsylvania. I managed that store for approximately one year, until approximately 1996 when I transferred

as Store Manager to the Roger's store at the Parmatown Mall in Parma, Ohio. I managed that store until approximately 1997, when I left the company. I returned to employment with Sterling in early 2002, when I became the Store Manager of the Jared store in Canton, Ohio. I worked as Store Manager at that store until I left the company at the end of 2003.

4. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay among each other.
5. I observed that female employees suffered discrimination in pay at Sterling. Over the years while I was a Store Manager and then District Manager, I observed that similarly qualified women were often paid less than males doing the same job. I heard managers justify a higher pay rate for male employees because they had "mouths to feed."
6. I also observed that Sterling did not have objective criteria in setting pay rates for employees.
7. When I was a District Manager, there was a female Store Manager, Female Employee who managed a Weisfield store in Puyallup, Washington. In approximately 1993 or 1994, she was paid in the low \$30,000's. Female Employee was a good employee—productive, hardworking, and reliable. The male Store Managers in the district were paid in the mid-\$30,000's and \$40,000's. She was one of the lowest paid managers in the district.
8. Promotional opportunities were not posted in the store, nor were they available anywhere else for employees to look at. Publicizing or posting such openings was not something Sterling wanted to do. Instead, when there was a management

opening in my district, for example, I or one of the other managers would talk to the employee we were interested in promoting, and tell them of the opening.

9. I believe that women were discriminated against at Sterling because of the manner by which promotions were made. As mentioned above, Sterling did not have a formal process for employees to go through to apply or otherwise express interest in a promotion. Additionally, Sterling did not apply objective criteria in selecting who was to be promoted. I observed that the promotion process at Sterling was subjective, and not necessarily based on performance.
10. My belief that women were discriminated against in promotions at Sterling is supported by comments made by District Managers. I recall hearing one District Manager say that he would rather have a male store manager than a female store manager because he could trust a male manager more.
11. I also observed that female employees experienced sexual harassment at Sterling. When I was District Manager in Arizona, **Executive** [REDACTED] was going to visit my district. He asked me to line up some "hookers" for his visit. When I told him that I would not know where to get one, [REDACTED] said he would get his own.
12. In approximately the early 1990's, I had to intervene in a bar in [REDACTED] Ohio to prevent [REDACTED], a Sterling **Executive** [REDACTED], from coercing a female office manager into having sex with him. A number of Sterling District Managers and **Executive** [REDACTED] were meeting at a bar, and Store Manager [REDACTED] showed up. She was the Store Manager of the Kay store at the [REDACTED] Mall in [REDACTED], Ohio. Her store office manager came with her. [REDACTED] arrived at the bar

in a limousine. Evans approached me later in the evening and told me that, "[REDACTED] is all over my office manager. He's pawing her." Evans told me that "[REDACTED] wanted the office manager to go to his limousine with him and have sex. Evans asked what she should do. I approached [REDACTED] and told him that the office manager was upset because he was all over her. I told him, "This might be a good time to back off from screwing her in the limo." [REDACTED] gave me a dirty look, but he did back off.

13. The Florida Manager's Meetings, held annually in ^{Annual Managers' Meeting} [REDACTED] Florida, were wild and out of control. There was a lot of drinking at these events, and I heard managers and executives talking about taking advantage of female managers who had too much to drink.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 16th day of June, 2008.


Scott Smith

A221

DECLARATION OF TRACY SNIDER

1. My name is Tracy Snider. I am a female, over the age of 21, who resides in Independence, Kentucky. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately September 2006, as a Sales Associate at the Jared store in Crestview Hills, Kentucky. I continued in that position until May 2008, when I left the company.
3. I observed that Sterling had a policy prohibiting its employees from discussing their pay. Nevertheless, I am aware of a male employee being paid more than me for doing the same job because I learned his pay during conversation.
4. Male Employee was a young Sales Associate with no prior jewelry experience, who worked at the Jared store in Crestview Hills, Kentucky. In approximately January or February 2007, Male Employee told me he was paid \$11.25 or \$11.75 an hour. At that time I was paid only \$10.00 an hour, and had been hired before Male Employee.
5. In late April or early May 2007, I asked District Manager Keith Powell about the difference between my and Male Employee. Powell appeared uncomfortable in talking about my pay. He told me he would get back to me about it but he did not. I never received an explanation for this pay difference.
6. I did not pursue complaining about the pay difference because of Sterling's policy that employees should not discuss their pay with each other. I was uncomfortable bringing it up to Powell because I was afraid I would get in trouble or would get Male Employee in trouble. After Powell's lack of response to my complaint, I stopped

inquiring about the pay discrimination because I felt it would be futile to pursue it and may get me or ^{Male Employee} in trouble.

7. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.
8. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interviews with Assistant Manager Shannon Brown and General Manager Virginia Kennedy.
9. I began the management training program in February or March 2007 for the Perimeter Manager position. During the same conversation described in paragraph 5, above, I asked District Manager Keith Powell what pay I would receive as Perimeter Manager. Powell did not answer my question, and would not tell me even the range of pay the position entailed. It was during this conversation that I told Powell that I knew ^{Male Employee} was paid approximately \$11.25 or \$11.75. I expressed concern to Powell that someone I would be supervising would be paid more than me. Powell appeared very uncomfortable. He told me that instead of being concerned about how much I would make, I should focus on obtaining the promotion and think about the prestige that this management position held.
10. Because of this, a few days later I withdrew from the management training program. If I would not receive a pay raise with the position, and if I did not make more than employees under me, then the training program wasn't worth time and effort it took away from selling. By working on the training program I

was on the sales floor less, which hurt my ability to earn commissions. Powell's refusal to provide even a pay range made me believe that there would be no raise or just a slight raise if I was promoted to Perimeter Manager. Had Powell told me I would have received a \$2 or \$3 pay raise I would have stayed in the program and continued to seek the Perimeter Manager position.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

21 day of October, 2008.


Tracy Snider

A222

DECLARATION OF MARGARET (BAGLEY) SPINK

1. My name is Margaret (Bagley) Spink. I am also known by my nickname "Megan." I am a female, over the age of 21, who resides in Pevely, Missouri. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling", "the Company") from November 2002 through mid-2006. From 2002 through 2004, I was a Sales Associate at Kay store 388 located at Northwest Plaza Mall in St. Ann, Missouri. Then, from October 2004 to early 2005, I was transferred in this same position to Kay store 387 at West County Mall in Des Peres, Missouri. I also helped out with office support in that store. From early 2005 through July 2006, I worked as a Sales Associate with some office duties in Jared store 2411 at The Boulevard in Richmond Heights, Missouri. For one month during this time period, the whole staff from store 2411 went to Jared store 2410 at St. Louis Mills in Richmond Heights, Missouri, to help set up and open that new store. I left Sterling in July 2006.
3. During my time at Sterling, I was aware of a policy against discussing pay. I recall learning about this upon hiring. I also believe that men were valued and compensated more favorably than women in similar positions.
4. Around 2003-2004, I heard Store Manager Chris Mohme make a disturbing comment to me and some other Sterling employees while we were setting up the store for the day. In the course of a conversation about pay, he said something to

the effect that "male employees are paid more at Sterling than female employees because we have families to support."

5. During my time at Sterling, I was not aware of a formal process for expressing interest in promotion to management. A woman I worked with at store 2411, Peggy Cole, told me that she had been at the company for many years, and that she was interested in promotion above the Sales Associate level but was continually passed over in favor of men. She once made the comment to me that she thought she would never get promoted at Sterling because she "didn't have a dick."

6. I was also aware of sexual harassment at Sterling during my time at the Company. While I was at store [REDACTED], I worked under Store Manager [REDACTED]. He made inappropriate comments and sexual gestures in the store. For example, he once walked over to a female employee and asked, "Do you like my butt?" I was shocked that Sterling employed such an immature man in a management position. At first, I tried to ignore Mr. [REDACTED], or laugh off his behavior so that he would leave me alone and I could focus on my work. But his behavior was distracting to me, and it became increasingly serious in nature. On one occasion in 2004, Mr. [REDACTED] was in the back room of the store when I walked in and discovered him near the bathroom. His genitals were exposed and when he saw me he made a lewd comment to the effect that he wanted me to "join him." No one else was present to witness the event, but I walked out and told my Assistant Manager Genevieve Lewis. Ms. Lewis called our District Manager Cheryl Urekar who then called me to talk about the incident. Following our conversation, there was a

brief investigation by the Company during which I told investigators what had happened. For a brief time, Mr. [REDACTED] was transferred to store [REDACTED]. Afterward, Mr. [REDACTED] was reinstated as Store Manager of store [REDACTED], and I was moved to store 387. No remedial action was taken against him as far as I know. In fact, it seemed Sterling simply shifted around this known bad actor in the Company without punishing him.

7. I was surprised that Mr. [REDACTED] was not terminated. After the investigation, I stayed at store 387 for a while, and then moved on to work at a Jared store. I never returned to store [REDACTED].
8. The 2004 incident was not an isolated incident on Mr. [REDACTED]'s part, nor was I the only target of his harassment. Sales Associate [REDACTED] was also harassed by Mr. [REDACTED]. I heard him make comments of a sexual nature regarding her breasts. She told me that she thought he was a 'sleaze ball' as Mr. [REDACTED] was a married man throughout this time period.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this Thursday
day of April 25, 2013.


Margaret (Bagley) Spink

A223

Declaration of Tamara Stephens

1. My name is Tamara Stephens. I am a female, over the age of 21, who resides in Mankato, Minnesota. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. ("Sterling") from approximately 1988 through February 2007. I began my employment with Sterling as a Sales Associate at the Goodman store in Burnsville, Minnesota, in approximately 1988. I continued in that position for approximately two years, when I was promoted to Assistant Manager at the Goodman store at the [REDACTED] in [REDACTED], Minnesota, in approximately 1990. I continued working as Assistant Manager at that store until approximately 1991, when I was promoted to Store Manager at the Goodman store in the [REDACTED] in [REDACTED], Minnesota. I continued in that position until approximately February 2007, when I was terminated by Sterling.
3. As an Assistant Manager, I earned Sterling's President Club award based on my sales.
4. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women through conversation and also in my capacity as Store Manager.

5. For example, in approximately 2006 or 2007, a male Part-Time Sales Associate named [Male Employee] whose last name I do not recall, was hired at the Goodman store in the [redacted] in [redacted], Minnesota. He had no experience in the jewelry business, and had previously worked at a vitamin store. Sterling paid [Male Employee] \$10.00 an hour. He told several female employees in the store that he was making \$10.00 an hour. Sales Associate [Female Employee], Sales Associate [Female Employee] (LNU), and Office Manager [Female Employee] complained to me about the pay discrepancy. They had worked for Sterling longer and were making only \$9.00 an hour. I complained to District Manager Kevin McCaw about this pay difference, and he said that if they wanted to make more money they should perform better. He did not offer any explanation why Sterling hired [Male Employee] at a higher rate of pay than these female Sales Associates.
6. I learned of male Store Managers being paid more than I was as a Store Manager through conversation with other managers at Sterling's [Annual Managers Meeting] Managers Meetings in Florida. At the 1998 or 1999 meeting, I learned that [Male Employee] was paid approximately \$46,000 a year as a Store Manager; at this time I was paid approximately \$32,000 annually. Another male Store Manager, Chris Contreras, bragged about how good of a salary he was paid, but he did not share the amount of his salary.
7. [Male Employee] was a male Manager In Waiting at the Goodman store in the Maplewood Mall, in Maple Grove, Minnesota. At the [Annual Managers Meeting] Managers Meeting in approximately 2000, [Male Employee] told me and other managers that he was paid

around \$50,000 as a Manager In Waiting. At that time I was a Store Manager and my annual salary was in the \$30,000's.

8. During my employment Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, employees were selected for promotion through a "tap on the shoulder" system in which an employee selected for promotion was notified of the opportunity by a Sterling manager. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
9. For example, when I was promoted to Assistant Manager, District Manager Louis Lenz approached me and told me of the open position at the Goodman store in the Madison East Mall, in Mankato, Minnesota. Likewise, when I was promoted to Store Manager, I was approached by my District Manager and asked to become manager of the Goodman Store in the [REDACTED] in [REDACTED] Minnesota.
10. I attended the [REDACTED] Annual Managers Meeting [REDACTED] Managers Meetings [REDACTED] Annual Managers Meeting from 1991 through 2006. Sterling provided a lot of alcohol at these meetings, and I observed excessive drinking, partying, and dancing. The atmosphere at the [REDACTED] Annual Managers Meeting was wild. I saw people naked in the hotel's swimming pool, and people so drunk they fell down. One time, I heard two people having sex on the hotel grounds behind some bushes. These were all Sterling managers.
11. At the [REDACTED] Annual Managers Meeting the male managers regularly flirted with their subordinate female managers. The culture at Sterling was such that women thought they had to respond to this flirting if they wanted to advance within the company. I heard

managers talk about Sterling **Executive** having sex with female Store Managers and company vendors. I heard senior managers make comments about women's bodies, such as, "Look at that ass," or, "Look at those hooters." I saw **Executive** groping a female manager, but I did not complain to anyone because I wanted to keep my job, and I thought that if I complained I risked retaliation. **Executive** had a reputation among the managers at the **Annual Managers** of being a womanizer, and I thought that if this were true, then complaints about a **Executive's** behavior could threaten my own job.

12. Sexual harassment at Sterling was not limited to the **Annual Managers Meeting**. For example, in the early 1990's, male District Manager **██████████** visited the Goodman stores I managed and flirted with the female employees there. He also made comments to female Sales Associates about how they were dressed.
13. One time, in the early 1990's, **██████████** visited the store, and said he wanted to take a group of employees out after work. He invited about five females out. It was hard for employees to decline this kind of invitation because it was expected that we socialize with upper management when they wanted us to. At the dinner **██████████** bought drinks for everyone. He asked a female Sales Associate, **██████████**, to sit on his lap and she did.
14. District Manager **██████████** tried to have a sexual relationship with the female Assistant Manager at my Goodman store, **██████████**. I was friends with **██████████**, and she told me that **██████████** tried to kiss her and said he wanted to have sex with

her. [REDACTED] appeared uncomfortable when she told me about this incident, which also occurred sometime in the early 1990's.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 10 day of 18, 2012.



Tamara Stephens

A224

DECLARATION OF PARIS STORM


1. My name is Paris Storm. I am a female, over the age of 21 who resides in Naples, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling", "the Company") as a Sales Associate from August 2012 through March 2013 at Kay store 1426 at Coastland Mall in Naples, Florida.
3. I am aware of Sterling's policy against discussing pay among employees. My Store Manager Karen Rose told me about this upon hiring.
4. Since around the time I started at the Company, Assistant Manager [REDACTED] has verbally and mentally abused me and other women in our store, including Paula Doza and Ruth Smith. For example, on one occasion, I was telling another colleague that I have been single for 20 years [REDACTED] overheard this and said to me, "women like you have very serious mental issues. I think that you're mentally ill." On another occasion, he accused me of lying about my previous employment record without any evidence to back up his accusations, humiliating me in front of colleagues and customers. My former colleague Paula Dolza was similarly victimized by [REDACTED] and she ended up leaving her job. After she left, [REDACTED] bragged openly in our store about being the reason that she walked out and quit. Ms. Smith, who is currently employed at the store, told me recently that she has been a target of [REDACTED] continuing behavior since I left Sterling.
5. In contrast to his treatment of women, when a male employee named Daniel Adams was hired in February 2013, [REDACTED] treated him like a friend. I observed that the two men took smoking breaks together, and [REDACTED] did not subject him to any of the abuse that the female

employees were subjected to. Mr. Adams was the only other male who worked in our store throughout the time I was there.

6. I started complaining about [REDACTED] to my Store Manager Karen Rose as soon this behavior started around October 2012, but nothing was done and the abuse continued. Around this time I also called Human Resources (HR) and told them about it. HR called me back and told me that they were going to call my District Manager [REDACTED] to tell him about what was going on in my store. I told them to do whatever had to be done to address [REDACTED] abusive behavior. The next day, Store Manager [REDACTED] came to me in the store after speaking with [REDACTED] and said "you need to sweep this under the rug and leave this alone." Shortly thereafter, in [REDACTED] came in to my store and admonished me for calling HR.

7. [REDACTED] came back into the store sometime before Christmas 2012 and pulled me aside again. This time, he assured me that [REDACTED] would be transferred out of my store early in the New Year. He did not follow through with this promise, however, and he came back to the store again in February 2013 and told me "do not call TIPS or HR about [REDACTED] ever, call me." I told him I would not abide by his request because he had done nothing about my prior complaints to him about [REDACTED]. To my knowledge, nothing has been done to stop [REDACTED] behavior, and Sterling has knowingly allowed his abuse of female employees to continue.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 22 day of March, 2013.


Paris Storm

A225

DECLARATION OF RICHARD SUMEN

1. My name is Richard Sumen. I am a male, over the age of 18, and I reside in North Olmsted, Ohio. I am competent to testify to the following from my personal experience and knowledge, and declare as follows:
2. I began my career with Sterling Jewelers Inc. ("Sterling") in approximately 1992 in Cleveland, Ohio through Sterling's acquisition of Rogers Jewelers (I was originally hired in 1980 with Rogers). My job title was as a district manager over several of Sterling's brand names; among them: Rogers, Kay, LeRoy, Osterman's, and other mall operated stores. As district manager, my territory covered 10 to 15 mall stores in Cleveland, Ohio and the surrounding areas. As district manager, I was responsible for store operations, including, but not limited to, hiring, firing, training, store openings and closing, sales generation and revenue, and employee counseling.
3. In approximately 1995, I was chosen to be part of a small team responsible for facilitating the redevelopment of the Sterling division called Jared The Galleria Of Jewelry ("Jared"). Initially, this position was overseeing the 3 original Jared stores while redeveloping and re-writing almost all of the division's policy and procedures. Over the next several years my responsibilities included the opening of many new stores, the training of new Jared managers and staffs, the training of new Jared district managers along with supervising my own districts/markets. These markets included new and existing stores in the states of Ohio, Colorado, Maryland, Florida, Washington, D.C., Virginia, Nevada, Michigan, and Texas. I continued to work as a district manager for Jared stores until approximately 2003.

4. In approximately 2003, I was demoted to a store manager in Cleveland, Ohio. In approximately June 2005, Sterling terminated my employment. At this time, I had worked for Sterling for approximately 25 years.
5. I believe my employment was terminated because of my age, which was 50. I filed an internal complaint through Sterling's alternate dispute resolution program, the RESOLVE program, in which I alleged being subject to discrimination on account of age. Even though witnesses testified that they heard discriminatory comments made about my age, such as "old guys like Richard will all be gone soon," Sterling's RESOLVE program determined no discrimination had occurred.
6. Throughout my career with Sterling I received numerous awards and accolades for my performance. In 1995, I was awarded the Henry Shaw's Founder Award for extraordinary dedication and professionalism in our industry. I was awarded a gold Rolex watch, and an all expense-paid trip to Hawaii for me and my wife. In other years, I received awards and recognition, trips, etc., for excellence for training, highest gross margins, highest store sales, etc.
7. As a district manager in Ohio from 1993 through 2003, I regularly participated in senior-level management meetings with former [REDACTED] Executive [REDACTED] and [REDACTED] [REDACTED] the current Executive [REDACTED], the current Executive [REDACTED] [REDACTED] [REDACTED], and other former and current district managers, [REDACTED] Executives [REDACTED] [REDACTED], including, but not limited to, [REDACTED] [REDACTED] [REDACTED] [REDACTED] and [REDACTED].
8. A group of these managers and officers, with Executive [REDACTED] usually at the helm, were commonly referred to as, "the good ole boys." The good ole boys' club was known

throughout Sterling for many things, such as, protecting and promoting their friends, and wild escapades of sex, drugs, excessive drinking, and womanizing. Several of my managers and or employees witnessed these types of actions. For example, one manager that worked for me, [REDACTED], personally witnessed many of these actions including the use of [REDACTED] offered to him and used by [REDACTED].

9. I have personal knowledge of the on-goings of this group of managers because I attended numerous work and social events with them. For example, I recall Executive [REDACTED] [REDACTED] saying, "We need to get the tits and ass out on the lease lines," when business was slow and he wanted to generate sales by putting the young girls in the front of the stores. In addition, former Executive [REDACTED] [REDACTED] for the Ohio based region, commented, "Why pay women more when they just get pregnant and have families? We need people who are hungry." I heard these types of sexist comments from higher level management employees all the time. In fact, the mantra of the former Executive [REDACTED] [REDACTED] was "give me a good looking young broad with nice tits and I'll show you sales!"
10. I was at the corporate office when Executive [REDACTED] [REDACTED] pointed to a female secretary in front of him and asked another district manager, "Are you doing her?" The secretary was visibly uncomfortable, when he said again louder, "I want to fucking know if you are fucking doing her?" This statement was made in a public place, in Sterling's corporate headquarters, in front of other employees.
11. I was personally asked to "cruise for prostitutes" and find the "scummiest nude bars" for Executive [REDACTED] [REDACTED], and was taken to strip clubs by my supervisors and other executives, after Sterling events and meetings on multiple occasions.

12. This culture of sexism and womanizing was so prevalent that female management employees were pressured to acquiesce and participate. For example, District Manager [REDACTED], asked me to bring sexy and "loose" girls to a [REDACTED] Ohio managers meeting because [REDACTED] Executive [REDACTED] liked those types of women and she thought it would make him happy. At this meeting in Ohio, I saw [REDACTED] walk around during meetings hugging female employees and touching them inappropriately. At one district manager meeting I heard [REDACTED] Executive [REDACTED] [REDACTED] [REDACTED] speak about the need for better adherence of policies regarding diversity and sexual harassment, yet on the following day I witnessed her grab her own breasts in a responsive gesture when a male co-worker asked if she was ready to go to lunch. [REDACTED] was well known for having several sexual relationships with mid-level managers to senior-level management employees of Sterling as she was promoted through the ranks from an office support associate to [REDACTED] Executive [REDACTED] of Sterling.

13. During my more than 20 years with Sterling and by way of attendance at hundreds of meetings, conference calls, seminars, and social events, I have witnessed gender discrimination, including failure to pay and promote women fairly because of their gender. For instance, in approximately 2003, a female Store Manager in [REDACTED], Ohio was demoted by then District Manager [REDACTED] when he found out she was pregnant. He thought she would no longer be dedicated to Sterling after having the baby. [REDACTED] [REDACTED] was ultimately demoted because of this and the many other "over the top" comments and sexist behavior. He resigned, but was reinstated about 6 months later to a store manager position. He then bragged that he would be promoted shortly and

would get my district manager position. He did get my position as district manager shortly thereafter. I was demoted to make room for him.

14. In approximately March 2008, in an Osterman's Jewelers store, Store Manager, Ron Zollner told me he interviewed a great female candidate for an assistant store manager position. When he made a hiring proposal to the District Manager, the District Manager authorized him to offer the female candidate \$12.00 per hour. This was a low pay rate for the Assistant Manager position, and the Store Manager asked why he was offering this great female applicant such a low rate of pay. The District Manager told him that he didn't want to pay any more, because she had a bunch of kids and probably wouldn't work that hard. Zoller, a male store manager who was willing to challenge discriminatory pay practices at Sterling, was recently terminated.
15. Having been a district manager for Sterling in their Jared division and Mall division I can attest that the hiring, pay, and promotion policies are administered in a manner that is adverse to women on account of their gender.
16. Sterling's district managers and **Executives** authorize the hiring of all in-store managers and set their pay. Sterling's culture of treating women as less productive and less dedicated than male employees, causes district managers pay and promotion decisions to be made in a manner adverse to women. District managers and **Executives** that act contrary to Sterling culture when making promotion and pay decisions jeopardize their careers at Sterling.
17. I have personal experience and knowledge of the Sterling RESOLVE Program. I went through the RESOLVE process through mediation following my termination. My age discrimination claim was denied at Step 1. My Step 2 Appeal of my claim's denial was rejected and referred to mediation. Although the panel is made up of other Sterling

employees, the mediation panel was not an independent decision making body. I have friends who have been chosen and sat on a mediation panel. They have informed me that Sterling's legal counsel advises the panel before the mediation on what questions to ask claimants and what issues to ignore. The attorney then officiously assists the panel in making their decision. Many times, employees that are targeted to be "terminated" or "removed" are often offered severance packages with comprehensive releases, including provisions that they are not permitted to discuss or participate in any legal action against Sterling or they will be required to refund the severance and pay for all attorney fees related to the breach. This "severance package" was offered to me and several others that I know. I do not believe Sterling's RESOLVE program is a fair process to employees.

18. I have also witnessed Sterling vice-presidents discuss and brag in my presence about how Sterling has successfully killed off most lawsuits by requiring employees to agree to use the RESOLVE Panel to resolve all disputes and with paying employees off with severance packages. I know other former Sterling employees who would testify to Sterling's unlawful employment practices against women but are afraid to come forward because they have signed these severance agreements.

I declare under penalty of perjury that the foregoing statement is true and correct. Dated this 20 day of July, 2008.


RICHARD SUMEN

A226

DECLARATION OF DANIEL SZLAG

1. My name is Daniel Szlag. I am a male, over the age of 18, and I reside in San Antonio, Florida. I am competent to testify to the following from my personal experience and knowledge, and declare as follows:
2. I began my career with Sterling Jewelers Inc. ("Sterling") in approximately 1985 through Sterling's acquisition of Westhall Company. I was the Regional Vice-President of approximately 48 Sterling mall stores throughout Ohio, Pennsylvania, and West Virginia. I reported to Sterling's Director of Operations, Larry McCoy, who reported directly to Sterling's **Executive Executive** I left Sterling approximately 8 months later in 1986. In approximately 2002, I returned to Sterling to work as a Store Manager for a Kay Jewelers ("Kay") in Akron, Ohio in the Summit Mall. Approximately 10 months later I was reassigned as Store Manager of the Kay in Strongsville, Ohio in Southpark Mall. I managed this store for approximately one year. Thereafter, I was Store Manager of the JB Robinson in North Olmsted, Ohio in Great Northern Mall. I resigned from Sterling in approximately May or June 2004.
3. The work environment at Sterling during both of my employment periods was a sexually-charged one. When Westhall was first acquired in 1985, **[REDACTED]** showed me and the other new executives around the corporate office in **[REDACTED]** Ohio. Every female employee **[REDACTED]** passed, he kissed. It was obvious to me, and the other employees on the corporate "tour", that many of the female employees he kissed were uncomfortable with this greeting. **Executive [REDACTED]** of Sterling **[REDACTED]** who to my knowledge is still with the Company, would ask district managers to arrange female entertainment, like prostitutes, escorts, and strip clubs, when he came

into town to supervise how stores were performing. [REDACTED] of former **Executive** [REDACTED] would make inappropriate advances toward subordinate female employees. For example, [REDACTED] who was Store Manager of the Jared's Store at the [REDACTED], located between [REDACTED] and [REDACTED], Ohio, told me that [REDACTED] would offer to send a limousine to her store to entice her to come to [REDACTED] Ohio to go on a date with him. [REDACTED] was married at the time. [REDACTED] ultimately became **Executive** of Sterling in approximately 2005.

4. [REDACTED] (who was a **Executive** [REDACTED]), and other high-level management employees, were part of a group often referred to as the "good ol' boys' club." This group was known for fraternization with female subordinates; promoting friends; and sexual exploits, drugs, and excessive drinking while on the company dime.
5. Sterling has always been a male-dominated and focused company at its highest levels. One of the few high-level female executives I worked with at Sterling was [REDACTED]. She started with Sterling in a mall store in [REDACTED], Washington and it was widely-discussed among Sterling's managers that she had several intimate relationships with upper-level male management employees as she ascended to her current position as **Executive** [REDACTED].
6. I also attended the annual Manager's Meeting in the mid-1980's in [REDACTED] Florida. This meeting had an unsavory reputation throughout the Company for excessive drinking and sexual promiscuity among co-workers. [REDACTED] **Executive** [REDACTED] who was attending this meeting, told me that when he arrived at the hotel there were guys and gals "hooking-up" in the lobby, everywhere.

This was the type of workplace conduct that was acceptable and commonplace at Sterling.

7. As a Store Manager, I was responsible for interviewing and hiring all sales associates and managers who worked in my store. Typically, the female sales associates I hired outperformed the male sales associates in generating sales revenue. Nonetheless, most persons hired into Sterling management-in-training or management-in-waiting programs were male, not female.
8. Sterling's management-in-training program was run by corporate and regional managers. They made the hiring, pay, training, and position decisions associated with this program. Persons in this program were hired from outside the company, paid manager wages, and were placed in stores for accelerated on-the-job training.
9. In setting an employee's hourly pay rate, I was required to obtain approval from the District Manager. For certain pay rates and positions, the Regional Manager's approval was also required. There were no pay guidelines for me or other store managers to follow in setting initial pay rates.
10. Sterling did not have promotional guidelines or any objective criteria for me and other store managers to follow when making promotion suggestions. At Sterling, there was a discretionary "tap-on-the-shoulder" system for promoting individuals to full-time and management positions. Like pay decisions, promotions needed to be approved by the District Manager and/or Regional Manager.
11. Based on my experience and long history with Sterling, I believe Sterling thinks it can pay female employees less than male employees doing the same job. The mindset at

Sterling was that men were paid more than women because they had families to support. I believe this mindset affects pay and promotion decisions at Sterling.

12. Female employees who are unfairly paid less than males performing similar jobs cannot discover this information easily. Throughout my employment with Sterling, Sterling had a company-wide policy that employees were not allowed to discuss pay. At one point, I recall this was a written policy. However, written or not, managers were acutely aware that employees were not to discuss pay, and it was a policy strictly enforced in every district I encountered.

I declare under penalty of perjury that the foregoing statement is true and correct.

Dated this 9th day of April, 2009.


DANIEL SZLAG

A227

DECLARATION OF REBECCA TAHA

1. My name is Rebecca Taha. I am a female, over the age of 21, who resides in Utica, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2000, as a Sales Associate at the Belden store in the [REDACTED] Mall, in [REDACTED] New York. I continued in that position until the beginning of 2001, when I was promoted to Third Key at that same store. I worked as Third Key for a couple months, until I was promoted to Assistant Manager at that same store. I continued in that position until approximately July 2001, when I was promoted to Store Manager of the Kay store in Massena, New York. I continued in that position until approximately February 2002, when I became a Sales Associate at the Belden store in the Sangertown Mall, in New Hartford, New York. I continued in that position until August 2002, when I left the company.
3. In 2001, I won a bonus trip for my performance as Store Manager.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Christine Chann and District Manager Michael Molinare that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
5. I also observed that women suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional

opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was already interested in promoting were notified of specific management openings.

6. After I became an Assistant Manager in early 2001, I was interested in being promoted to Store Manager. I expressed this interest to Store Manager Christine Chann and District Manager Michael Molinare.
7. In July 2001, Molinare approached me about being the Store Manager of the Kay store in Massena, New York. This store was about three hours from my home, and my fiancé would not be able to move with me to Massena. I told Molinare that I would rather wait for a Store Manager position to come available in Syracuse, New York. I had heard that there may be some Store Manager positions opening up in Syracuse, which was about an hour from my home and was within commuting distance. Molinare replied that if I did not accept this position then I would not get another chance at being a Store Manager. He added that if I did not take the position then he could not take me seriously. Since I observed that the District Manager's support was crucial to advancement within the company, and I took Molinare's warnings seriously, I accepted the promotion.
8. Within months of this promotion, I learned that several Store Manager positions opened up in the Syracuse area that went to male employees.
9. The Kay store in Massena that I was promoted to was known in the district to be a troubled store. The previous Store Manager was arrested for theft, and the Store

Manager before that had also been accused of theft. It was also one of the lowest volume stores in terms of sales in the district.

10. During this same time I was experiencing difficulties with my pregnancy, which included a hospitalization. This was difficult as I was on my own in Massena. My doctor told me that my health required that I work no more than 40 hours a week during this time.
11. Molinare did not want to accommodate my doctor's instructions, and made it difficult for me to do so. For example, he required that I stay at the store until the sales goals for the day were met, even if my scheduled shift had ended. He began telling me I was not pulling my own weight and that if I expected to be transferred back to Utica or Syracuse then I had to do better. He then told me that I could go back to Utica, but only as a Sales Associate.
12. Because of my health difficulties, and the hardship caused by living apart from my husband just after being married, I accepted a Sales Associate position at the Belden store in the Sangertown Mall in New Hartford, New York, in February 2002.
13. I also observed that female employees at Sterling experienced sexual harassment. For example, [REDACTED] was the Assistant Manager at the [REDACTED] store in the [REDACTED] when I worked there in October 2000 to early 2001. He made sexually inappropriate remarks about female customers or women walking by our store in the mall. He said things such as, "Look at her, she's got a nice rack", or, "I'd sleep with that one." I asked him to stop making these comments,

but he continued. One time after he made such comments I said, "That's nasty.

There is a woman present." [REDACTED] replied, "You don't count."

14. [REDACTED] was a male Sales Associate who often joined in with [REDACTED]'s sexually inappropriate comments. [REDACTED] coined a term, "bag head" for certain women. He explained that this referred to women who weren't attractive, but said of such women, "You fuck the body, not the face."

15. District Manager [REDACTED] told female Sales Associates to wear clothes that made them more "interesting" to male customers.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

29 day of November, 2008.

Rebecca Taha
Rebecca Taha

A228

DECLARATION OF ADAWIE TARRAB

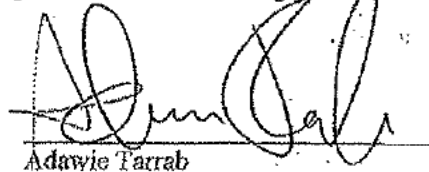
1. My name is Adawie Tarrab. I am a female, over the age of 21, who resides in St. Petersburg, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2000, as a Sales Associate at the Kay store in the Tyrone Square Mall, in St. Petersburg, Florida. I continued in that position until March 2001, when I left the company.
3. I began working for Sterling again in May 2001, as a Sales Associate at the Marks & Morgan store in the Brandon Town Center, in Brandon, Florida. I continued in that position until May 2003, when I transferred to the Kay store in the International Plaza in Tampa, Florida. I continued in that position until May 2006, when I left the company.
4. During my employment with Sterling, I was in the President's Club every full year that I worked for the company.
5. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Managers throughout my career that employees were not to discuss their pay with other employees, and that it was grounds for termination. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
6. I observed that women suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were

instead made by Sterling's District Managers via a subjective "tap on the shoulder" system in which only those employees that Sterling was already interested in promoting were told of specific management openings.

7. I was interested in promotions to Third Key and/or Assistant Manager. I expressed this interest in 2001, to my Store Manager Terry Cherry. There was an opening for a Third Key at the Marks & Morgan store in the Brandon Town Center, in Brandon, Florida. It instead went to an equally or lesser qualified male, Jeff Hunter.
8. I was not told about, interviewed for, or offered any Third Key or Assistant Manager positions during my employment with Sterling.
9. I also was aware that women experienced sexual harassment at Sterling. In approximately 2004, when I worked at the Kay store in the International Plaza, a female Sales Associate from another store transferred to our store. I do not remember her name, but she was a heavyset woman who worked at the Kay store in the [REDACTED] in [REDACTED]. She told me that her Store Manager, [REDACTED] made sexually inappropriate comments to her and other female Sales Associates. For example, he talked about how big his genitals were. He also told this woman, "Why don't you go flop your boobies around and get us some credit aps?" This woman complained to District Manager Dale Bowling, who transferred the woman to our store.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

26 day of January, 2009.


Adawie Farrab

A229

SUPPLEMENTAL DECLARATION OF ADAWIE MAIS TARRAB

1. My name is Adawie Mais Tarrab. I am a female, over the age of 21, who resides in St. Petersburg, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.

2. On March 14, 2006, while I was employed by Sterling Jewelers Inc. ("Sterling") as a Sales Associate in Kay Jewelers, Store No. 1862, in Tampa, Florida, the Store Manager Melissa Scanlon told the employees that attorneys conducting an investigation for Sterling were going to interview us. She did not tell us why the investigation was being conducted.

3. For my interview, I was directed to go to a back room of the store, where I met a female attorney. I do not recall her name. No one else was present during my interview. She presented a statement to me, which had been previously prepared, for me to sign. The interview process lasted about 30 minutes. I felt uncomfortable and intimidated during the interview. I did not participate in the drafting of the statement. I was not offered an opportunity to take the statement home with me to review before signing it. I felt that I had been summoned for the purpose of agreeing, and that questioning any of the written representations would not be appreciated and might place my job in jeopardy, which was a risk I could not afford.

4. Because of that fear, I did not tell the attorney that I believed I had been denied a promotion in favor of a less qualified male employee in 2001 or that a co-worker had informed me that she was sexually harassed and transferred to our store after she complained to the District Manager Dale Bowling.

5. Paragraph 1 of the Sterling declaration is untrue because I did not voluntarily provide the statement. I was told by my then Store Manager Melissa Scanlon that I was required to participate in the interview. In addition, the statement does not reflect my personal knowledge.

6. Paragraph 11 states that I was never denied a promotion based upon my gender. This was not true; I believe I was denied a promotion in 2001 in favor of a less qualified male for just that reason. In addition, I was not aware of other promotions which I might have received but for gender discrimination because Sterling did not post promotional vacancies.

7. Paragraph 17 of the statement states that I typically tracked my own hours and incentive and reviewed my paychecks to be sure my pay was accurate. In fact this was not my practice nor did I state that it was. In addition, I never had complained about inaccuracies in my pay to my store manager or to Human Resources. This had not occurred and no such example as that described had occurred.

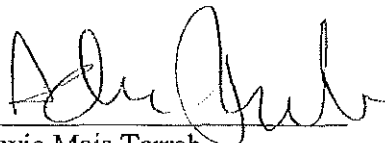
8. Paragraphs 22 and 23 also falsely represent that I voluntarily provided the statement. In fact I was intimidated, afraid to refuse to participate in the interview and feared retaliation if I refused to sign the statement or disagreed with its contents. I felt that I had been summoned to the interview specifically "to agree" and that the process was being conducted for the benefit of Sterling, to protect it from some legal trouble.

9. I do not recall being provided with a copy of the statement at the time I signed it. Several months ago, I received a letter from Sterling reminding me that I had signed this statement for the Company under oath. This letter disturbed and intimidated me.

10. Because I am no longer employed by Sterling or dependent upon Sterling for my livelihood, I no longer feel afraid to acknowledge experiences I had during my employment, which demonstrated to me that Sterling did in fact make promotion decisions in favor of males based upon gender and that Sterling would transfer females who complained of sexual harassment rather than discipline or demote the harasser.

I declare under penalty of perjury that the foregoing declaration is true and correct.

Signed this 6 day of 13, 2013.



Adawie Mais Tarrab

A230

DECLARATION OF MARY TAYLOR

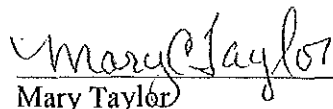
1. My name is Mary Taylor. I am a female, over the age of 21, who resides in Endicott, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a Sales Associate at the Weisfeld store in the Westminster Mall, in Westminster, Colorado, in approximately May 1993. I continued in that position until approximately March 1994, when I quit this position.
3. I began working for Sterling again as a Sales Associate at the Belden store in the Oakdale Mall, in Johnson City, New York, in approximately May 1994. I continued in that position until approximately the end of 1995. I then began working as a Sales Associate and part-time Office Manager at the Kay store in that same mall. I continued in that position until approximately the end of 1997, when I quit this position.
4. I began working for Sterling again as a Sales Associate at the Kay store in the Oakdale Mall, in Johnson City, New York, in approximately 2000. I worked for about a year, and quit this position in approximately July 2001.
5. I began working for Sterling again as a Sales Associate at the Kay store in the Oakdale Mall, in approximately 2002. I continued in this position for about nine months, when I quit in 2003.
6. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay.

7. Nevertheless, I am aware of a male employee being paid more than I was for doing the same job. Male Employee, a male Sales Associate at the Belden store in the Oakdale Mall, in Johnson City, NY, told me he was paid \$10.00 an hour in 1994 or 1995. At that time, I was paid only \$9.00 or \$9.25. I had worked for Sterling previously and had previous experience in the jewelry business.
8. During my employment with Sterling, I observed that job openings and promotional opportunities were not posted via a formal job posting system.
9. During my employment with Sterling, I expressed interest to my Store Managers about promotion to management. For example, in approximately 1995, I told Belden Store Manager Joe ^{DiRosa}~~Durosa~~ that I was interested in becoming a manager and asked him what I needed to do in order to be promoted. Soon after, Mr. ^{DiRosa}~~Durosa~~ was terminated, and I again expressed interest in being promoted to management to my next Store Manager at Belden, a male, whose name I cannot recall. I completed the management-training courses, and my Store Manager signed off on them, signifying I had satisfactorily completed them.
10. Despite being interested in and qualified for promotion to Assistant Manager, in approximately 1995, I was passed over for promotion to Assistant Manager at the Belden store in the Oakdale Mall, in Johnson City, New York, in favor of a less-qualified male, whose name I cannot recall. I had expressed interest in the position to my Store Manager, and also to my District Manager, a male whose name I cannot recall. Instead of promoting me, Sterling hired a male from outside the company, who worked at a men's clothing store. He did not have prior management or jewelry experience. At that time, I had my diamontology

certificate, previous jewelry and management experience, and had worked for Sterling for over a year.

11. I complained to my Store Manager about being passed over for promotion, and asked him why this male was hired for the position instead of giving the promotion to me. My Store Manager gave me no credible explanation for my not getting promoted to Assistant Manager; rather, he told me that I was a good sales person and knew the store's merchandise.
12. In approximately 2002 or 2003, I was again passed over for promotion to Assistant Manager at the Kay store in the Oakdale Mall, in Johnson City, New York. Instead of promoting me, Sterling promoted a less-qualified male employee from a store in Elmira, New York, to this Assistant Manager position.

I declare, under penalty of perjury, that the foregoing is true and correct. Signed this 21 day of April, 2012.



Mary Taylor

A231

DECLARATION OF ALEXANDRA TEMPLES

1. My name is Alexandra Temples. I am a female, over the age of 21, who resides in Waldorf, Maryland. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 2002 at the Shaw's Jewelers ("Shaw's") store in the St. Charles Towne Center Mall, in Waldorf, Maryland as a Sales Associate. After approximately one year I was promoted to Assistant Manager sometime in 2003. I worked as Assistant Manager at this store for a couple of months, until I transferred to the JB Robinson Jewelers ("JB Robinson") store in the same mall in approximately 2004. I worked as a Sales Associate at that store until I left the company in 2004.
3. Job openings and promotional opportunities are not posted via a formal job posting system. Employees heard about promotional opportunities only by word of mouth or gossip.
4. I became interested in a promotion into management after I began working for the company as a Sales Associate. There appeared to be no formal process for expressing interest in a management position, or in obtaining the training to become a manager. I was not told what I needed to do in order to become a manager.
5. After leaving Sterling, my cousin Male Employee told me he was paid approximately \$15.00 per hour as a sales associate in the Shaw's in St. Charles Towne Center Mall. We worked together at Shaw's and we performed the same job, but I was paid approximately \$9.00 per hour. Around the same time I was

promoted to Assistant Manager, Male Employee transferred to JB Robinson's in St. Charles Towne Center Mall. He continued to work as a sales associate at JB Robinson and was paid at least \$15.00 per hour if not more. I was paid approximately \$12.00 per hour as the Assistant Manager of Shaw's.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 28th day of October, 2008.

Alexandra Temple
Alexandra Temple

A232

DECLARATION OF DIANE THIELKER

1. My name is Diane Thielker. I am a female, over the age of 21, who resides in Raynham, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2004, as a Sales Associate at the Kay store in the Southshore Plaza in Braintree, Massachusetts. I continued in that position until I became the Third Key at that same store. I continued working as Third Key until approximately February 2008, when I became a Sales Associate at the Jared store in Plymouth, Massachusetts. I continued in that position until June 2008, when I left the company.
3. I began working for Sterling again in August 2008, as a Sales Associate at the Kay store in the Southshore Plaza in Braintree, Massachusetts. I have continued in that position to the present day.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Chris Newton that employees are not to discuss their pay with other employees, and that it was grounds for discipline, including termination.
5. In 2007, I was threatened with termination for speaking about the pay rate of another employee. I worked at the Kay store in the Southshore Plaza, in Braintree, Massachusetts, with [Male Employee], a Sales Associate. In approximately 2005 or 2006, [Male Employee] bragged that he was paid \$24.50 an hour. At that time I was paid \$15.00 an hour as a Sales Associate. [Male Employee] subsequently was fired for violating company policies. In the summer of 2007, I learned from another employee that [Male Employee] was returning to the

company, and was going to work in our store. When I was told this, I said to the employee that I hoped he was not coming back at \$24.50 an hour.

6. Soon after this conversation, I was written up by Store Manager Chris Newton on August 3, 2007, for making that comment. He told me that discussing another employee's pay with other employees violated Sterling policy, and he threatened me with termination if I did this again. I complained to Newton that Sterling pays male employees more than female employees. I received a disciplinary write up for this incident, which is attached to this declaration as Exhibit 1. I wrote on this disciplinary write up that, "I feel I'm being discriminated against being a woman in this company where men always make more money than women and we're getting & accepting an employee back after he was stealing sales, not pulling his own weight, but he's coming back."
7. Soon after receiving this disciplinary write up from Newton, I received a call from Sterling's Human Resources department. The caller asked why I felt that the company discriminated, and I told her that I had to fight to get paid \$15 an hour, while this male employee was getting paid \$24.50 an hour. I was given no credible explanation for this pay difference from the Human Relations department.
8. Because of the policy prohibiting employees from discussing their pay with each other, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
9. For example, as mentioned above, I was aware that Male
Employee was paid \$24.50 an hour as a Sales Associate when I was paid only \$15.00 an hour.

10. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.
11. I became interested in promotions into management after I had been with the company for about eight or nine months. In approximately June or July 2005, when I was a Sales Associate at the Kay store in the Southshore Plaza, I told Store Manager Patricia Nicolò-Carr that I was interested in becoming an Assistant Manager. She did not tell me what I needed to do or learn in order to be promoted. She said my name would be "put in the hat." However, when we lost our Assistant Manager in the fall of 2005, Sterling promoted an equal or less-qualified male employee, Male Employee to the position.
12. In January 2008, I learned of an upcoming opening for a Timepiece Department Manager position at the Jared store in Plymouth, Massachusetts. I wasn't notified of this opening; rather, I learned of it when I visited the store on a trip to Plymouth and engaged in conversation with the current Timepiece Department Manager, who told me he was soon leaving.
13. Soon after, I told my Store Manager, Chris Newton, during my next one-on-one meeting that I was interested in the Timepiece Department Manager position. He said that I was great with watches, and that he would give me a good recommendation. I applied for the position in February 2008, and had interviews with the Jared General Manager, Matthew Puckett and Assistant Manager Phil Waituch. I did not receive the position; instead, I began working at the store as a Sales Associate. The Timepiece Department Manager position went to Male Employee, who was 23. He was hired from outside the company after I started working at the store. After he was hired as Timepiece Department

Manager, Male
Employ
ee told me that he was really going to need my help because I knew a lot more about timepieces than he did.

14. When I told Store Manager Newton I was interested in the Timepiece Department Manager, in January 2008, I learned about the online posting system to express interest in promotions. Until then, I had not heard of this system. Newton had me apply online after he opened up to the posting page for me. During my employment, I did not hear Newton or other managers tell employees about the existence on this online system for expressing interest in promotions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 11th day of November, 2008.


Diane Thielker.



EMPLOYEE COUNSELING REPORT

MC

Employee's Name: <u>Diane Thielker</u>	Store #: <u>1218</u>	Date: <u>8-30-07</u>
Employee Number: <u>155957</u>	Employee's Position: <u>PTSALES</u>	Hire Date: <u>10-18-04</u>
Counselor's Name: <u>Christopher Newton</u>	Counselor's Position: <u>STORE MANAGER</u>	
Counselor's Employee Number: <u>543467</u>		
Area(s) Discussed:		
<p>unprofessional + inappropriate conversations unbecoming of a Sterling employee, within store. Employee previously engaged in conversations regarding alienation rates of pay regarding other employees, these comments have been overheard by other team members as well as Area Manager. These comments are not only unprofessional + unkind but also inappropriate. Any discussions regarding payroll matters only to be made between said employee + mgr. Having inappropriate discussions only contribute to and factors in will amongst team members as well as being a direct violation of Sterling's Code of Conduct. Should said employee choose to engage in any future conversations regarding any payroll matters with any one other than store manager Human Resources will be notified and additional disciplinary actions will result up to and including termination.</p>		
Corrective Action Necessary:		
<p>There are to be no more additional inappropriate further conversations + will result in additional disciplinary actions up to and including termination.</p> <p>This was verbally discussed + planned documented with said employee on Friday July 20th.</p>		

EXHIBIT 1

Time Period in Which Corrective Action is to be Completed:

IMMEDIATE + SUSTAINED

Employee's Comments:

I feel I'm being discriminated against being a woman in this company where men always make more money than women have we're getting a respect as employees long after. He was stealing sales, not taking his own weight, but he is coming back. I feel I'm being discriminated against, I made an off the cuff comment, which didn't mean much of now I'm getting reprimanded. Amazing

Counselor's Comments:

THIS WAS ALREADY DISCUSSED WITH SAID EMPLOYEE ON FRIDAY JULY 20TH + WILL NO LONGER BE TELEPHONED IN THE STORE

Diane DeWolke 8/3/07
Employee's Signature Date

Sonia Wilking DM 8/8/07
Supervisor/Department Head Signature Date

[Signature] 8/8/07
Manager/Assistant Manager Signature Date

[Signature]
Human Resources Signature Date

For Home Office Use Only
 AT TP MC DR PS PV SH

A233

AMENDED DECLARATION OF DIANE THIELKER

1. My name is Diane Thielker. I am a female, over the age of 21, who resides in Raynham, Massachusetts. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in October 2004, as a Sales Associate at the Kay store in the Southshore Plaza in Braintree, Massachusetts. I continued in that position until I became the Third Key at that same store. I continued working as Third Key until approximately February 2008, when I became a Sales Associate at the Jared store in Plymouth, Massachusetts. I applied for Timepiece Manager but never was promoted. In June 2008, I was terminated for allegedly deficient sales standards.
3. I began working for Sterling again in August 2008, as a Sales Associate at the Kay store in the Southshore Plaza in Braintree, Massachusetts. In April 2009, I was transferred to a Kay's Store in Kingston, where I worked until January 2010. I transferred to a Kay's Store in Brockton, Massachusetts and worked as sales associate and Third Key Holder until April 2013, when I requested and received a transfer to a Kay's Store in Plymouth, Massachusetts, where I am currently employed as a full-time sales associate.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Chris Newton that employees are not to discuss their pay with other employees, and that it was grounds for discipline, including termination.

5. In 2007, I was threatened with termination for speaking about the pay rate of another employee. I worked at the Kay store in the Southshore Plaza, in Braintree, Massachusetts, with [Male Employee], a Sales Associate. In approximately 2005 or 2006, [Male Employee] bragged that he was paid \$24.50 an hour. At that time I was paid \$15.00 an hour as a Sales Associate. [Male Employee] subsequently was fired for violating company policies. In the summer of 2007, I learned from another employee that [Male Employee] was returning to the company, and was going to work in our store. When I was told this, I said to the employee that I hoped he was not coming back at \$24.50 an hour.

6. Soon after this conversation, I was written up by Store Manager Chris Newton on August 3, 2007, for making that comment. He told me that discussing another employee's pay with other employees violated Sterling policy, and he threatened me with termination if I did this again. I complained to Newton that Sterling pays male employees more than female employees. I received a disciplinary write up for this incident, which is attached to this declaration as Exhibit 1. I wrote on this disciplinary write up that, "I feel I'm being discriminated against being a woman in this company where men always make more money than women and we're getting & accepting an employee back after he was stealing sales, not pulling his own weight, but he's coming back."

7. Soon after receiving this disciplinary write up from Newton, I received a call from Sterling's Human Resources department. The caller asked why I felt that the company discriminated, and I told her that I had to fight to get paid \$15 an hour, while this male employee was getting paid \$24.50 an hour. I was given no credible explanation for this pay difference from the Human Relations department.

8. Because of the policy prohibiting employees from discussing their pay with each other, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.

9. For example, as mentioned above, I was aware that Male Employee was paid \$24.50 an hour as a Sales Associate when I was paid only \$15.00 an hour.

10. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system.

11. When I filled out my application for employment at Sterling, I wrote down that I was interested in a management position. I also told the District Manager who interviewed me that I was interested in working in management. I was told no management position was currently available. I was not told how I would be able to find out about vacancies in management in the future or how I could apply for them.

12. A few months after I was hired, a current associate in the store where I worked named Male Employee was promoted to the position of Assistant Manager even though he had less sales experience than I did.

13. In approximately June or July 2006, when I was a Sales Associate at the Kay store in the Southshore Plaza, I told Store Manager Patricia Niccola that I was interested in becoming an Assistant Manager. She did not tell me what I needed to do or learn in order to be promoted. She said my name would be "put in the hat," but I was not selected.

14. In January 2008, I learned of an upcoming opening for a Timepiece Department Manager position at the Jared store in Plymouth, Massachusetts. I wasn't notified of this opening; rather, I learned of it when I visited the store on a trip to Plymouth and engaged in conversation with the current Timepiece Department Manager, who told me he was soon leaving.


15. Soon after, I told my Store Manager, Chris Newton, during my next one-on-one meeting that I was interested in the Timepiece Department Manager position. He said that I was great with watches, and that he would give me a good recommendation. I applied for the position in February 2008, and had interviews with the Jared General Manager, Matthew Puckett and Assistant Manager Phil Waltuch. I did not receive the position; instead, I began working at the store as a Sales Associate. The Timepiece Department Manager position went to Male Employee, who was 23. He was hired from outside the company after I started working at the store. After he was hired as Timepiece Department Manager Male Employee told me that he was really going to need my help because I knew a lot more about timepieces than he did.

16. When I told Store Manager Newton I was interested in the Timepiece Department Manager, in January 2008, I learned about the online posting system to express interest in promotions. Until then, I had not heard of this system. Newton had me apply online after he opened up to the posting page for me. During my employment, I did not hear

Newton or other managers tell employees about the existence on this online system for expressing interest in promotions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

12th day of April, 2013.



Diane Thielker



EMPLOYEE COUNSELING REPORT

MC

Employee's Name: <u>Diane Thiellor</u>	Store #: <u>1218</u>	Date: <u>8-3-07</u>
Employee Number: <u>159957</u>	Employee's Position: <u>PTSALES</u>	Hire Date: <u>10-18-04</u>
Counselor's Name: <u>Christopher Newton</u>	Counselor's Position: <u>STORE MANAGER</u>	
Counselor's Employee Number: <u>843467</u>		
Area(s) Discussed:		
<p>unprofessional + in appropriate conversations unbecoming of a Sterling employee, within store. Employee previously engaged in conversations regarding altered rates of pay regarding other employees. These comments have been overheard by other team members as well as Area Manager. These comments are not only unprofessional / uncalculated for but also in appropriate. Any discussions regarding payroll need only to be made between said employee + mgr. Having inappropriate discussions only contribute to and factors ill will amongst team members as well as being a direct violation of Sterling's Code of Conduct. Should said employee choose to engage in any future conversations regarding any payroll matters with anyone other than store manager Human Resources will be notified and additional disciplinary actions will result up to and including termination.</p>		
Corrective Action Necessary:		
<p>There are to be no more additional inappropriate further conversations + will result in additional disciplinary actions up to and including termination.</p> <p>This was verbally discussed + document documented with said employee on Friday July 20th.</p>		

EXHIBIT 1

Time Period in Which Corrective Action is to be Completed:

IMMEDIATE + SUSTAINED

Employee's Comments:

I feel that there is discrimination against women in this company. Where men always make more money than women. And we're getting a recognition as employees less after. Refusing stealing sales, not fulfilling his own weight, but he is earning bank of I feel I'm being discriminated against. I made an offer to the staff to assist which didn't mean much of now I'm getting reprimanded. Amazing

Counselor's Comments:

THIS WAS ALREADY DISCUSSED WITH SAID EMPLOYEE ON FRIDAY JULY 20TH + WILL NO LONGER BE TALKED IN THE STORE

Diana [Signature] 8/3/07
Employee's Signature Date

Tomia Wilking DM 8/8/07
Supervisor/Department Head Signature Date

[Signature] 8/13/07
Manager/Assistant Manager Signature Date

[Signature]
Human Resources Signature Date

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 ATY LP MC PRU PS PV SH

A234

DECLARATION OF HEATHER THOMPSON

1. My name is Heather Thompson. I am a female, over the age of 21, who resides in Villa Rica, Georgia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in June 2003, as a Sales Associate at the Marks & Morgan store in the [REDACTED] in [REDACTED] Georgia. I continued in that position until August 2005, when I transferred as a Sales Associate to the Kay store in [REDACTED] in [REDACTED] Georgia. I continued in that position until October 2005, when I was promoted to Assistant Manager at that same store. I continued as Assistant Manager until May 2007, when I was demoted to Third Key at that same store. I continued in that position until March 2008, when I was promoted to Store Manager of the Kay store at the Quinard Mall, in Oxford, Alabama. I continued in that position until September 2008, when I became a Sales Associate at the Kay store in the [REDACTED] [REDACTED], in [REDACTED] Georgia. I have continued working as a Sales Associate until approximately October 21, 2008. At that time I was told by Tom Parks from Sterling's Human Resources that I was prohibited from reporting to work. I am unsure about my current employment status and have asked Mr. Parks to tell me what my employment status is.
3. I have won district-wide awards in 2004 and 2005 for my performance in selling extended warranties and credit protection. I am diamondology and gemology certified. I earned a B.S. in Business Management in 2007, from West Georgia State University, in Carrollton, Georgia.

4. During my employment with Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Theresa Peck when I first started working for Sterling that employees are not to discuss their pay with other employees, and that it was grounds for discipline, including termination.
5. In 2004 or 2005, I attended a bridal shower with other Sterling employees. We discussed our pay. Somehow, Peck found out about this and gave me a verbal reprimand for discussing pay.
6. This policy was reiterated to me throughout my career. For example, after I was promoted to Assistant Manager, District Manager Kimberly Tepper told me that I could not tell other managers how much I was paid or ask them how much they were paid.
7. As Store Manager, I instructed my employees that they could not discuss their pay with each other.
8. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
9. For example, Male Employee was a Sales Associate at the Kay store in the Town Center Mall in Kennesaw, Georgia. He was hired in 2007. I learned from other employees in 2008 that he was paid \$14 an hour. This was as much as I was paid as a Sales Associate after working for the company for over four years, including as an Assistant Manager and a Store Manager.

10. During my employment with Sterling, I observed that women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees Sterling was already interested in promoting were told of specific management openings.
11. I was interested in promotions into management from the beginning of my employment with Sterling. I expressed this interest during my initial interview with Store Manager Theresa Peck and the District Manager, whose name I cannot remember. I continued to express my interest in management during the two years I worked at that store.
12. After I transferred to the Kay store in the Arbor Place Mall, in Douglasville, Georgia, I expressed interest in management to my Store Manager, Larry Richardson. When Richardson was replaced by Shauna Mason, I expressed my interest in promotions into management to her. During this time, I also expressed interest in management to District Manager Kimberly Tepper and Vice President Steve Marks.
13. Despite expressing interest and being qualified, I was not promoted to Assistant Manager until October 2005. By that time I had been working as a Sales Associate for over two years.
14. After I was promoted to Assistant Manager, I expressed interest in being promoted to Store Manager to District Manager Tepper and Vice President

Marks. Despite being qualified, I was not promoted to Store Manager until March 2008.

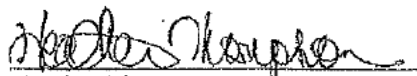
15. During this time, I was passed over for promotion to Store Manager in favor of a less qualified male employee, [REDACTED] Male Employee. Some time between December 2007 and March 2008, the Store Manager position at the Kay store in the Town Center Mall, in Kennesaw, Georgia became open. I expressed interest in this position to Tepper. Instead of promoting me, [REDACTED] Male Employee got the position. I had been with Sterling three to four years more than [REDACTED] Male Employee at that time.
16. After I was passed over for this position, I complained to Tepper and asked her why I did not get the job. She told me that Vice President Marks said I could not handle the job. When I talked with Marks about this comment, he denied making it and told me he did not know I was interested in this position.
17. I was promoted to Store Manager at the Kay store in the Quintard Mall, in Oxford, Alabama, in March 2008. Tepper had called me about the position and asked me if I wanted it. I explained that it was several hours from my home, and that the pay she offered for it, \$36,000, was less than we had discussed for a Store Manager position. She told me to take it or leave it. I accepted the position because I believed that if I did not, then I would not be offered a Store Manager position again.
18. In May 2007 I told [REDACTED] that I was pregnant. She said "fuck you," and also told me that I was irresponsible for becoming pregnant. I complained to Vice President Marks about [REDACTED]'s comments.

19. I also observed that women at Sterling experienced sexual harassment. When I first worked for Sterling at the Marks & Morgan at the [REDACTED], in [REDACTED], Georgia, the Store Manager of the Kay store at [REDACTED] made advances to me. I complained to my Store Manager [REDACTED] who brushed off my complaint by saying I read too much into his comments.

20. I heard from Store Managers throughout my career about Sterling's annual Managers' Meetings, held in [REDACTED] Annual Managers Me Florida. They told me that free alcohol was provided to those in attendance, and there was excessive drinking at the event.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

9th day of December, 2008.


Heather Thompson

A235

DECLARATION OF BETTY TUMLIN

1. My name is Betty Tumlin. I am a female, over the age of 21, who resides in Fairmont, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. In 1982, I began working as a Store Manager at Clifford's Jewelers, at the Meadowbrook Mall, in Bridgeport, West Virginia. At some point around 1985, Sterling Jewelers Inc. ("Sterling") acquired this store and it then became a Leroy's store. I continued working as Store Manager of that Leroy's store for approximately three years, when I was demoted in 1985 to Assistant Manager at that same store. I worked as Assistant Manager at that Leroy's store for approximately a year and a half, when I was promoted to Store Manager at that same store. I continued as Store Manager until 1990, when I was promoted to Store Manager of the Leroy's store in the Grand Central Mall, in Parkersburg, West Virginia. I continued in that position until 1999, when I was promoted to District Manager of the West Virginia district, which included two stores in Pennsylvania. I continued in that position until June 2006, when I was demoted from District Manager while on medical leave. I began working as the Store Manager of the JB Robinson store in the Morgantown Mall, in Morgantown, West Virginia in January 2007. I continue in that position to the present.
3. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. I was told by District Managers throughout my career that employees were not to discuss how much they were paid. As Store Manager and District Manager, I have instructed

employees that I supervised that they were not to discuss their pay with other employees.

4. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay in my capacity as Store Manager or District Manager, through conversation, or when I saw payroll printouts.
5. For example, [Male Employee] was a Store Manager in 1999. At that time, I had just been promoted to District Manager. I saw a payroll printout for the whole region that Sterling Vice President Rick Davis had inadvertently sent out. On that printout I saw that [Male Employee] was paid \$60,000 as Store Manager. My salary in 1999 as Store Manager of the Leroy's store in the Grand Central Mall, in Parkersburg, West Virginia, before I was promoted to District Manager was between \$40,000 and \$42,000 a year. At that time I had been with the company for fourteen years, with most of them as Store Manager. Additionally, prior to working for Sterling I had thirteen years' experience in the retail jewelry business. As District Manager, I started at \$61,000 a year, only \$1,000 a year more than [Male Employee] was paid as Store Manager.
6. [Male Employee] was hired in 2003 from outside the company as a Store Manager of a Kay store in the Dayton, Ohio area. [Male Employee] was paid \$48,000 a year. He had no previous jewelry or management experience. [Male Employee] is my brother and I learned his pay in conversation with him.

7. [Male Employee] was a Sales Associate hired in 2005 at the Kay store in the Charleston Town Center Mall, in Charleston, West Virginia. He was paid \$15 an hour. The female Sales Associates at that store were paid around \$12 an hour. Vice President Jim Mix had to approve [Male Employee]'s pay rate because it was above the average rate that I had the authority to approve as District Manager. Mix approved [Male Employee]'s pay, and told me to remind [Male Employee] to not discuss his pay.

8. [Male Employee] was a male Sales Associate at the Leroy's store in the Meadowbrook Mall, in Bridgeport, West Virginia. In 2007, District Manager Jason Moore inadvertently left the payroll printout for the district out, and Sales Associate [Female Employee] saw it. [Female Employee] saw that [Male Employee] was paid more than her, even though she was one of the store's top sellers and had been with the company longer.

[Female Employee]'s Store Manager, Jeannette Lowdther-Shultz, told me about this incident in 2007.

9. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of specific management openings.

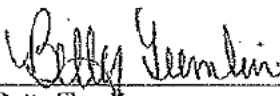
10. In 2006, I was replaced as District Manager while I was out on medical leave by a less qualified male, [Male Employee]. [Male Employee] had only five years with the company, while I had been with Sterling for approximately twenty-one years.

11. That was not the first time I had been demoted in order to make room for a less qualified male employee. In 1985, I had been Store Manager of the Leroy store in the Meadowbrook Mall, in Bridgeport, West Virginia. I was told by the District Manager that I was being replaced by Male Employee, a male who I had hired and trained. I complained to Vice President Jim Mix, and asked why I was losing my store. I was not given a credible reason for my demotion.

12. In 2007, I became aware of Sterling's system for employees to express their interest in promotions online via the company's intranet. I am aware that Sterling tells employees that it is interested in promoting to post their interest online. For example, District Manager Jason More told me in the summer of 2008, that he had to tell Jessica Condulucci to post online so that she could be promoted to Store Manager of the JB Robinson store in Uniontown, Pennsylvania.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

2 day of January, 2008.


Betty Tumlin

A236

Supplemental Declaration of Betty Tumlin

1. My name is Betty Tumlin. I am a female, over the age of 21, who resides in Fairmont, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I previously executed a Declaration in this matter on January 2, 2009.
3. From 2007 through 2010, I worked as Store Manager in J.B. Robinson store #62 in Morgantown Mall, Morgantown, West Virginia. I was out of the store between November 2010 and June 2011 for medical reasons, and I was terminated before I returned to the store at the end of my 6 month leave of absence in June 2011.
4. As a Store Manager, I did not have the authority to set pay for employees in my store. In addition, I also did not have authority to promote employees to higher positions within my store.
5. I attended all but one Annual Managers' Meeting [REDACTED] between around 1985 and 2010. The atmosphere at these meetings was one where the employees were encouraged to drink and party. I stayed away from many events at the meeting because I did not want to participate in this behavior. Spouses were not allowed to attend, and the atmosphere was conducive to sexual conduct between male managers and their subordinate female employees. For example, in the early to mid 1990s, while attending the Annual Managers' Meeting [REDACTED] I shared a room with a Store Manager who was having an affair with District Manager [REDACTED]. I learned of the affair when my roommate told me she was going out and asked me not to answer the phone in our hotel room in case it was her husband trying to call; She did not want her husband knowing that she was out for the night with [REDACTED]. I recall that she did not return to our shared room until very late that night.

I believe that my roommate was involved with [REDACTED] because she sought advancement within the company. During my time at Sterling, the company did not base promotions on set criteria or performance standards, so some women believed that sleeping with male superiors was a way to gain an edge and attract attention in order to move up in the company; I know that my roommate was young and ambitious, and I think she subscribed to this belief.

6. Affairs between male managers and female subordinates were not limited to the

[REDACTED] Annual Managers Meet. In some cases, such affairs lead to preferential treatment for the women involved.

For example, District Manager [REDACTED] has had a widely known, long-term affair with a woman who is now a District Manager. The affair began when the woman was a subordinate female employee. Sterling employee Arissa Smith told me that, on visits to their store she observed that [REDACTED] and the woman were often behaving romantically, touching each other, and taking long breaks together. By November 2004, the woman had been promoted to Store Manager of Kay's Store # [REDACTED] in [REDACTED]

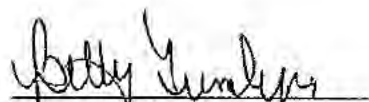
[REDACTED] At District meetings for my managers, I observed that these two would sit together, flirt with one another and send text messages. Then, around [REDACTED], when [REDACTED] won

[REDACTED] at the [REDACTED] Annual Managers Meet and the company sent champagne and strawberries to his room, he was observed by Store Managers from my District drinking champagne in the pool with the woman, "all night long." In June 2006, [REDACTED] was promoted over me into my position as District Manager. By November 2007, the woman was transferred to Store Manager of Kay's store # [REDACTED] in [REDACTED] a larger volume store, under [REDACTED] supervision.

7. Having worked above this woman early in her career at Sterling, I believe that her rapid advancement from Sales Associate to District Manager is a result of her sexual affair with [REDACTED], rather than based on merit. She performed satisfactorily but, in my observation as her District Manager, she was not a particularly high performer. I recall that her employees complained about her harsh management style, and her sales numbers did not support her moving up as quickly as she did. This woman's relationship with a male superior is an example of how many women at Sterling believe they must act in order to get promoted into upper management.

8. I am also aware of another affair between a male superior and female subordinate employee that resulted in preferential treatment for the woman involved. District Manager [REDACTED] from [REDACTED] was having an affair with Store Manager of Kay's store # [REDACTED] from [REDACTED]. I learned of this affair at the 2007 [REDACTED] Annual Managers [REDACTED] from Store Manager Judy Temple who knew [REDACTED] from [REDACTED]. Ms. Temple went on to tell me that they have been having an affair for two to three years, even though [REDACTED] is married. Some time later, the Store Manager position at Kay's store # [REDACTED] in my Mall opened up. This is a large volume store and a lucrative position for the Store Manager. The woman received this sought-after position and was transferred from her store in Kentucky to manage store # [REDACTED] despite the presence of qualified candidates in the District, including [REDACTED] Female Employee [REDACTED] is friends with the DM overseeing store # [REDACTED] Jason Moore.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 17 day of August 2012.


Betty Turplin

A237

DECLARATION OF STEVEN TUREK

1. My name is Steven Turek. I am a male, over the age of 21, who resides in Newport News, Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. (Sterling) as a Sales Associate at the Kay store in the Patrick Henry Mall, in Newport News, Virginia, in 2002. I continued in that position for approximately one and a half years, until I left the company in 2003.
3. I returned to employment at Sterling in April 2006, again as a Sales Associate at the Kay store in the Patrick Henry Mall, in Newport News, Virginia. I continued in that position until June or July 2006, when I was promoted to Assistant Manager at that same store. I continued in that position until January 2008, when I was promoted to Store Manager of the JB Robinson store in the Patrick Henry Mall, in Newport News, Virginia. I continued in that position until January 2009, when I left the company.
4. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Misty Pace, at the Kay store in the Patrick Henry Mall, that employees were not to discuss their pay with other employees, and that it was grounds for discipline including termination.
5. In approximately 2006, I saw Store Manager Misty Pace discipline two Sales Associates, Josie Watson and Tina Diongzon because she found out they were discussing their pay.
6. In approximately 2006, District Manager Bob Griffin warned me not to discuss how much I was paid after I came back to work at Sterling in the Kay store in the Patrick Henry Mall.

7. Because of that policy, it is difficult for female employees to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay in conversation or in my capacity as Store Manager.
8. For example, in 2006, I was hired as a Sales Associate at the Patrick Henry Mall in Newport News, Virginia, at \$13.50 an hour. I learned in conversation with [Female Employee] another Sales Associate, that she was paid only \$12.50 an hour. [Female Employee] had been with the company for seven years, while I had just rejoined Sterling after working for them less than two years. [Female Employee] was a member of Sterling's President's Club and was the top seller in the store.
9. At that same time, in 2006, the Assistant Manager at the JB Robinson store in the Patrick Henry Mall, [Female Employee] told me her yearly salary. It worked out to be about \$13,000 to \$14,000 an hour; at that time I was paid \$13.50 as a Sales Associate.
10. As the Assistant Manager at the Kay store in the Patrick Henry Mall, I was paid \$34,700 a year in 2007. When I was promoted to Store Manager, I was replaced as Assistant Manager by a female Assistant Manager, [Female Employee] who was paid approximately \$32,000. I learned her pay in conversation with her.
11. In January 2008, I was promoted to Store Manager at the JB Robinson store in the Patrick Henry Mall in Newport News, Virginia. In that position I learned that employee pay at Sterling was determined at higher levels than that of Store Manager. I first proposed pay rates for my store employees to my District Manager, Adeline DiLorenzo, and then it had to be approved at the Vice President level. After the Vice President approved a pay rate, then that rate had to be approved by the Home Office.

12. As Store Manager, I saw that female employees were paid less than the male employees. In 2008, I spoke to both District Manager Adeline DiLorenzo, and Vice President Ann Burdett about the discrepancies in pay between male and female pay rates. DiLorenzo brushed off my concerns. When I complained to Vice President Burdett, she put the issue off on the District Manager. Burdett told me to go through my District Manager. As a result, the problem remained unaddressed, and I did not have the power as Store Manager to correct the pay disparities for female employees without the support of my District Manager and Vice President.

13. After I pursued the issue of unequal pay between male and female employees, I noticed that I was treated differently by my superiors. For example, District Manager DiLorenzo had previously told me that she was grooming me to become a District Manager. After making these complaints, I noticed a difference in her attitude towards my advancement in the company. For example, DiLorenzo started saying that it might take six to seven years for me to become a District Manager. At Sterling, I observed that the support of one's District Manager in advancing above store management was crucial to one's advancement. Because of this, I believed that I jeopardized my career at Sterling by raising and pursuing the issue of fair pay for the female employees I supervised at the store I managed.

14. The low pay for female employees was striking. For example, Female Employee was an excellent employee at the JB Robinson store in the Patrick Henry Mall, in Newport News, Virginia, that I managed. Female Employee usually was at 100% of her performance standards, and she had worked there for years. I learned she was paid around \$7.75 an hour when I began managing the store in 2008. I spoke with District Manager Adeline

DiLorenzo about raising [Female Employee] s pay, and got the brush off from her. It took a concerted effort on my part to get a raise for [Female Employee] up to \$8.06 an hour, and at this level I still believed she was underpaid. The male Sales Associates in the store were paid more than this, even though they had not been with the company as long [Female Employee] nor had the performance she did.

15. In October 2008, I hired a male Sales Associate with no previous jewelry or sales experience. District Manager DiLorenzo told me to pay him \$9.00 an hour. He had previously been in the army and worked as a car mechanic.
16. During my employment at Sterling, I observed that women also suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which Sterling notified individual employees of promotional openings only if they were already interested in promoting that person.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 23rd day of July, 2009.


Steven Lurek 7/23/09

A238

Declaration of Darcus Walters

1. My name is Darcus Walters. I am a female, over the age of 21, who resides in Romulus, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began my employment with Sterling Jewelers Inc. ("Sterling") in approximately 1998, as a Sales Associate at the Kay store in the [REDACTED] in [REDACTED] Michigan. I continued in that position until some time in 2000, when I was promoted to Third Key. I continued in that position for approximately a couple months, when I stepped down to Sales Associate at this same Kay store. I became the Third Key again in approximately 2001. I continued as Third Key at the Kay store in the [REDACTED] until 2005, when the store closed, and I left employment with Sterling.
3. Before coming to work for Sterling in 1998, I had approximately ten years' experience in the retail jewelry business.
4. During my employment with Sterling, I was told by Store Managers that employees weren't to discuss their pay with each other.
5. This policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. I followed this policy, and did not share or ask other employees how much they made. It appeared to me that male Sales Associates were paid more, because I observed that many male employees supported their families, and they couldn't do that unless they were paid more than the approximately \$8.00--\$10.00 an hour I made as a Sales Associate.

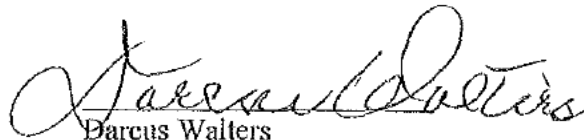
6. When I was promoted to Third Key, and assumed the responsibility of the position, Sterling did not give me a raise. The Third Key position acts as the Manager on Duty in the absence of the Store Manager and Assistant Manager, as well as opening and closing the store. When I was first promoted to Third Key in approximately 2000, I asked Store Manager Cynthia Holsey if I would receive a raise. She told me no, that the Third Key position does not pay anything extra. I told her that I thought it should. In approximately 2003, I asked my next Store Manager, Wallace Howard the same question, and he also told me that the Third Key did not get paid more than what one made as a Sales Associate.
7. During my employment with Sterling, Sterling did not to post job openings or promotion opportunities at the store or anywhere else where employees could see such postings. Instead, employees who were selected for promotion were then notified of the opportunity by a Sterling manager. For example, that is how I learned about the opening for Third Key at the Kay store in the [REDACTED] in 2000. Store Manager Cynthia Holsey approached me and offered me the position. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
8. During my employment with Sterling I observed sexual harassment by Sterling managers and male employees. I regularly observed male managers and employees make sexually inappropriate comments about women walking by the store in the mall, or about women customers in the store. For example, I heard District Manager [REDACTED] make comments about women's bodies, breasts, and

bottoms, and also general comments about women he saw in the mall such as "she's hot," or what he would like to do to a specific woman sexually. He said these things when he was visiting our store. Male Sales Associates also made similar comments. It appeared that Sterling condoned this kind of behavior. Seeing women ogled and talked about in this way bothered me.

9. District Manager [REDACTED] also made demeaning comments about his wife. I heard him say that his wife was ugly until she came to America and he got her "fixed up" through plastic surgery. He also said that she liked to spend his money. It appeared to me that [REDACTED] did not respect women.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

12 day of February 2013.


Darcus Walters

A239

Declaration of Theresa (Borders) Ward

1. My name is Theresa Ward, formerly Theresa Borders. I am a female, over the age of 21, who resides in Pensacola, Florida. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling", "the Company") between 1994 and 2004. During this time, I moved several times for personal reasons and I worked at several different Sterling stores located in Alabama, Georgia, and Texas. The below facts reflect the dates and locations of my work with the Company to the best of my recollection. I started with Sterling in 1994 as a part-time Sales Associate at Kay store 271 at Wiregrass Commons in Dothan, Alabama. In approximately 1995, I became a full-time Sales Associate at this store and remained there until approximately summer 1997. Then I moved to Georgia and, around 1998, I transferred to Kay store 1406 located at Southlake Mall in Morrow, Georgia in the same position. In approximately 1999, I transferred to Kay store 1439 located at Shannon Southpark Mall in Union City, Georgia where I continued to work as a full-time Sales Associate. Later in 1999, I transferred to Kay store 1457, at Arbor Place Mall located in Douglasville, Georgia as a Sales Associate. I remained there until around the end of that year, when I transferred to Jared store 468 in the same Mall. In approximately 2000, I returned to store 1457 and was promoted to Assistant Manager. Later that year, I transferred to Kay store 1436 at the Cumberland Mall in Atlanta Georgia, where I was offered the Third Key position. I was not offered a pay raise, though, so I took the

transfer but remained a full-time Sales Associate during the few months I worked in that store. Around the end of 2000, I moved back to Alabama and worked at Kay store 635 as an Assistant Manager at Bel Air Mall in Mobile, Alabama for about six months. After that, in approximately 2001, I returned to Georgia to work at Kay store 1439 at Stonecrest Mall in Lithonia, Georgia as a Sales Associate. I took the Sales Associate job because I was told that there were no Assistant Manager positions available at that time. I only stayed there for a few months. Around fall 2001, I transferred to Kay store 1839 in Stonecrest Mall in Atlanta, Georgia as a Sales Associate. Then I moved to Texas and, in spring 2002, I transferred to Kay store 1536 at Valley View Center Mall in Dallas, Texas as a Sales Associate. Then I transferred to Kay store 1500 at Town East Mall in Mesquite, Texas as a Sales Associate. I remained at store 1500 until approximately mid-2003, when I returned to Georgia and to store 1839, this time as a Sales Associate. Around summer 2003, I was promoted to Store Manager of Kay store 1407 in Gwinnett Place Mall in Duluth, Georgia. Then, around May 2004, I transferred as Store Manager to Marks and Morgan store 1975 at Stonecrest Mall in Lithonia, Georgia. I remained in that position until I was terminated by Sterling in August 2004.

3. During my time at Sterling, I do not recall any formal posting of promotional opportunities for current employees in the stores. It is my understanding that Sterling basically just promoted whomever it wanted to promote.
4. During my time at Sterling, I believe that I was repeatedly passed over for promotion in favor of less qualified males. It took me six years to work my way

from sales to an Assistant Manager position, and I was not promoted to Store Manager until I had been with the company for ten years. In that time, I saw a number of less experienced and less qualified men brought in from outside the company to fill management positions that I felt I was qualified for. For example, in approximately 1995 my Assistant Manager left her job at store 271 and I asked my Store Manager, B.J. Edwards, for the job. At the time, I had been at the company for nearly two years, and felt I was qualified for the position. As I recall, my monthly performance reviews had all been good. Instead, Sterling hired

Male Employee

as Assistant Manager, who told me that he had no prior retail experience, and who I believe was not well suited for the position. I did not complain to Ms. Edwards because she was dismissive of my request for promotion, and so I believed my complaint would be dismissed as well.

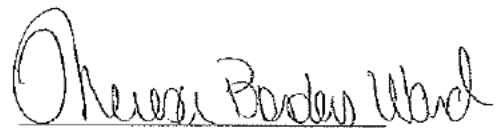
5. Then, on or about 1998 I asked my Store Manager [Name Unknown] at store 1406 for a promotion to Assistant Manger at that store. By this time, I had nearly five years of experience with the company. My Store Manager told me that a male had been hired from outside the store and given the position. After being passed over this time, I asked my Store Manager why I was not chosen. He responded that it was because I needed more experience. This did not make sense, however, because I believe the man who Sterling promoted was not as experienced with the company and was much less familiar with running the store than I was. In fact, as Assistant Manager, he was constantly asking me and other colleagues how to do certain aspects of his job. For example, when he was in the process of making a diamond sale, he would always turn the customer over to me

because he really did not know enough about the product to make the sale himself. I felt it was futile to complain to Sterling management about unfair treatment because I felt that nothing would be done to address my complaints.

6. While I was an employee at Sterling, I was aware of a policy against discussing pay. I was first told about this rule by my Store Manager, B.J. Edwards when I started with the company. When I became Store Manager, I was instructed to enforce this policy in my store. Because of the policy, it was difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job.
7. For example, when Male Employee was hired as Assistant Manager of Kay store 271 on or about 1995, he told me he was being paid \$12.00 per hour in that position even without any prior experience at the Company. When I was finally promoted to Assistant Manager of Kay store 1457 in early 2000, my pay was adjusted to only \$12.00 per hour, despite the fact that I had over six years of sales experience with the Company, and I believe I should have been paid more as a result. I did not complain about this disparity to Sterling management because I thought it would be futile. I did, however, request a higher wage rate. In response to my request, my Store Manager [Name Unknown] told me that he did not have the authority to grant raises and he would have to check with his supervisors. Sterling ultimately refused my request.

8. In approximately 1997 or 1998 I filed a complaint with the EEOC about the gender discrimination in pay and promotion that I experienced at Sterling. As far as I know, the EEOC took no action on my complaint.
9. On or about 2002, I was working as a Sales Associate at Kay store 1536 and I was earning an hourly rate of \$12.00. As I recall, one of my fellow Sales Associates found out and told me that Sterling had hired a male Sales Associate at another Kay store in our area who was earning more than \$12 per hour despite having less experience than I did. Neither of us complained about the disparity to Sterling because we both felt that our complaints would go unheard based on previous experience.
10. I attended the **Annual Managers' Meeting** in 2003. The atmosphere of the meeting was like a big wild party. Everyone was drinking heavily and cursing as if they were at a dance club. I recall being shocked by the drunkenness and the fact that all levels of management – including Store Managers, District Managers, and higher level managers – were involved in this unprofessional behavior. In addition, I learned from other Store Managers of the rumors that [REDACTED] and [REDACTED] both had reputations for being womanizers and for engaging in sexual affairs with subordinate women within the Company.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this 22nd day of January 2013.


Theresa Borders Ward

A240

Declaration of Tina Waring

1. My name is Tina Waring. I am a female, over the age of 21, who resides in Summerville, South Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed by Sterling Jewelers Inc. ("Sterling") from approximately 1999 or 2000 to 2005. In 1989, I began working for a retail jewelry store at the [REDACTED] in [REDACTED], South Carolina. I was working as a Sales Associate at this store when Sterling Jewelers Inc. ("Sterling") acquired the store and it became a Kay store (Store No. 766) in the late 1990's or early 2000's. I continued working as a Sales Associate at this Kay store in the [REDACTED] in [REDACTED], South Carolina until I was promoted to Assistant Manager some time in approximately 2000 or 2001. I continued in that position until I left the company in 2005.
3. While I was employed by Sterling, I observed that Sterling had a policy prohibiting employees from discussing their pay with each other, and a violation of the policy would result in termination.
4. For example, in approximately 2004 or 2005, Store Manager Staci Mayberry convened a meeting of store employees. At this meeting, Mayberry said that she understood that employees had been discussing their pay, and "that's why we're having this meeting." Mayberry then told us that employees are not allowed to discuss their pay with each other, and that we would be terminated if we did. This made me fear that I would be fired if I talked about how much I or other employees were paid.

5. I believe that this policy made it difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of a male employee being paid more than me for doing the same job.
6. I was paid approximately \$13 an hour as Assistant Manager. In approximately 2004 or 2005, an employee at the J.B. Robinson store [redacted] our Kay store told me that the male Assistant Manager, [redacted] Male Employee, said he was paid \$18 an hour. I had been with the company longer than [redacted] Male Employee.
7. After hearing about this pay difference, I complained to Store Manager Staci Mayberry that [redacted] Male Employee was paid \$5 an hour more than me. It appeared to me that pay rates were not set by the Store Manager, because she said that she did not make the rules and she didn't hire [redacted] Male Employee. Mayberry then told me that District Manager Aaron Roberts set the pay rates for employees.
8. I then called District Manager Roberts to complain about being paid less than a male employee for doing the same job. Roberts put me off, and said he would address this when he came to the store. However, when Roberts was next in the store he did not speak to me about the pay difference. When I approached him, he again brushed me off and said he had other business to take care of. I persisted, and told him that a male Assistant Manager was being paid \$5 an hour more than me. I said that the male, [redacted] Male Employee, had even left the company for a period of time, but I had been there the whole time. I asked Roberts to match my pay to what [redacted] Male Employee was paid, and he said he could not do that. Besides that, Roberts said, it was against company policy to discuss pay.

9. Instead of correcting pay discrimination, or even receiving an explanation of why I was paid \$5 an hour less than an male employee in the same job, Sterling's response was to refuse to correct the problem, reprimand me for discussing pay, and then convene a store meeting in which all employees were instructed they would be fired for talking about their pay.
10. During my employment with Sterling, it was Sterling's policy not to post job openings and promotion opportunities at the store or anywhere else where employees could see such postings. Instead, employees were first selected for promotion and then notified of that opportunity by a Sterling manager.
11. For example, I learned of the opening for Assistant Manager (that I ultimately accepted) when Store Manager Jeff Edel approached me and asked me if I was interested in the position. At the time he approached me, I did not know the Assistant Manager position at our store was even going to be vacant.
12. Other employees found out about openings and opportunities for advancement through word of mouth, such as when an employee was leaving a store or after Sterling promoted someone else.
13. I expressed interest in being promoted to Store Manager to both Store Manager Jeff Edel and District Manager [REDACTED]. Edel trained me in how to perform all the duties of the Store Manager.
14. In approximately 2003 or 2004, [REDACTED] visited the store and he, Edel, and I had lunch together. Store Manager Edel told [REDACTED] that he had been training me to be store manager, and that I'd be a good candidate. I told [REDACTED] at this lunch that I wanted my own store. [REDACTED] brushed this off and just said, "we'll see."

At that time, there were two openings for Store Manager at new Kay stores that were opening up in [REDACTED] and [REDACTED] South Carolina. However, [REDACTED] did not tell me about these openings, interview me for them, or otherwise assist me in obtaining a promotion.

15. It appeared there was going to be an opening for Store Manager at the Kay store in which I worked when Store Manager Jeff Edel started performing poorly at work. He had recently experienced a personal tragedy, and his performance and attendance at work suffered. When Edel stopped showing up for work, I called District Manager [REDACTED] and told him, and [REDACTED] just told me to change the locks at the store. I again expressed interest in becoming Store Manager, and he said, "I'll get back to you," which was his usual way of brushing me off. Neither he nor any other Sterling manager or supervisor ever got back to me.
16. For about two months I managed the store on my own, without an Assistant Manager to help me. The store performed well during this time, and I did a good job managing the store. I performed all the duties of Store Manager, including scheduling, conducting inventory, making deposits, and managing day to day store operations.
17. After a couple months of running the store, in approximately 2004, [REDACTED] announced that [REDACTED] was our new Store Manager. I had not been interviewed for this position, nor had anyone from Sterling discussed it with me.
18. I complained to District Manager [REDACTED] about being passed over for this promotion, and he told me that he had no control over it. When I said that he was the District Manager, and that he made these decisions, he said that he didn't, but

that he would see what he could do about it. I did not hear back from him about being passed over for promotion.

19. It appeared to me that [REDACTED] was promoted to Store Manager because she was having a sexual relationship with [REDACTED]. [REDACTED] had a reputation among Sterling employees of being a "player" and sleeping with female employees at the stores in his district. I observed [REDACTED] interact with [REDACTED] and it appeared to me that they were physically attracted to each other. At the time of her promotion to Store Manager, [REDACTED] had only been with the company approximately three to four years. She always talked about how "[REDACTED] took such good care of me." When [REDACTED] visited the store, he took [REDACTED] out to dinner. In contrast, when Jeff Edel was the Store Manager [REDACTED] only took him to lunch at the mall when [REDACTED] was in town.
20. I heard from a Sterling employee that a female employee had filed a sexual harassment complaint against [REDACTED] with Sterling's Human Resources. I do not know the female employee's name, but she worked as a Sales Associate at a Sterling store in [REDACTED], South Carolina. The employee who told me of the complaint said that [REDACTED] wanted to sleep with her, and he kept visiting her store in [REDACTED].
21. After I was passed over for promotion, I complained to Sterling Human Resources by phone in December 2004. I spoke with Julie Seroke, who said she would have Vice President Bill Mooney call me about my complaint. When Mooney did not call, I sent him a certified letter, and he then called. However, all Mooney would say is that I should follow the chain of command with my

complaints. I explained that I had, that I repeatedly tried to talk with District Manager [REDACTED], but he brushed me off, failed to return calls, and otherwise evaded dealing with my complaints. [REDACTED] did not explain why I was passed over or why I was paid less than a male Assistant Manager. Mooney just repeated that I had to follow the chain of command, and he sounded angry that I had called Human Resources. Mooney finally said that he would have [REDACTED] talk to me about these issues.

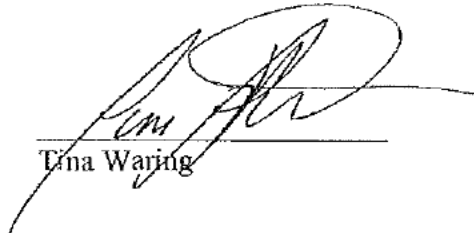
22. However, this never occurred. Instead [REDACTED] was angry with me for complaining to Human Resources and Vice President Mooney about pay issues and about being passed over for promotion. [REDACTED] said that any time I needed to discuss something, I should call him. I responded that I did, but that he did not return my phone calls; rather, he only spoke to me by accident when he called the store and I picked up the phone. [REDACTED] got angry when I said this, and never did explain why I was passed over for promotion, or what I needed to do in order to be promoted.
23. During my time at Sterling, I observed there was no effective way for female employees to complain about problems with pay, promotion, and sexual harassment within the company. When I complained about pay discrimination, nothing was done, and my Store Manager and District Manager said that it violated company policy to even discuss pay. When I complained about being passed over for promotion, my District Manager brushed off my concerns. When I complained to Human Resources, I was instead referred to a Sterling Vice President, who said I needed to follow the chain of command. It seemed to me

like an endless loop in which legitimate complaints were never heard, and Sterling managers and upper level executives got angry when an employee complained about discrimination.

24. I did not attend the annual Managers' Meeting held in [redacted] Annual Managers' Meeting but it had the reputation with employees of being a big party. Store Manager Jeff Edel, who attended these meetings, told me it was a "good 'ol boys' meeting" in which there was a lot of drinking, partying, and "messaging around" between upper level male executives and supervisors and female Store Managers.
25. I knew that [redacted] was a high level executive at Sterling. Store Manager Jeff Edel told me that [redacted] was a playboy, and that he slept around with female Sterling employees. [redacted] also had this reputation among Sterling employees. For example, I heard similar things about [redacted] from other [redacted]
- [redacted]

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

Feb day of 19, 2013.


Tina Waring

A241

DECLARATION OF BARBARA WHITE

1. My name is Barbara White. I am a female, over the age of 21, who resides in Parkersburg, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") as a Sales Associate at the Leroy's store in the Grand Central Mall, in Parkersburg, West Virginia, in approximately 1982. I continued in this position until approximately some time in the 1990's, when I was promoted to Third Key at that same store. After working as a Third Key for several years, I became a Sales Associate at that same store. I continued in that position until approximately December 2006, when I left the company.
3. During my employment at Sterling, I was often a top seller. I was a member of the Presidents Club for fifteen to sixteen years, and won trips based on my performance.
4. During my employment at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by my Store Managers and District Managers throughout my career that employees were never to discuss their pay with other employees, and that it was grounds for discipline, including termination.
5. Some time during the 1990's, I found out what a male Sales Associate was being paid. I was upset to learn how much more he was paid than I was, even though I had been with the company at least ten years longer, and had an excellent sales record. I complained to the Store Manager, whose name I cannot recall. I told

the Store Manager I wanted to be paid as much as this male Sales Associate. The Store Manager told me that the Sales Associate was not supposed to say how much he is paid, and fired him that day. The Store Manager told me he would talk to the District Manager about my pay, but I did not receive a raise.

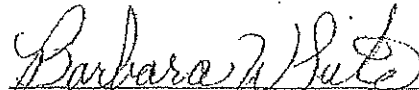
6. Because of Sterling's policy prohibiting employees from discussing pay, it is difficult for women to identify instances where they were paid less than male employees performing the same job. I did not discuss pay with other employees because I was afraid of being fired.
7. During my employment at Sterling, I observed that women suffered discrimination because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's Store Managers and District Managers via a subjective "tap on the shoulder" system, in which only those employees who Sterling wanted to promote were notified of specific management openings.
8. In the mid to late 1980's, after I had worked at the company for several years, I told my Store Manager that I was interested in becoming an Assistant Manager. He and the other employees asked me why I wanted to be an Assistant Manager. Sometimes they teased me and made jokes about me being a manager. Nothing came of telling my Store Manager about my interest in management except ridicule. He did not tell me what I needed to do or learn in order to be promoted, or even how to apply. Neither he nor any of the next Store Managers or District Managers told me of any open Assistant Manager positions.

9. Through my employment at Sterling, I learned how to do some of the store's paperwork. Store Managers often had me train the new Assistant Managers in such basics as how to sell, the differences between the gemstones we sold, and how to run the store's computer. Over the years we had so many new male Assistant Managers, and many had little or no jewelry experience. They did not know how to do many of the basic tasks of the job, and my Store Managers told me to train them.
10. For example, Male Employee was a male hired some time in the 1990's as the Assistant Manager at the Leroy's store in the Grand Central Mall, in Parkersburg, West Virginia. He had no previous jewelry experience, and I trained him in many of the basics of the job.
11. There was another male, an African-American whose name I cannot remember, who was also hired from outside the company as Assistant Manager at our store. He did not have prior jewelry experience. I had to help train him on many of the basics of the job.
12. Another male, Male Employee was hired from outside the company as Assistant Manager when Gary Davis was our Store Manager. I had to help train Male Employee on many of the basics of the job. He was hired some time in the 1990's.
13. In the Leroy's store in which I spent my entire twenty-four year career, the Sales Associates were mainly female, and males were often hired from outside the company to be Assistant Managers, even if they had no jewelry experience.

14. Throughout my career at Sterling, I observed that the female employees had to clean the store. This included cleaning the bathrooms, jewelry cases, and vacuuming the floors. The male employees were rarely told to clean the store.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

19 day of February, 2009.


Barbara White

A242

Declaration of Vanessa White

1. My name is Vanessa White. I am a female, over the age of 21, who resides in Columbia Station, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked at Sterling Jewelers Inc. ("Sterling") from 1999 through 2010. I started working with the company right out of high school and earned a bachelors degree in Business Management during my time at Sterling. In 1999, I started working as a Sales Associate in J.B. Robinson store 1715 in the Parmatown Mall in Parma, Ohio. Next, I was transferred to a higher volume Rogers store 210 in Great Northern Mall in North Olmstead, Ohio and later moved to Rogers store 312 in Southpark Mall in Strongsville, Ohio as a Sales Associate. Around 2000, I was promoted to Assistant Manager of Kay store [REDACTED] in [REDACTED] in [REDACTED] Ohio, after which I voluntarily left the company for about one year. I returned to the company as a Sales Associate from around 2001 through 2005, first at the Rogers store [REDACTED] in [REDACTED] and then at Rogers store [REDACTED] in [REDACTED], Ohio. I was promoted to Assistant Manager again around 2005, and returned to Kay store [REDACTED]. Around March 2006, I was promoted to Store Manager of Rogers store [REDACTED] where I remained until May 2008. Around June 2008, I was involuntarily demoted to a Sales Associate position at Kay store [REDACTED] in [REDACTED]. Then, after about 4 months, I was transferred to Kay store [REDACTED] and remained in this position until I was terminated in June 2010.
3. While at Sterling, I was a President's Club member and met 6 out of 6 on my standards for 10 years. I have received awards for exceeding sales goals, special

events awards, and others. As Store Manager, I won performance-related incentive trips two years in a row. Prizes included a Caribbean cruise and a trip to Puerto Rico.

4. During my time at Sterling, I was aware of Sterling's policy against discussing wages among employees. Store Manager Jim Loder first told me about the policy when he gave me a raise at store 210. In 2006, District Manager John Grande reiterated the policy when I was promoted to Store Manager and he told me that I was expected to enforce it among those working under me. Nevertheless, some Sterling employees did discuss wages amongst themselves. And, when employees learned of unfair pay discrepancies between male and female employees, some women, including Martha Jackson, Christine Findley, Hollie Geyer-Rasnick and myself, refrained from complaining to the company out of fear that we would be disciplined for violating the policy.

5. I further believe that I and other female employees were paid less than similarly situated male employees. For example, when I was promoted to Store Manager in March 2006, I was paid \$42,000 a year in salary to start. Also around that time, a female colleague, [Female Employee], Store Manager of Kay store 84, told me that her starting salary was \$42,000. That same year, [Male Employee] told me he was earning around \$43,000 in salary as Store Manager of J.B. Robinson store 1716. Despite the fact that all three of us started around the same time and had similar credentials and experience, Sterling was paying [Male Employee] more than us..

6. Also, later in 2006, [Male Employee] told me about a document he had seen showing Store Manager earnings across our whole District. [Male Employee] told me that the

document, which contained managers' names and salaries, showed that

Male

Employee was earning \$50,000 in salary as Store Manager, despite the fact that he was managing a lower volume store than lower-paid female managers, including myself and Female Employee

7. About a year later, District Manager John Grande came on a visit to my store. He brought a laptop with him, and I saw that he had a document with Store Manager salary information open on his screen. I recall that the figures I saw were just as Male Employee had described, and showed that most male Store Managers in my District were out-earning equally or more qualified female store managers, including Female Employee Female Employee and myself.

8. In late 2006, Male Employee, who also happened to be Male Employee's brother, was promoted from Assistant Manager under my supervision, to Store Manager of J.B. Robinson store 2188. I had trained Male Employee and did not think he was qualified to move up to Store Manager at that time. Nevertheless, Sterling promoted him and paid Male Employee more than I was earning at the time; Male Employee told me that he was paid \$43,000 to start. Then he left Sterling for some months. Sterling hired him back to the same store as manager and paid him \$50,000 in salary. At the time, I was only earning about \$46,000, despite the fact that I was managing a larger volume store and had over a decade more experience than he had. I complained to my District Manager John Grande about the pay disparity and asked him to pay me \$50,000. Mr. Grande said Sterling could not pay me that much and that my pay raise request was denied. Furthermore my pay was never adjusted to match Robert's.

9. In addition, around 2007 or 2008 ^{Female Employee} [REDACTED], a Sales Associate working under my supervision, told me that her husband, Store Manager ^{Male Employee} [REDACTED], was earning several thousand dollars more per year than me in salary, despite the fact that I had considerably more experience than he had.
10. I believe that Sterling continues to pay female Sterling employees less than less experienced males to this day. For example, I recently learned from ^{Female Employee} [REDACTED], Store Manager of Kay store 1559, that despite the fact that she has been with the company for 20 years, she is earning thousands of dollars less than her less senior male colleagues were earning years ago. I believe several men, including ^{Male Employee} [REDACTED], who have considerably less tenure and experience continue to earn more than her as Store Managers to this day.
11. During my time at the company, I observed that Sterling management paid men more than women based on a company culture that values male employees more than female employees. For example, when ^{Male Employee} [REDACTED] was hired as Store Manager of store 312 in 2010 he had no jewelry experience and was not qualified for the job. He was so under qualified that Sterling transferred experienced female Store Managers, ^{Female Employee} [REDACTED] and ^{Female Employee} [REDACTED] to work as Assistant Managers of his store to cover many of his job functions for him. When I asked District Manager John Grande why ^{Male Employee} [REDACTED] had been hired as Store Manager, he responded that it was because he "had a family to support" and the only way that Sterling could justify paying this man as much as he demanded was to give him a job as Store Manager. Throughout my time at Sterling, I heard other

Sterling managers make similar comments about the need to pay men more because they had families to support.

12. I also believe that Sterling unfairly denied me raises that I earned. Between 2006 and 2008 my store was doing extremely well, and I outperformed other managers in my district in terms of sales. John Grande praised me and my work at the company, and told me that he trusted me to run the store successfully without much oversight. During this time, I repeatedly asked Mr. Grande and my Regional Vice President, Bill Mooney, for a raise. I was denied, and Mr. Grande gave me excuses for why the company would not give me a raise such as, "We're not really giving raises now.... It's a recession." I received minor, incremental raises, and I think that these were designed to stop me from complaining but they did not reflect my accomplishments at the company. Nor did these raises bring my pay to where it should have been relative to that of male employees with less experience, who had met with less success in the company in terms of sales.
13. I also faced pushback from management when I sought raises on behalf of my mostly-female employees. For example, John Grande would give me the same response he had given me when I asked for a raise for myself (e.g. "It's a recession"). On other occasions, Mr. Grande would decline to discuss my request and blow me off altogether.
14. To my knowledge, Sterling did not have a formal process by which promotional opportunities were announced during my time with the company.
15. I believe that Sterling showed preferential treatment to males in terms of promotion. For example, around 2007 after I had been working as Store Manager

for about one year with a successful record, I expressed interest in the District Manager training program to John Grande and asked what I would have to do to be considered as a candidate. Mr. Grande danced around the issue and never mentioned it again. Around this time, I saw males, who were hired around the same time as I was and who had similar experience, promoted into the District Manager training program. One example was Chris Gullo. He later became my District Manager.

16. I know of a female District Manager, Female Employee, who replaced Male Employee as District Manager in a high volume District in Ohio. This is a prestigious position, as many high profile company events take place in this District. Despite her hard work and years of experience as a District Manager, Female Employee was removed from her position after only 2 months and replaced by a male, Male Employee.
17. In addition to the pay and promotion discrimination against women that I experienced and witnessed at Sterling, the company culture is best described as an 'Old Boys Club'. This phrase was commonly used among Sterling employees to describe the male employees at Sterling who were at the top of the company and would socialize with one another and help each other move up the corporate ladder.
18. The 'Old Boys Club' functions to the disadvantage of women when Sterling management holds men and women to different standards. For example, when male Store Manager Chris Corder was discovered to be taking money from the company by not entering charges for personal repairs in the computer, and for

stock piling sales for input during show days to increase sales margins inappropriately, he was given a warning. Moreover, after Mr. Corder was caught stealing from Sterling, John Grande came into the store and made a joke out of Mr. Corder's theft and said something to the effect of, "Oh, Chris, don't you know you have to pay for this?" in a teasing tone of voice. By contrast, I know of women who were disciplined for similar or less serious offenses. For example, when Dawn Haus was caught entering sales in a manner that violated company policy, she was transferred from her position as Store Manager to a smaller volume store. I was demoted from Store Manger to Sales Associate based on an incident where I was accused of incorrectly entering extended service plan information, a less serious infraction than stealing money from the company. I do not know any males who were demoted for similar offenses.

19. Based on my experience, the culture at Sterling is such that male managers and supervisors, including upper management in the company openly make sexual comments about women that insult and undermine our value as employees. For example, around 2007, **Executive** [REDACTED] saw an attractive woman walk by my store and said, "There's our next Assistant Manager!" I understood this comment to mean that [REDACTED] wanted to hire this woman based on her looks so that - as a subordinate female employee- he would have access to her sexually. I believe this is how [REDACTED] felt about women who worked under him generally. I overheard this and similar comments all the time.
20. [REDACTED] also sexually harassed female employees in my store. For example, around 2006, he said to a female Sales Associate that she should "bend over the

counter a little more” to show her cleavage and thereby get more customers to sign credit applications. Between 2006 and 2008, he often visited my store and he would say something to this effect almost every time he came in. My employees and I were afraid to complain to Sterling about his behavior out of fear of repercussions and because of his high position at Sterling. Moreover, since [REDACTED] [REDACTED] was part of the Old Boys Club, there was a sense that his friends at the top of the company would protect him, and nothing would be done to discipline him for this behavior or to stop it.

21. I am also aware of other instances of sexual harassment by other members of Sterling’s upper management. For example, around January 2010, Executive [REDACTED] [REDACTED] told me he had gone to a doctor for a sleep disorder. He said, “Guess what he prescribed me? The date rape drug!” Then he looked me over in a creepy leering way. On another occasion, [REDACTED] was talking about his wife, who had been a Sterling employee before they got married, and made the comment, “Now she’s at home waiting for me where she’s supposed to be.” I took this to mean that he did not think women had value in the workplace and were better off staying at home where they belonged.
22. Even when sexually harassing behavior was reported to Sterling, the company often ignored these complaints, or delayed in addressing them, allowing the harassers to continue in its stores. Store Manager [REDACTED] is an example of this. When he was Store Manager of Kay store [REDACTED] between 2008-2010, he called female employees “sweetie” and “honey” and would touch them on the behind when he passed them in the store. He suggested the female employees

wear low-cut blouses and openly discussed with female employees in the store his escapades with prostitutes. On one occasion, he called his Assistant Manager, Meghan Head, on the store phone, and invited her out with him and a male friend who was visiting from out of town. He told her she should come along so she could "show him a good time." Ms. Head was appalled at the insinuation that she should have sexual relations with [REDACTED] friend, and told me she found [REDACTED] behavior disgusting. Several employees called the TIPS hotline to complain about [REDACTED] behavior, and this set off an investigation in which I and other women in the store were questioned by Tom Parks of Human Resources. However, when complaints were lodged with TIPS, Sterling's representatives would investigate by calling complainants in the store where they worked – often alongside the accused party. In this case, [REDACTED] was able to identify women who lodged complaints against him, and the lack of confidentiality deterred others from making future complaints. Despite the lack of confidentiality, I participated in Mr. Parks' investigation of [REDACTED], and I told them everything that I knew about his behavior. To my knowledge, Sterling never took any action to prevent [REDACTED] from continuing his harassing behavior. At least one employee, [REDACTED] [LNU] told me she eventually quit the company because of [REDACTED] harassment, and Sterling's failure to take any remedial action against him. [REDACTED] was subsequently transferred to a larger volume, more lucrative store even after this event and he left Sterling years later of his own volition.

23. At Sterling, it was commonly thought that women who slept with their male managers were subsequently promoted. For example, [REDACTED] was widely rumored to have facilitated the promotion of a young woman to Store Manager of a lucrative Kay store [REDACTED] after she had an affair with him.
24. In addition, I believe that then District Manager [REDACTED] was having an affair with a woman under his management. The woman told me about flirtatious comments he made to her and, around 2004, he came into our store and I heard him ask the woman if she would accompany him to Victoria's Secret to try on lingerie that he wanted to buy his wife for her birthday.
25. **Executive** [REDACTED] also had a reputation at the company for having sexual affairs with female subordinates. In one case, the woman involved would openly talk about their relationship in the store in front of her colleagues.
26. I attended the **Annual Managers' Meeting** [REDACTED] in 2006 and 2007. The atmosphere at these meetings was like a big wild party at a bar. It was a free for all insofar as there was a lot of drinking, flirting and sexual affairs. Alcohol was provided by the company during several events at the meeting, and afterwards I saw several male managers buying drinks for female subordinates at other bars in the resort.
27. Several members of male management, including District Manager [REDACTED] were rumored to have had sex with female subordinates at these meetings. I learned about this from my friend, Store Manager Jim Loder, who heard about it from a woman who said she had sex with [REDACTED].

28. **Executive** [REDACTED] was also rumored to have had affairs with female subordinates at these meetings. At one meeting, I overheard [REDACTED] say to him, "Wow, that [female employee] is really into you -- is she going back to your hotel room with you later?" Both of the men laughed.
29. Also at the meetings, I saw high ranking Sterling male executives and managers, such as [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], and other male managers hanging out around the pool. There were all drinking and lounging at the pool while checking out their bathing-suit clad female employees in a way that struck me as inappropriate and creepy.
30. I met [REDACTED] at the **Annual Managers Meeting** and also saw him on various incentive trips that I attended. I was aware of his reputation as a womanizer of female employees at Sterling, and I recall that the fact that he had affairs with female subordinates was widely known and discussed among Store Managers. It was commonly held belief at Sterling that if you slept with [REDACTED], you could get promoted within the company.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 26 day of November, 2012.



Vanessa White

A243

DECLARATION OF JORETTA WHYDE

1. My name is Joretta Whyde. I am a female, over the age of 21, who resides in Akron, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in August 2003, as a Sales Associate at the Kay store in the [REDACTED] in [REDACTED] Ohio. I continued in that position for about three weeks, when I transferred as a Sales Associate to the Rogers store in that same mall. I continued in that position until the beginning of 2004, when I was promoted to Third Key at that same store. I continued as Third Key until July 2005, when I left the company.
3. I began working for Sterling again in March 2007, as a Sales Associate at the Rogers store in the [REDACTED], in [REDACTED] Ohio. I continued in that position until June 2007, when I was promoted to Third Key at the Kay store in the [REDACTED] in [REDACTED], Ohio. I continued in that position until August 2007, when I left the company.
4. I observed that Sterling had a policy prohibiting its employees from discussing their pay with other employees. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
5. For example, [REDACTED] Male Employee was a male Sales Associate at the Rogers store in the [REDACTED] in [REDACTED] Ohio. Soon after I started working at that store in August 2003, [REDACTED] Male Employee told me that he had seen my paperwork about

my new hire. He said that he made \$5 an hour more than I did. At that time I was paid \$11.00 or \$11.25 an hour.

6. ^{Male Employee} [REDACTED] was a part-time Sales Associate at the Kay store in [REDACTED] Mall, in [REDACTED], Ohio, in the summer of 2007. I learned from other employees that ^{Male Employee} [REDACTED] was paid \$13 to \$15 an hour. At that time I was paid \$11.50 an hour as Third Key at that same store. Third Key is a higher-level position than part-time Sales Associate.
7. [REDACTED] was my Store Manager at the Rogers store in the [REDACTED] [REDACTED] when I worked there from August 2003 to July 2005. She told me that she knew that the male Store Managers in the district were paid more than her.
8. Women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers and Vice Presidents via a subjective "tap on the shoulder" system, in which Sterling only told those employees it was already interested in promoting about specific management openings.
9. I was interested in promotions into management from the beginning of my employment with Sterling. I was the manager of a retail hat store when I was recruited to Sterling by District Manager Richard Sumens. I came to Sterling with the hope and belief that I would work my way into management.
10. I expressed interest in being promoted into management to District Manager Richard Sumens. When I transferred to the Rogers store in the [REDACTED]

█ in August or September 2003, I also expressed interest in management to my new Store Manager, Ted (LNU). He did not tell me what I needed to do or learn in order to be promoted, other than "learn the business" and "wait."

11. When Ted (LNU) was replaced as Store Manager by Holly Geyer Rasnick, I again expressed my interest in becoming a manager to her. I also expressed this interest to District Manager John Grande. Grande told me that I would have to wait for a position to open up, but did not tell me what else I should do to be promoted.
12. After I was promoted to Third Key in approximately the spring of 2004, I was passed over for promotion to Assistant Manager in favor of equal or less qualified male employees. For example, the Assistant Manager position at the Rogers store in the █ came open in approximately the fall of 2004. This was the store in which I was Third Key. Instead of promoting me, Sterling promoted █
Male Employee. He was new to the company, and had previously worked as a car salesman.
13. █
Male Employee was demoted after a couple of months as Assistant Manager because he came in late, left early, read the newspaper while at work, and had poor sales performance.
14. I was also passed over for promotion to Assistant Manager in favor of an equal or less qualified male employee, █
Male Employee. He became the Assistant Manager at the JB Robinson store in the █ in approximately the late fall of 2004. I was not notified of this opening; rather, I found out about it

through word of mouth. I then expressed my interest in the position to Holly Geyer Rasnick and Richard Surnens.

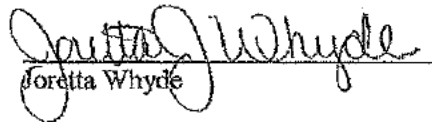
15. I also observed that female employees at Sterling experienced sexual harassment. For example, [REDACTED] was the Store Manager of the Rogers store in the [REDACTED], in 2003. I was at work one day, and was wearing a skirt and sitting on a stool. [REDACTED] walked up and began touching my thigh. I jumped up abruptly and said, "What are you doing?" [REDACTED] replied that my legs looked so soft.
16. Sometimes when I would walk by [REDACTED], he would smack me on my butt. He also would sometimes come up behind me and start rubbing my shoulders. When I told him that I was not comfortable with him doing that, [REDACTED] said that I looked tense. [REDACTED] also made inappropriate sexual comments about female customers or women walking by our mall store. About a female customer he once said, "Her husband is one lucky guy because if I came home to that every night..." About women walking by in the mall he made inappropriate comments like, "I'd like to have her in my bed."
17. In early 2004, I complained to District Manager [REDACTED] about [REDACTED]'s behavior, but he shrugged off my complaint by saying, "That's just [REDACTED]."
18. [REDACTED] had previous been fired by Sterling for sexual harassment, and had been rehired. [REDACTED] told me that his firing was just one big misunderstanding. The fact that the company had rehired a sexual harasser, and then a District Manager shrugged off complaints about his behavior, made me realize that it was futile to complain about sexual harassment to this company.

19. In 2007, when I worked at the Rogers store in the [REDACTED] a male Sales Associate, [REDACTED] kissed me against my will while we were in the back room. I pushed him off and told him not to do that. He made comments to me after that, like "Let's replay what happened in the back room." I complained to Store Manager [REDACTED], and he also shrugged it off by saying, "That's just [REDACTED]. That's his personality." [REDACTED] told me he would talk to [REDACTED], but his behavior continued. Soon after I made this complaint my hours started being cut. Since I believed that my hours were cut in retaliation for complaining about sexual harassment, I transferred to the Kay store in [REDACTED] Ohio.

20. Store Manager Holly Geyer Rasnick, told me that Sterling's annual Managers' Meeting, in [REDACTED] Annual Managers' M Florida, was a "big drunken fest." In 2003, District Manager [REDACTED] held out the annual Managers' Meetings as a benefit of employment with the company. He told me that if I made it into management, then I would get these trips to Florida and "have a blast." Store Manager [REDACTED] told me in 2003 that when he attended the Managers' Meeting he got to drink a lot.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

20 day of November, 2008.


Joretta Whyde

A244

DECLARATION OF LEANNE WILLIAMS

1. My name is Leanne Williams. I am a female, over the age of 21, who resides in Salem, West Virginia. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling," "the Company") from 1999 through 2012. Throughout this time, I worked at Kay store [REDACTED] located at [REDACTED] in [REDACTED] West Virginia. I started as a part-time Office Manager and Sales Associate, and then I moved to full-time work in the office and in sales for a time before moving exclusively into sales. Around mid-2004 I was promoted to Assistant Manager and, in 2010, I stepped back down to Sales Associate. I remained in that position until I left the Company in October 2012.
3. During my time at Sterling, I was aware that employees were strictly prohibited from talking about pay with one another. I learned of this rule from then-Store Manager Jason Moore. I believe that this made it difficult for women to learn if they were being paid less than their male colleagues for performing the same work. Nevertheless, I believe that I was paid less than equally qualified males working in the same position. For example, I believe that the Assistant Manager who immediately preceded me at store [REDACTED] Male Employee [REDACTED] was paid more than I was to start because he would often brag about his spending habits which were beyond what I was able to afford on my salary.
4. As Assistant Manager, I complained to my Store Manager about my wages and asked for an increase in pay. Sterling said it could not raise my pay because I had been hired in at such a low rate when I started with the Company. I did not understand why my pay had

been set low to start, or why this had an impact on my current pay. I found it particularly odd because I had been performing so well in my job.

5. I do not recall there being a formal system for posting open positions or promotional opportunities in my store. I was aware of the Career Advancement Registry (C.A.R.) as a system for expressing interest in promotion. I observed, however, that Sterling management instructed certain employees that they planned to promote to enroll in C.A.R. This seemed no different than the tap on the shoulder system that Sterling used prior to C.A.R. On several occasions around 2008-2009, I overheard my District Manager Jason Moore call in to my store and instruct the Store Manager to make sure that certain employees were registered in the system.
6. I also believe that Mr. Moore demonstrated a preference for promoting male employees over female employees. For example, Male Employee was young and not very experienced as a Sales Associate when he started at my store in May 2005. I do not think he had worked anywhere else prior to coming to Sterling. Even so, within a year he was promoted to Assistant Manager at store 1535. By contrast, I had been at Sterling for around 5 years before I was promoted to Assistant Manager, and during this time my performance appraisals were consistently very strong. Another male, Male Employee who worked under Jason Moore starting in 2003, was promoted from Sales Associate to Store Manager in 2004. I do not recall that Male Employee had any background in jewelry, and I believe his work experience before coming to Sterling was with computer repairs. I observed that Jason Moore was buddy-buddy with these men when I overheard them talk in the store about how they would all go out together after work. I never saw Jason

Moore interact in this way or offer the same promotional opportunities to women who worked under him.

7. In addition, I believe that [REDACTED], who became a District Manager around 2006, was engaged in sexual affairs with two of the female Store Managers who I worked under in store [REDACTED]. Both of these women were under his direct supervision during the course of the affairs. I learned of [REDACTED] affair with the current Store Manager at store [REDACTED] when I was still working there. First, I noticed that [REDACTED] seemed to spend more time in our store than previous District Managers had, and he would take our Store Manager out for three-hour lunches. Store Managers at other mall stores under [REDACTED] supervision told me they did not get this type of personal attention, and were never taken out of the store for three hours. Then, around Christmas 2011, a newly hired part-time Sales Associate [REDACTED] walked into the back room of our store and saw [REDACTED] with his hand high up between the Store Manager's legs. Ms. [REDACTED] turned and left without a word, and then came to me a short while later and told me she was beside herself and very upset about the incident, but she did not know whom to complain to.

8. I told Ms. [REDACTED] that she could contact Human Resources ("HR") with her complaint about the incident, but warned her that her call may not be kept confidential. During my time at Sterling, I had observed that the HR complaint hotline, TIPS, was not a confidential system. For example, on one occasion I overheard then-Store Manager Jason Moore receive a call from his District Manager. The District Manager told him that she heard a recording of a complaint that was made to TIPS, and that she suspected that it was made by an employee under Mr. [REDACTED]'s supervision. After overhearing this

conversation, I did not believe that complaints made via the TIPS line were confidential. I think that many employees were deterred from lodging complaints about inappropriate behavior out of fear that the party they complained about would find out and retaliate.

9. Someone in my store finally did complain to the TIPS line about [REDACTED] behavior with the Store Manager, and Tom Parks of HR contacted me to follow up and ask me questions about the complaint. Afterward, HR apparently turned the case over to my Vice President of Regional Operations (VPRO) Anne Burdette, who sought me out to tell me that the investigation had not turned up an affair, and that no one was getting fired. Around mid-September of 2012, I received my first-ever sub-par performance evaluation from the Store Manager who I still believe is engaged in an affair with [REDACTED] [REDACTED]. I immediately complained to her that I thought I had received an unfair appraisal in retaliation for my participation in HR's investigation. Later that same day, [REDACTED] returned to our mall, sought me out and yelled at me in a public space for claiming retaliation. The Store Manager and many other people were present and witness to this humiliating episode. After this, I decided to quit the Company.
10. As Store Manager [REDACTED] regularly flirted with women who entered the store, made crude jokes of a sexual nature and bragged about his former girlfriends in front of employees, despite the fact that he was married at the time. For example, when a pretty young woman walked into the store, [REDACTED] said, "I'd like to be all over that." He made so many comments like this that I stopped keeping track of these incidents. And [REDACTED] [REDACTED] was not the only philanderer at the Company. Another District Manager, [REDACTED] [REDACTED], had an affair with another female Store Manager under his supervision while he was still married. [REDACTED], who was friends with Mr. [REDACTED] told me this.

11. I was also aware of [REDACTED] reputation as a womanizer, which my friend and former Store Manager Jason Johnson told me about. In addition, Mr. Johnson told me that when he attended the Annual Managers' Meeting [REDACTED] around 2003-2004 the whole thing was a "big orgy." For example, Mr. Johnson told me that he had been at a pool party during [REDACTED] where he witnessed male and female management employees skinny dipping together.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 17th day of June, 2013.


Leanne Williams

A245

DECLARATION OF RONALD WILSON

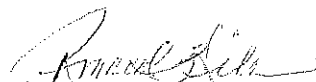
1. My name is Ronald Wilson. I am a male, over the age of 21, who resides in Troy, New York. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I worked for Sterling Jewelers Inc. ("Sterling") from 2003 -- 2009 at two Kay stores and two Belden stores in Albany, New York. I first started as a full-time Sales Associate and was promoted to Assistant Manager in approximately 2004 or 2005.
3. During my employment with Sterling, it was made clear to me by my supervisors that it was against Company policy for employees to discuss their pay with other employees. I was informed of this policy by my first Store Manager, Robert (LNU) when I was initially hired.
4. During my several years of employment with Sterling, I observed that female employees were unfairly treated compared to similarly situated male employees. I recall one instance in approximately 2007 when a male named Male Employee was chosen to be the Store Manager of a Belden's in Albany where I was not working at the time. Male Employee was selected even though he did not even work for Sterling at the time of his selection. There were qualified female Sales Associates working in the Albany area with substantial seniority at Sterling who were not selected. This selection seemed especially unfair since Sterling claimed to have a policy of promoting employees from within.

5. During my employment at Sterling, there was no formal promotion system.

Instead, promotions were made by Sterling picking the person it wanted for the job without any applications being made. This process also seemed unfair.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

7th day of MAY, 2012.



Ronald Wilson

A246

DECLARATION OF SHERRI WILSON

1. My name is Sherri Wilson. I am a female, over the age of 21, who resides in Parma, Ohio. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I was employed with Sterling under my maiden name, Sherri Davison.
3. I began working for Sterling Jeweleers Inc. ("Sterling") in approximately November 1998, as seasonal help at the Jared store in Akron, Ohio. I continued in that position for about a month, until I became a Sales Associate at the JB Robinson store in the Parmatown Mall, in Parma, Ohio. I continued in that position for less than a year, until approximately the end of 1999, when I transferred as a Sales Associate to the Kay store in [REDACTED] in [REDACTED] Ohio. I continued in that position until August 2002, when Sterling terminated my employment.
4. I began working for Sterling again in 2002, as a Sales Associate at the Kay store in the Randall Park Mall, in North Randall, Ohio. I continued in that position until approximately April 2004, when Sterling terminated my employment.
5. I began working for Sterling again in approximately November 2004, as a Sales Associate at the Jared store in Akron, Ohio. I continued in that position until the summer of 2005, when I worked as clerical help in the repair shop at that same Jared store. I started working again as a Sales Associate in approximately the fall of 2005. I continued in that position until December 2005, when I transferred as a Sales Associate at the Rogers store in the Parmatown Mall, in Parma, Ohio. I continued in that position until some time in 2006, when I left the company.

6. I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Managers throughout my employment with Sterling that employees are not to discuss their pay with other employees, and that it was grounds for discipline. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned their pay during conversation.
7. For example, ^{Male Employee} [REDACTED] was a Sales Associate at the Rogers store in the Parnatown Mall, in Parma, Ohio, when I worked there in 2005 to 2006. ^{Male Employee} [REDACTED] told me at that time that he was paid \$15.00 an hour. He had been with the company for about a year. At that time I was paid \$12.00, and had been with the company for over five years.
8. Women also suffered discrimination at Sterling because of the manner by which promotions are made. Job openings and promotional opportunities were not posted via a formal job posting system.
9. In 2005 and 2006, I worked with Amy Scott, who was the Assistant Manager at the Rogers store in the Parnatown Mall, in Parma, Ohio. She told me she was interested in promotion to Store Manager, and that she had expressed this interest to our District Manager, Erin LaBranch.
10. When we lost our Store Manager in 2005, Scott was passed over for promotion to Store Manager for a less qualified male employee, ^{Male Employee} [REDACTED] ^{Male Employee} [REDACTED] had been with the company less than three months as a Manager In Waiting.

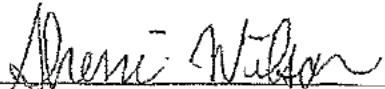
11. I also experienced sexual harassment while employed by Sterling. In August 2002, while I worked at the Kay store in [REDACTED] in [REDACTED] Ohio, Store Manager [REDACTED] instructed me to obtain credit applications from customers. My shift ended at five p.m., and I had already obtained two credit applications for that day, which exceeded my performance standard. [REDACTED] told me that I had to obtain five before I could leave. I stayed a couple hours late that night and obtained the five credit applications that [REDACTED] required. The next day I saw that [REDACTED] had altered my timecard to indicate I had only worked until five p.m.

12. About a week later, [REDACTED] again told me to obtain more credit applications. I was doing some paperwork in the office, and he said I should get out on the sales floor. He then said, "C'mon. You're a cute girl, get out there." [REDACTED] then slapped me on my buttocks. I protested, and left the store at that time. Another Sales Associate, Ryan (JNU), witnessed this incident.

13. The next day that I worked [REDACTED] fired me. He told me that I was being fired for not meeting my performance standards, but I believe that I was fired as retaliation for protesting his slapping me on my buttocks.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

13 day of January, 2009.


Sherri Wilson

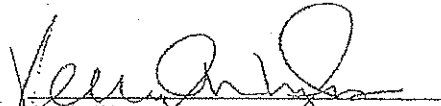
A247

DECLARATION OF KELLY WYTAS

1. My name is Kelly Wytas. I am a female, over the age of 21, who resides in Kensington, Connecticut. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in December 2004, as a Sales Associate at the Belden store in the Meriden Square Mall, in Meriden, Connecticut. I continued in that position until May 2005, when I transferred as a Sales Associate to the Kay store at that same mall. I continued in that position until November 2005, when I left the company.
3. While employed at Sterling, I understood that Sterling had a policy prohibiting its employees from discussing their pay. Because of that policy, it is difficult for women to identify instances where they were paid less than male employees performing the same job.
4. Women suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Employees found out about such openings through word of mouth, such as when we learned someone was quitting or was terminated.
5. I was interested in promotions from the beginning of my employment with Sterling. I expressed this interest to my Store Manager, Hector Acievedo. He never told me of any available Third Key or Assistant Manager positions.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

25th day of December, 2008.


Kelly Wytas

A248

DECLARATION OF LINDSEY ZALANKA

1. My name is Lindsey Zalanka. I am a female, over the age of 21, who resides in Waxhaw, North Carolina. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling," "the Company") in November 2003, and trained for a short time in Jared store 436 in Atlanta, Georgia. After about three months, I moved to Jared store [REDACTED] located in [REDACTED], North Carolina. When I started with the Company, I worked as a Sales Associate. Around March 2004, I picked up additional office management duties as well. After leaving on maternity leave in late summer 2004, I returned to the Company as a seasonal part-time Sales Associate in late fall of 2004 and worked in this capacity until after the winter holidays. In early 2005, I worked on a sporadic part-time basis in both Sales and in an office management role. In late 2005, I asked my manager, [REDACTED] to come back to work on a full-time, permanent basis. I reapplied but was not reinstated to a full-time position. I left the company after that.
3. Prior to joining Sterling, I worked from 2000 through 2003 in sales and in the office at Reed's Jewelers. While I was there, I was promoted from part-time to full-time sales, and I trained other employees at the Eastland Mall store located in Charlotte, North Carolina. I also worked in retail clothing sales for one year around 2000.
4. During my time at Sterling, I knew about the Company's policy against discussing pay. I understood this to be a company-wide policy, and I believe that

I would have been disciplined and possibly terminated for violation of this policy based on conversations with my colleagues. I believe that this policy made it difficult for women to learn when they were being paid less than their male counterparts. Nevertheless, I heard of cases where women were paid less than less similarly qualified males working in the same or a similar position.

5. While I was at Sterling, job openings were not posted in the store. Employees found out about opportunities for promotion via word of mouth, and I recall that it seemed that males were favored for promotion in my store. For example, when an Assistant Manager position came open in store [REDACTED] ^{Male Employee} [REDACTED] was transferred from another store to fill the opening rather than selecting a qualified female employee to promote from within the store. It felt to me like the Company was a brotherhood, and our Store Manager [REDACTED] was part of this group. Due to this culture, women who were qualified and who really wanted to move into the Assistant Manager position, such as Sales Associate ^{Female Employee} [REDACTED] were disadvantaged at Sterling. I believe that the decisions to promote were made at or above the District Manager level.

6. While at Sterling I experienced sexual harassment. In late August 2004 when I was around 9 month pregnant a male co-worker, [REDACTED], groped me in the store and grabbed my breasts. My Store Manager, [REDACTED] saw it happen and looked the other way. Mr. [REDACTED] later asked my friend and co-worker Katherine Mickley to try and dissuade me from complaining about the incident to Human Resources or to the TIPS line because he felt this would attract negative attention to our store. There was a lot of pressure on me not to say

anything. I felt that Mr. [REDACTED] was dismissive of my complaint and that he was minimizing the assault. He gave the impression that he valued my assailant's reputation above my personal safety in the workplace. I also got the sense that Sterling management had encouraged him to dissuade women from reporting incidents of sexual harassment. This gave me the sense that this kind of incident had been ignored by Sterling in the past.

7. Mr. [REDACTED] was a vulgar guy, who made gross, inappropriate sexual jokes all the time. I came to find out from Katherine Mickley and others that Mr. [REDACTED] had a history of sexual harassment cases filed against him in the past. In fact, the whole time I was there, Mr. [REDACTED] knew what Mr. [REDACTED] was doing, and tolerated it in our store. I was told by my colleagues Mr. [REDACTED] and Ms. Mickley, and it was common knowledge in our store that others had complained about Mr. [REDACTED] in the past. Despite my Store Manager Mr. [REDACTED]'s attempts to dissuade me from complaining to HR about this incident, I finally decided to file a complaint with HR in late August 2004. I was interviewed by HR about my complaint by phone, but I was never notified by HR about any resolution of it.
8. After working for Sterling on a sporadic part-time basis for much of 2005, I tried to return as a full-time employee in late 2005-early 2006. Sterling made me take all the employment tests and Store Manager [REDACTED] told me that I had passed everything. When I went in the next day, Mr. [REDACTED] told me that Sterling's corporate officers refused to give me my full-time job back. When I asked why, he refused to give me an answer. I had consistently high standards

and a high sales record, so I believe that Sterling was only refusing to reinstate me in retaliation for having filed a complaint of sexual harassment.

9. I believe that Sterling applied different standards of conduct to male and female employees, and that women were disciplined more harshly for committing the same offense as males. For example, I learned from a former Sterling colleague of mine that [REDACTED] and a female Sales Associate became romantically involved while he was her Store Manager, and she was in a subordinate role in his store. My understanding was that Sterling found out about the relationship and the woman was fired while Mr. [REDACTED] was merely transferred to another store and allowed to keep his job.

I declare, under penalty of perjury that the foregoing is true and correct.

Signed this 9th day of April, 2013.


Lindsey Zalanka

A249

DECLARATION OF TAMMY ZENNER

1. My name is Tammy Zenner. I am a female, over the age of 21, who resides in Fife Lake, Michigan. I make this declaration on personal knowledge. If called to testify, I would provide the same testimony as stated herein.
2. I began working for Sterling Jewelers Inc. ("Sterling") in approximately 1994, at the Kay store in the [REDACTED] in [REDACTED] Michigan, as an office worker/sales help. I continued in that position for a couple months, when I became a Sales Associate at that same store. I continued working as a Sales Associate until approximately the end of 1995, when I became the Assistant Manager at that same store. I continued in that position until approximately the fall of 1997, when I left the company.
3. I began working for Sterling again in approximately 2000, as the Assistant Manager at the Kay store in the [REDACTED] in [REDACTED] Michigan. I continued in that position until approximately the spring or summer of 2002, when I transferred as Assistant Manager to the Osterman store at that same mall. I continued in that position until approximately the spring or summer of 2003, when I left the company.
4. When I worked for Sterling, my last name was Martens.
5. While employed at Sterling, I observed that Sterling had a policy prohibiting its employees from discussing their pay. For example, I was told by Store Manager Pat Davis when I first started working for Sterling, that employees were not to discuss their pay with other employees, and that it was grounds for discipline, including termination. Because of that policy, it is difficult for women to identify

instances where they were paid less than male employees performing the same job. Nevertheless, I am aware of men being paid more than women doing the same job because I learned a male employee's pay during conversation.

6. ^{Male Employee} [REDACTED] was the male Store Manager that I worked under when I first began working for Sterling. In approximately 2002 or 2003, when I was the Assistant Manager at the Osterman store in the [REDACTED] in [REDACTED] Michigan, ^{Male Employee} [REDACTED] was a Sales Associate at that same store. At that time, I learned from another employee, Teddi Barnes, that ^{Male Employee} [REDACTED] was paid \$16 an hour as a Sales Associate. At that time, I was paid around \$13 an hour as Assistant Manager, a higher position than Sales Associate. Store Manager Barb Orth told me around that time that ^{Male Employee} [REDACTED] was also paid more than her.
7. During my employment at Sterling, I observed that women also suffered discrimination at Sterling because of the manner by which promotions were made. Job openings and promotional opportunities were not posted via a formal job posting system. Promotion decisions were instead made by Sterling's District Managers via a subjective "tap on the shoulder" system, in which only those employees that Sterling was interested in promoting were notified of specific management openings.
8. I was interested in promotion to Store Manager during my second period of employment with Sterling, beginning in approximately 2000. At this time I was Assistant Manager at the Kay store in the [REDACTED] in [REDACTED] Michigan. I expressed interest in becoming a Store Manager in approximately 2000 to Store Manager Matt Fahrenbach. He did not tell me what I needed to do

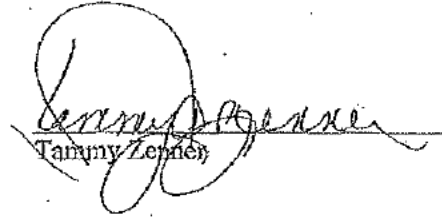
or learn to be promoted. After Fahrenbach was fired, I became the acting Store Manager at that Kay store.

9. I also expressed interest in being promoted to Store Manager to District Manager Tom Kryczk. I expressed that same interest to the next District Manager, David Jacobson. Instead of promoting me to Store Manager, he hired ^{Male} [redacted] Employee as Store Manager of the Kay store in the [redacted] in approximately 2001.
10. During my employment at Sterling, I was not told by any Store Manager or District Manager of any available Store Manager position.
11. During my employment at Sterling, I also experienced sexual harassment. In approximately 1995 or ~~Executive~~ [redacted] visited the Kay store in the [redacted] in which I worked. While I was near one of the jewelry cases, [redacted] came up behind me and rubbed his body against me. I stepped aside after he rubbed against me. I complained to Store Manager [redacted], who laughed and said, "He must have liked your ass."
12. Other employees at the store made jokes about my breasts. This occurred during my first period of employment at Sterling, between 1994 and 1997. My nickname at the store became "Texas Tammy." When I asked why, I was told that it was because in Texas everything is big. One employee took two balloons that were in the store for a sales event and put them under her sweater. She turned to Store Manager [redacted] and said, "Look, its Tammy!" [redacted] laughed.
13. One time between 1994 and 1997, I waited on a male customer. This customer was flirting with me, and he reached up and rubbed my cheek. After the customer left, I complained to Store Manager [redacted]. I told [redacted] that customers did not

have a right to touch me. [REDACTED] dismissed my complaint by saying the customer must have thought I was pretty.

I declare, under penalty of perjury that the foregoing is true and correct. Signed this

26 day of Dec., 2008.


Tammy Zepher