

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION

Demetric Bell, Marilyn Berry, Catherine Brown,
Kimberly Buchanan, Gilberto Gonzalez, Della
Jarrett, Timmy Link, Eddie Manning, Jr., Kim
Nachampassack, Duane Parks, Brenda Riley,
Darnel Royal, Robin Sallis, Velma Sanders,
Barbara Smith, Tony Triplett, Janet Wilkins,
and Fred Wynne, individually and on behalf of
similarly situated persons,

Plaintiffs,

vs.

Woodward Governor Company,

Defendant.

DOCKETED

APR 28 2004

FILED

APR 26 2004

MICHAEL W. DOBBINS, CLERK
UNITED STATES DISTRICT COURT

Case No. 03 C 50190

Class Action

Judge Philip Reinhard

Magistrate Judge Mahoney

Jury Trial Demanded

SECOND AMENDED CLASS ACTION COMPLAINT

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The plaintiffs, individually and on behalf of similarly situated persons, complain of defendant Woodward Governor Company as follows:

NATURE OF THE ACTION

1. This is a class action brought under Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. §2000e *et. seq.* ("Title VII") and the Civil Rights Act of 1866, 42 U.S.C. § 1981, as amended by the Civil Rights Act of 1991, 42 U.S.C. §1981A, seeking to redress unlawful employment practices on the basis of race and to remedy defendant's interference with the rights of plaintiffs and other similarly situated persons to make, enter into and enforce contracts. Plaintiffs Sallis and Wilkins also bring individual claims of gender discrimination. Plaintiffs further allege that defendant has engaged in a general and pervasive corporate policy and pattern and practice of discrimination against minorities in employment. Defendant's conduct as complained of herein constitutes intentional discrimination, and defendant's practices as complained of herein have a discriminatory impact on minority employees.¹

JURISDICTION AND VENUE

2. This court has jurisdiction pursuant to 28 U.S.C. §§1331, 1337 and 1343.

3. Venue is proper because the unlawful conduct alleged herein was committed and continues to occur within the boundaries of the Northern District of Illinois, Western Division.

4. Plaintiff Demetric Bell is an African-American citizen of the United States who resides in Winnebago County, Illinois.

5. Plaintiff Marilyn Berry is an African-American citizen of the United States who resides in Winnebago County, Illinois.

¹ Each of the named plaintiffs, as well as another 13 additional persons represented by plaintiffs' counsel, filed complaints of discrimination with the Equal Employment Opportunity Commission. In an effort to further the efficient resolution of the claims raised in this case, plaintiffs earlier requested and received right to sue letters with regard to four named plaintiffs: Demetric Bell, Cathy Brown, Timmy Link and Brenda Riley and their class and individual Title VII claims were added on December 4, 2003. Pursuant to the Court's April 26, 2004 deadline to add parties and claims to this litigation, plaintiffs requested Right to Sue letters for the remaining named plaintiffs. The EEOC has determined to keep open its investigation of all of the named plaintiffs' charges, as well as of the additional charging parties.

6. Plaintiff Catherine Brown is an African-American citizen of the United States who resides in Winnebago County, Illinois.
7. Plaintiff Kimberly Buchanan is an African-American citizen of the United States who resides in Winnebago County, Illinois.
8. Plaintiff Gilberto Gonzalez is an Hispanic citizen of the United States who resides in Winnebago County, Illinois.
9. Plaintiff Della Jarrett is an African-American citizen of the United States who resides in Winnebago County, Illinois.
10. Plaintiff Timmy Link is an African-American citizen of the United States who resides in Rock County, Wisconsin.
11. Plaintiff Eddie Manning, Jr. is an African-American citizen of the United States who resides in Winnebago County, Illinois.
12. Plaintiff Kim Nachampassack is an Asian-American citizen of the United States who resides in Winnebago County, Illinois.
13. Plaintiff Duane Parks is an African-American citizen of the United States who resides in Winnebago County, Illinois.
14. Plaintiff Brenda Riley is an African-American citizen of the United States who resides in Winnebago County, Illinois.
15. Plaintiff Darnel Royal is an African-American citizen of the United States who resides in Winnebago County, Illinois.
16. Plaintiff Robin Sallis is an African-American female citizen of the United States who resides in Rock County, Wisconsin.
17. Plaintiff Velma Sanders is an African-American citizen of the United States who resides in Winnebago County, Illinois.
18. Plaintiff Barbara Smith is an African-American citizen of the United States who resides in Winnebago County, Illinois.

19. Plaintiff Tony Triplett is an African-American citizen of the United States who resides in Winnebago County, Illinois.

20. Plaintiff Janet Wilkins is an African-American female citizen of the United States who resides in Winnebago County, Illinois.

21. Plaintiff Fred Wynne is an African-American citizen of the United States who resides in Ottawa County, Michigan.

22. Defendant Woodward Governor Company is a Delaware Corporation doing business in the State of Illinois and the City of Rockford, Illinois. At all relevant times, the defendant has employed more than five hundred persons.

23. Plaintiffs, with the exception of Della Jarrett, filed timely Charges of Discrimination with the United States Equal Employment Opportunity Commission, received Right to Sue Letters, attached hereto as Exhibit 1, and have timely filed their claims under Title VII.

BACKGROUND

24. Woodward Governor Company was founded in 1870. The Company designs and manufactures hydromechanical and electronic controls, fuel delivery systems, actuators, valves and related components. In 2002, the Company had sales in excess of \$679,000,000. The Company is headquartered in Rockford, Illinois, and has approximately 3,500 employees at facilities throughout the country. The Company employs over 1,000 persons at facilities in Rockford, Illinois and Rockton, Illinois.

25. As set forth below, for many years Woodward Governor has engaged in a pervasive company-wide pattern and practice of discrimination against African-Americans, Hispanics and other minorities with respect to compensation, promotions, hiring, and other terms and conditions of employment. African-Americans, Hispanics and other minorities are under-represented in Woodward Governor Company's work force and severely under-represented in the Company's management and supervisory levels.

26. For example, although African-Americans make up over 15% of the local population and comprise at least 13% of the civilian labor force. (U.S. Census EEO Special File and Public Use Data Tapes), Woodward Governor Company currently employs less than 3% African-American employees. This is less than comparable to other employers in the Rockford area.

27. Each plaintiff asserts a claim of pervasive company-wide pattern and practice race discrimination and each plaintiff seeks injunctive relief to eradicate company-wide discriminatory practices, regardless of whether a class is certified. The Company's unlawful pattern of conduct has adversely affected all the plaintiffs.

28. The discriminatory conduct against minorities that defendant has engaged in includes, but is not limited to the following:

- a. defendant has paid lower wages to minority employees as compared to the wages paid to white employees;
- b. for years and on a continuing basis, defendant has intentionally ignored substantial disparities between the wages of minority employees as compared to non-minority employees;
- c. defendant has failed to advance the plaintiffs and minority employees into higher level classifications and jobs within the company in the same manner that it has advanced and promoted white employees;
- d. defendant has subjected minority employees to a racially hostile work environment, and has tolerated racial slurs and stereotypes of minority employees;
- e. defendant has failed to investigate or act upon legitimate complaints about discrimination raised by minority employees;
- f. defendant has required minority employees to perform out of class work without receiving an appropriate title or wages commensurate with the work performed;
- g. defendant has criticized and disciplined minority employees for talking and associating with each other in the work place, whereas other employees who talk in the workplace are not similarly criticized or disciplined; and
- h. defendant has required employees to refrain from revealing their rate of pay so as to perpetuate discrimination in compensation.

29. At all relevant times, Human Resources and personnel functions have been implemented through a central Human Resources Department. At all relevant times, the Company

has operated through company-wide standard personnel policies. These company-wide policies include policies relating to compensation and the advancement of employees.

30. The criteria used by defendant in determining who to promote or advance in classification are needlessly subjective and infected with racial bias.

31. The criteria used by defendant in determining the compensation of employees are needlessly subjective and infected with racial bias.

32. The race discrimination claims of the plaintiffs and the class herein are based upon both disparate treatment and disparate impact theories.

THE REPRESENTATIVE PLAINTIFFS

33. Demetric Bell was employed as a machinist by the defendant from April 3, 1995 through October 8, 2002. Despite performing his job skillfully, Bell was not advanced beyond the entry level machinist classification (class 1) during his seven and a half years of employment with the Company, nor did he reach the highest salary level corresponding with this classification, whereas similarly situated non-minority employees were. During his employment with the Company, Bell was paid less than many comparable white employees with less experience. Bell repeatedly complained about his salary to management and Human Resources, and repeatedly complained about his job level to management, but no action was taken. In 2002, Bell complained to Human Resources that he and others were discriminated against based on race. Bell was also denied training provided to white employees. Because defendant failed to take adequate remedial action, Bell had no choice but to resign.

34. Marilyn Berry has worked for the defendant since 1981. She is currently employed as an S/Process Operator.² Plaintiff's current rate of pay is \$13.18/hour. On a continuing basis, Berry has been paid less than white employees with less tenure and skills, who are unable to perform all of the jobs that Berry can. Berry has not advanced at the same rate and to the same levels as other

² The references in this Amended Complaint to plaintiffs' jobs, job levels and pay rates are to the circumstances existing at the time the original Complaint was filed.

comparable co-workers, including employees who previously worked in the same area or department with Berry and who have advanced and transferred to different areas within the company. On several occasions, Berry asked for but was denied transfers. Berry was also subjected to discriminatory work assignments, transfers and criticism by her supervisors. On several occasions, Berry complained to her supervisors about her compensation, work assignments, job level and not getting transfers requested. She also complained about her compensation to Human Resources.

35. Catherine Brown has worked for the defendant since 1972. She is currently employed as an Administrative Specialist in Engineering Services. Plaintiff's current rate of pay is \$13.38/hour. Prior to receiving a small raise in January 2003, Brown was paid at the same rate as a white female hired less than a year earlier into the same job. During her career, plaintiff has been passed over for promotions to Sales Assistant and Engineering Records positions for which she was qualified. On a continuing basis, Brown has performed job duties above and beyond those of the stated level of her job, but Brown has not been promoted or compensated accordingly. Brown has been required to work far more overtime than white employees. When Brown complained about her treatment to Human Resources, she was told to have "broad shoulders."

36. Kimberly Buchanan worked for defendant from April 19, 1999 to April 25, 2003. Buchanan was the only African-American employee in defendant's Corporate division, world-wide. Buchanan was hired as a Communications Specialist, Level I at an annual base salary of \$38,012.00. On a continuing and ongoing basis, Defendant failed to pay Buchanan commensurate with her skills, education and job duties, whereas less qualified non African-American employees were promoted to higher job levels and paid disproportionately more than she was. After posting job duties performed by Buchanan in connection with another Communications Specialist, Level II job on July 19, 2002, defendant hired and promoted a similarly situated non African-American employee to a higher level position than Buchanan, Communications Specialist II, on August 21, 2002, while ignoring Buchanan's requests to be promoted to at least Communications Specialist II. Defendant then transferred some of Buchanan's duties to this employee. Buchanan complained starting in July,

2001, about her pay level, classification level and about being required to perform work above her job classification without being given a promotion or increase in pay. Buchanan was then retaliated against and received a lower raise than to which she was entitled. Buchanan was subjected to different and unfavorable terms and conditions of employment as compared to similarly situated non African-American employees. Buchanan objected to requests by defendant to create the inaccurate perception that its work force was diverse and that it was undertaking programs to increase representation of minorities in its work force and in management. For example, Buchanan was asked to stage photos of minorities performing jobs they did not hold. In connection with a November 2002 meeting concerning "diversity," attended by minority employees who raised complaints about discrimination, Buchanan complained to the head of Human Resources about her compensation and discrimination. As a result of these complaints, defendant falsely stated it was finally promoting her to the job level of Communication Specialist II, but, instead, terminated her employment for discriminatory and retaliatory reasons. Less tenured, less experienced and less skilled non African-American employees were either not laid off or were offered other jobs within the company. Buchanan was not offered any other jobs. The similarly situated non African-American employee that was hired and promoted over Buchanan was not laid off, even though she was paid more than Buchanan. Buchanan's salary at the time of her termination was \$42,248.00. Defendant denied Buchanan jobs she applied for in the company after she learned she would be laid off based on pretextual reasons.

37. Gilberto Gonzalez is a former Marine and has worked for the defendant since 1990. Gonzalez entered the Woodward Governor Academy in June 1990 and graduated from the Academy in June 1992. He is currently employed as a Test Stand Operator. Plaintiff's current rate of pay is \$17.01/hour. During his employment with the defendant, Gonzalez has been paid less than non-minority employees with less or comparable skills, experience or tenure. Gonzalez has been discriminated against in terms of work assignments, transfers and promotions. Among other incidents, Gonzalez was denied a lead position in the A.S.V. department for which he applied in

2001, a lead position in the A.S.V. in 2002 which was not posted and lab tech positions for which he applied in 2003 and 2004. Despite his excellent job performance, Gonzalez has been kept in lower job classification levels longer than white employees, which adversely affects his pay. Gonzalez has complained to management about his compensation, job level and denials of promotions. Gonzalez has also been subjected to a work environment hostile to Hispanic and African-American employees and has been denied training opportunities on the same basis as they are provided to white employees.

38. Della Jarrett worked for the defendant from February 6, 1981 until November 15, 2002. Jarrett began as a file clerk in the Engineering Department and eventually received a position as an Administrative Assistant, which she held during several extended periods (only to be later transferred or demoted). Over the course of her employment, Jarrett was frequently transferred and demoted to different jobs, whereas similarly situated white employees received more favorable treatment and assignments. On one occasion, when Jarrett was transferred to a job working directly for a manager to a job in Engineering Records, defendant created a higher level job for a less qualified similarly situated white employee, who then required training for tasks that Jarrett was qualified to perform. In approximately 1997, Jarrett became an overall secretary for the Electrical Engineering Department. In November 1999, Jarrett was informed that she was going to be transferred back to Engineering Records, and she worked in that job from January 2000 through November 2002. Defendant created a job posting dated November 19, 1999 for the Engineering Services Administrator job that indicates that a "2 Year administrative degree" which Jarrett had "is a plus." After Jarrett gave her notice of resignation in October 2002, Woodward created a job posting for the job she was leaving that omitted the educational requirements or many of the things that Jarrett did, as an after-the-fact justification for Jarrett's wages. Despite performing her job duties in an exemplary fashion, Jarrett was paid less than non-minority employees with less or comparable skills and was improperly treated as an "entry-level" employee, whereas similarly situated white employees received higher level jobs and classifications. Jarrett wrote to Human

Resources in October 2002 to express her concern about her salary level and job assignments, but received no response. Based upon her reasonable belief that because of her race she had no opportunities for advancement and would continue to be treated unfairly with respect to salary, Jarrett resigned from defendant effective November 15, 2002.

39. Timmy Link has worked for the defendant since 1989. He is currently employed as a test stand operator. Until his pay was raised in March 2003 (after the Company learned that the instant litigation would be filed) plaintiff's rate of pay was \$15.27/hour. He was and is paid less than white employees in the same job class with less experience. Despite his excellent job performance, Link has been kept in lower job classifications longer than white employees, which adversely affects his pay. During January and August 2003, Link applied for Assembly and Test leader positions. He was not interviewed for the position posted in January 2003. On both occasions, the positions were given to white employees who were not more qualified than Link.

40. Eddie Manning has worked for the defendant since 1991. He is currently employed as a Deburrer Lead Person. Plaintiff's current rate of pay is \$16.25/hour. During his employment with defendant, Manning has been paid less than non-minority employees with less or comparable skills, experience or tenure. Despite his excellent job performance, Manning has been kept longer in lower job classification levels than white employees, which adversely affects his pay. When Manning was promoted to the job of "lead" or working leader, he was not given a commensurate pay increase. He has also been subjected to a work environment hostile to African-American employees.

41. Kim Nachampassack first worked for the defendant in 1990. She is currently paid at the rate of \$16.00/hour. During her employment with defendant, Nachampassack has been paid less than non-minority employees with less or comparable skills, experience or tenure. Nachampassack has also been kept in lower job classification levels longer than white employees, which adversely affects her pay. She has also been denied training provided to similarly situated non-minority employees and has been subjected to unwarranted scrutiny and discipline.

42. Duane Parks has worked for the defendant since 1986. He is currently employed in Finish Assembly. Parks is paid at the rate of \$14.71/hour, which is approximately the same rate as a white employee with 14 less years of service. Parks has also been kept in lower job classification levels longer than white employees, which adversely affects his pay. Parks has also been subjected to a work environment hostile to African-American employees, including racially derogatory comments. Parks and other African-American employees have been told not to congregate or speak to each other, while white employees are allowed to do so. When Parks complained to management, he was told to learn to have a thick skin.

43. Brenda Riley has worked for the defendant since 1980. She is currently employed in HMW/FMW Assembly. Plaintiff's current rate of pay is \$1611.00 on a bi-weekly basis. During her employment with the defendant, Riley has been paid less than non-minority employees with less or comparable skills, experience or tenure. Despite her excellent job performance, Riley has been kept longer in lower job classification levels than white employees, which adversely affects her pay. Unlike white employees, Riley has also been required to perform work above her job classification without commensurate pay.

44. Beginning in the Fall of 1997, Darnel Royal worked at Woodward as a temporary employee and assigned to work in the oil room. Royal became a Woodward employee effective February 16, 1998. Royal continued working in the oil room until January 10, 2002. At that time, his supervisor in the oil room (Glen Moist) retired. When Moist retired, Royal was discriminatorily denied promotion to Moist's position. In January 2002, Royal was discriminatorily demoted into the position of security guard and given a reduction in pay so that defendant could accommodate a white employee. Royal was the only African-American security officer in the company. On a continuing basis, Royal has been paid less than white employees with less tenure and skills. For example, when Royal worked in the oil room, his rate of compensation was below the pay scale range for his job. In addition, Royal was paid less than white security officers who were hired subsequent to him. In approximately September 2002, there was a rate adjustment in the gatehouse

and Royal should have received an increase in compensation (approximately 4%). Based on information and belief, Royal's wages were not raised pursuant to this adjustment. Further, after Royal was transferred out of security, his rate of compensation was not increased back to at least the rate he was paid before transferring into security. In contrast, on information and belief, the compensation rate of at least one white co-worker was reduced upon transferring into security but increased back to at least the prior rate after his transfer out of security. Royal continues to earn less than he was paid while working in the oil room (Equipment Services Department). Royal was also discriminatorily passed over for promotion to an Inspection position in March 2003. In 2003, Royal applied for jobs in Air Gap that became available as a result of the Buffalo, New York plant closing. Royal was informed that he would receive the job and training for it. Royal was discriminatorily denied the training and added compensation the training would entail. During his employment, Royal has been subjected to a work environment hostile to African-American and Hispanic employees. For example, Royal was told by his supervisor not to spend time with a white female employee because this upset people in the corporate office and he could get fired if he continued. Royal was also singled out by his supervisor to remove a raccoon from a cage trap so that pictures could be taken of him with the raccoon and then posted throughout the area. During the course of this litigation, Woodward has destroyed evidence related to the raccoon incident (namely, the photos) and has presented fabricated assertions concerning details of the incident. The incident and public display (including responsive comments from co-workers) were racially offensive and caused Royal severe emotional distress.

45. Robin Sallis has worked for the defendant since 1974. She is currently employed as a Level I Assembly Tech. Plaintiff's current rate of pay is \$14.68, which is less than the Company pays white and male employees in the same job with less tenure. Despite working for defendant since 1974, Sallis has been kept at the entry level classification, which adversely affects her pay. She has trained less qualified and tenured white employees, who have progressed ahead of her through job levels. Sallis has also been denied computer training afforded to white employees.

46. Velma Sanders has worked for defendant since 1989. She is currently employed as an Inspector. Plaintiff's current rate of pay is \$12.70/hour. Plaintiff is paid approximately 25% less than a white employee in the same job class who has comparable experience with the Company. Sanders has trained less qualified and tenured white employees who have progressed ahead of her through job levels and are paid more than Sanders. During her career, Sanders has been subjected to a racially hostile work environment, including racially derogatory comments and unwarranted and disparate discipline.

47. Barbara Smith has worked for defendant since 1983. She is currently employed in Accounts Payable. She is currently paid \$15.06/hour, which is less than what the Company pays a white employee in the same job class who only has two years of full-time service with the Company. Smith has trained less qualified and tenured white employees (including her supervisor), who have progressed to higher level jobs and are paid more than Smith. In her current job, Smith performs duties of a higher level employee, but has not been promoted or provided commensurate pay.

48. Tony Triplett has worked for the defendant since 1974. He is currently employed as a Machinist. Plaintiff's current rate of pay is \$1506.00 on a bi-weekly basis. During his career with defendant, Triplett has performed a wide variety of jobs and developed broad expertise. Nonetheless, he has been passed over for management or leadership positions, despite requesting consideration for them, and is paid less than white employees with less skills and experience. Triplett has also been kept in lower job classification levels longer than white employees, which adversely affects his pay.

49. Janet Wilkins has worked for the defendant since 1978. She is currently employed as a Reliability Test Technician. Plaintiff's current rate of pay is \$15.57/hour. Despite her excellent job performance, Wilkins has been paid less than white employees with less tenure and skills. For example, white and male employees with less than half her 24 years of experience are paid as much or more than Wilkins. Wilkins has also been kept in lower job classification levels longer than white employees, which adversely affects her pay.

50. Fred Wynne was hired by defendant in August 1999 as a Continuous Improvement Leader working in Zeeland, Michigan. Subsequently, Wynne's responsibilities were expanded to include Woodward's Winnebago County facilities, where he maintained a desk. Following a company reorganization in 2002, Wynne assumed responsibilities as Acting Manager for the Global Continuous Improvement Group. Despite the fact that Wynne performed these duties in an exemplary manner, in July 2003, the Global Continuous Improvement Manager position held by Wynne was posted (without his knowledge) on the Woodward company-wide intranet. When the posting was brought to Wynne's attention by a co-worker, he applied for the position, but did not receive it. The position was given to a far less qualified white employee in Winnebago County, who Wynne had to transition into the job. Wynne was given the justification that the less qualified white employee supposedly had more confidence, although Wynne's record and performance history demonstrate otherwise. Following the appointment of the new Global Continuous Improvement Manager, Wynne's job duties were re-defined in a manner which constitutes a demotion; for example, Wynne no longer supervises other employees, and reports to the employee promoted over him in Winnebago County. Wynne has made complaints regarding his racially discriminatory treatment, but, to date, no corrective action has been taken.

**WRONGFUL CONDUCT AGAINST
THE INDIVIDUAL PLAINTIFFS AND THE CLASS**

51. On a continuing basis, defendant has paid the plaintiffs and the class less than similarly situated white employees. On a continuing basis, white employees receive larger and more frequent raises than minority employees, including plaintiffs.

52. Within many departments at Woodward Governor, there is a hierarchy of job classifications. Higher job classifications carry with them the opportunity to earn greater amounts of money and to obtain further advancement. Increase in job classifications are considered by defendant to be promotions, but are not posted and movement to different levels of job classifications is within the control and discretion of defendant's supervisors and managers. On a continuing and ongoing basis, defendant has failed to advance plaintiffs as well as other minority

employees in terms of job classifications in the same manner that similarly situated white employees are advanced.

53. On a continuing basis, the plaintiffs and other minority employees have been passed over for promotions or opportunities for advancement, which have been given to white employees with the same or less qualifications, experience and tenure. Many of the plaintiffs, as well as other minority employees, have trained white co-workers who have gone on to surpass them in terms of job position and/or salary.

54. As a result of being rejected for promotions and other advancement opportunities for which they were qualified, and their observation that other minority employees have been similarly treated, plaintiffs and other minority employees have been deterred from applying for or seeking advancement with defendant.

55. The Company's performance evaluation, promotion and advancement processes are unduly subjective, have a disparate impact on minorities, and do not meet standards of job-relatedness and business necessity.

56. On a continuing basis, the plaintiffs and other minority employees have been subjected to discrimination in other terms and conditions of employment, including a racially hostile work environment, in which management has tolerated racial slurs and stereotypes of minority employees. Supervisors have condoned and actively participated in this conduct. Some examples of the racial slurs, epithets and conduct that have occurred in the workplace are the following:

- a. The statement made by a Woodward Governor Company supervisor that he didn't like "niggers," and that African-Americans "smell sweet and stink."
- b. For many years, since at least February 1998, there was a noose hanging in the "Destruct Room." It was not removed until after evidence concerning the noose was included in discovery produced by plaintiffs in this litigation. The noose clearly had no work-related function and resembled a rope used for lynching. The noose was in a conspicuous location to anyone working in the Plating Department.
- c. The statement made by a Woodward Governor Company supervisor that he would not have sex with "a nasty trash bitch" who was dating a black man.

- d. The statement made by a Woodward Governor Company employee in the presence of the supervisor of one of the plaintiffs' that "if your people continue like this, they'll be back in slavery."
- e. The statement made in a conference attended by management that a white woman had thrown away her life by getting married to an African-American man and that "no decent white man would touch a white woman that had been with a black man."
- f. The statement by a manager to a white employee that she should not "hang around the blacks."
- g. The use of the term "African Engineering" to describe mistakes made in the design process.
- h. The statement at a conference attended by the former CFO that a dark-skinned employee had "forgot to wash his face in the morning."
- i. The direction from a Woodward Governor Company Supervisor to a newly designated African-American lead that "now that he was a lead person he should watch who he hangs around with because he will be judged differently from them (i.e., his black friends)."
- j. The widespread use of demeaning references with regard to the sexual preferences of African-American males.
- k. The widespread stereotyping of the work habits of minority employees (e.g., "lazy blacks," "he's the hardest working minority employee").
- l. The distribution of racially insensitive cartoons and jokes in the workplace.
- m. The pattern of reprimanding African-American employees when they talk with each other in the workplace while allowing whites to freely congregate, even when they are wasting time.

57. Most of the plaintiffs have directly complained to their supervisors and/or to Human Resources regarding the conditions and conduct described above. Some have complained on repeated occasions. Company officials have ignored these complaints and, on several occasions, have retaliated against persons raising or corroborating such complaints. For example, current and former employees who complained to management about racial slurs were told to "try to get along" with the racist employees or to have "broad shoulders." In similar fashion, Human Resources personnel have told plaintiffs that they will "look into their complaints," and then failed to get back to them. In some instances, Human Resources personnel have acknowledged or participated in the offensive conduct, but advised plaintiffs that they should "work things out" with the offending party.

COUNT I
§1981 - Race Discrimination in Compensation

58. This count is brought by all plaintiffs, individually and on behalf of a class.

59. Plaintiffs incorporate and reallege Paragraphs 1 through 57 of this Class Action Complaint.

60. The aforementioned conduct of defendant was racially motivated and constitutes a pattern and practice of discrimination against African-Americans, Hispanics and other minorities in connection with compensation to employees in violation of 42 U.S.C. §1981. African-Americans, Hispanics and other minorities have been and are continually denied compensation at the levels provided to comparably experienced or qualified white employees.

61. The aforementioned conduct has resulted in damages to each of the representative plaintiffs individually and to the class including, but not limited to, loss of pay, loss of benefits, emotional anguish, humiliation and embarrassment. The foregoing acts of defendant, its agents and employees, were deliberate, intentional, willful, wanton and malicious and taken with reckless disregard to plaintiffs' civil rights, thereby entitling plaintiffs to punitive damages.

62. Plaintiffs bring this Count individually and as a class action against the defendant pursuant to Fed.R.Civ.P. Rule 23(a), and Rule 23(b)(2) and/or(b)(3). The class consists of all African-American, Hispanic and other minority persons employed by defendant at its facilities in Rockford or Rockton within the applicable limitations period, taking into account that defendant's conduct with respect to race discrimination constitutes a continuing violation and that defendant's salary secrecy policy constitutes grounds for extending the applicable limitations period.

63. The members of this class are so numerous that joinder of all class members is impracticable. While the exact number of class members can only be ascertained through discovery, plaintiffs allege on information and belief that there are in excess of 50 members of the class.

64. There are questions of law or fact common to the class including, inter alia, whether defendant's policies, practices and procedures with respect to compensation discriminated against African-American, Hispanic and other minority employees; whether defendant's conduct was carried

out with discriminatory intent; whether defendant has common defenses; and whether injunctive relief is an appropriate remedy for defendant's conduct.

65. The claims of the representative plaintiffs are typical of the claims of the class members inasmuch as they arise from the same course of conduct and are based upon the same legal theory.

66. The representative plaintiffs and counsel will fairly and adequately protect the interests of the class. The representative plaintiffs do not have interests which are antagonistic to or in conflict with the class. The representative plaintiffs have retained counsel who are competent and experienced in employment discrimination and class litigation.

67. The class can be properly certified under Fed.R.Civ.P. Rule 23(b)(2) in that defendant has acted or refused to act on grounds generally applicable to the class, thereby making appropriate injunctive relief or corresponding declaratory relief with respect to the class as a whole.

68. The class can also be properly certified under Fed.R.Civ.P. Rule 23(b)(3) in that common questions predominate over any questions affecting only individual class members. The same discriminatory compensation system, practices and policies were applied to deny proper compensation to members of the class.

69. A class action is superior to other available methods for the fair and efficient adjudication of this controversy. There are no other considerations that would militate against the maintenance of this case as a class action.

70. In the event that a plaintiff class is not certified as requested in this Count, the Court should still enter systemic injunctive relief to address the unlawful conduct complained of herein.

71. Plaintiffs demand trial by jury as to all questions properly tried to a jury.

PRAYER FOR RELIEF

With respect to Count I, plaintiffs respectfully request that this Court:

- A. Determine that this claim should proceed as a class claim on behalf of the class defined herein;

- B. Enter a declaratory judgment finding and declaring that defendant has discriminated against each of the representative plaintiffs individually and against the class, in violation of 42 U.S.C. §1981, as amended;
- C. Grant a permanent injunction enjoining defendant, its officers, successors, assigns and all persons in active concert or participating with it, from engaging in any conduct and employment practice with respect to compensation which discriminates on the basis of race;
- D. Order defendant to make whole each of the representative plaintiffs individually and class members by providing backpay and prejudgment interest in amounts to be proven at trial and other affirmative relief necessary to eradicate the effects of defendant's unlawful conduct and employment practices;
- E. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future pecuniary losses resulting from the unlawful conduct and employment practices alleged herein;
- F. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future non-pecuniary losses resulting from the unlawful conduct and practices alleged herein, including humiliation, in amounts to be determined at trial;
- G. Order defendant to pay to each of the representative plaintiffs individually and class members punitive damages for the malicious and reckless conduct and practices alleged herein in amounts to be determined at trial;
- H. Award the representative plaintiffs and the class attorney's fees and costs incurred in this action; and
- I. Grant such other and further relief as the Court deems appropriate.

COUNT II

Title VII - Race Discrimination in Compensation

- 72. This count is brought by all plaintiffs individually and on behalf of a class.
- 73. Plaintiffs incorporate and reallege Paragraphs 1 through 57 of this Complaint as if set forth herein.
- 74. The aforementioned conduct of defendant was racially motivated and constitutes a pattern and practice of discrimination against each plaintiff individually and other minority employees in connection with compensation to employees in violation of Title VII of the Civil Rights Act of 1964, as amended. African-Americans, Hispanics and other minorities have been and

are continually denied compensation at the levels provided to comparably experienced or qualified Caucasian employees.

75. Defendant's compensation system has had and continues to have a disparate impact on African-American, Hispanic and other minority employees. Defendant's compensation system is not job related or justified by business necessity, in violation of Title VII.

76. The aforementioned conduct has resulted in damages to plaintiffs including, but not limited to, loss of pay, loss of benefits, emotional anguish, humiliation and embarrassment. The foregoing acts of defendant, its agents and employees, intentionally discriminated against plaintiffs with malice or reckless indifference to plaintiffs' civil rights, thereby entitling plaintiffs to punitive damages.

77. Plaintiffs bring this Count individually and as a class action against the defendant pursuant to Fed.R.Civ.P. Rule 23(a), and Rule 23(b)(2) and/or(b)(3). The class consists of all African-American, Hispanic or other minority persons employed by defendant at its facilities in Rockford or Rockton within the applicable limitations period, taking into account that defendant's conduct constitutes a continuing violation and that defendant's salary secrecy policy constitutes grounds for extending the applicable limitations period.

78. The members of this class are so numerous that joinder of all class members is impracticable. While the exact number of class members can only be ascertained through discovery, plaintiffs allege on information and belief that there are in excess of 50 members of the class.

79. There are questions of law or fact common to the class including, inter alia, (a) whether defendant's practices and procedures with respect to compensation have discriminated and continue to discriminate against minority employees; (b) whether defendant's conduct was and continues to be carried out with discriminatory intent; (c) whether defendant's compensation system has had and continues to have a disparate impact on minority employees; (d) whether defendant's compensation system is job-related or a business necessity; (e) whether defendant has common defenses; and (f) whether injunctive relief is an appropriate remedy for defendant's conduct.

80. The claims of the representative plaintiffs are typical of the claims of the class members inasmuch as they arise from the same course of conduct and are based upon the same legal theories.

81. The representative plaintiffs and counsel will fairly and adequately protect the interests of the class. The representative plaintiffs do not have interests which are antagonistic to or in conflict with the class. The representative plaintiffs have retained counsel who are competent and experienced in employment discrimination and class litigation.

82. The class can be properly certified under Fed.R.Civ.P. Rule 23(b)(2) in that defendant has acted or refused to act on grounds generally applicable to the class, thereby making appropriate injunctive relief or corresponding declaratory relief with respect to the class as a whole.

83. The class can also be properly certified under Fed.R.Civ.P. Rule 23(b)(3) in that common questions predominate over any questions affecting only individual class members. The same discriminatory compensation system, practices and policies were applied to deny proper compensation to members of the class.

84. A class action is superior to other available methods for the fair and efficient adjudication of this controversy. There are no other considerations that would militate against the maintenance of this case as a class action.

85. In the event that a plaintiff class is not certified as requested in this Count, the Court should still enter systemic injunctive relief to address the unlawful conduct complained of herein.

86. Plaintiffs demand trial by jury as to all questions properly tried to a jury.

PRAYER FOR RELIEF

With respect to Count II, plaintiffs respectfully request that this Court:

- A. Determine that this claim should proceed as a class claim on behalf of the class defined herein;
- B. Enter a declaratory judgment finding and declaring that defendant has discriminated against each of the representative plaintiffs individually and against the class, in violation of Title VII of the Civil Rights Act of 1964, as amended;

- C. Grant a permanent injunction enjoining defendant, its officers, successors, assigns and all persons in active concert or participating with it, from engaging in any employment conduct or practice with respect to compensation which discriminates on the basis of race;
- D. Order defendant to make whole each of the representative plaintiffs individually and class members by providing backpay and prejudgment interest in amounts to be proven at trial and other affirmative relief necessary to eradicate the effects of defendant's unlawful conduct and employment practices;
- E. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future pecuniary losses resulting from the unlawful conduct and employment practices alleged herein;
- F. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future non-pecuniary losses resulting from the unlawful conduct and practices alleged herein, including humiliation, emotional distress and embarrassment in amounts to be determined at trial;
- G. Order defendant to pay each of the representative plaintiffs individually and class members punitive damages for the malicious and reckless conduct and practices alleged herein in amounts to be determined at trial;
- H. Award the representative plaintiffs and the class attorneys' fees and costs incurred in this action; and
- I. Grant such other and further relief as this Court deems appropriate

COUNT III

§1981 - Race Discrimination in Terms and Conditions of Employment

87. This count is brought by all plaintiffs, individually and on behalf of a class.

88. Plaintiffs incorporate and reallege Paragraphs 1 through 57 of this Class Action Complaint.

89. The aforementioned conduct of defendant was racially motivated and constitutes discrimination by defendant against each plaintiff individually and other minority employees with respect to the terms and conditions of their employment (including denial of training, the work environment and opportunities for job advancement, promotions and higher job classifications) in violation of 42 U.S.C. §1981. By discriminating against the plaintiffs and other minority employees in failing to appropriately advance them up through their respective job levels and corresponding pay

ranges, the plaintiffs and other minority employees were denied compensation, additional responsibilities and advancement and promotion opportunities. Defendant has engaged in a pattern and practice of discrimination against African-American, Hispanic and other minority employees in connection with the terms and conditions of their employment.

90. The aforementioned conduct has resulted in damages to each of the plaintiffs individually and to the class including, but not limited to, loss of pay, loss of benefits, emotional anguish, humiliation and embarrassment. The foregoing acts of defendant, its agents and employees, were deliberate, intentional, willful, wanton and malicious and taken with reckless disregard to plaintiffs' civil rights, thereby entitling plaintiffs to punitive damages.

91. Plaintiffs bring this Count individually and as a class action against the defendant pursuant to Fed.R.Civ.P. Rule 23(a), and Rule 23(b)(2) and/or(b)(3). The class consists of all African-American, Hispanic or other minority persons employed by defendant at its facilities in Rockford or Rockton who have been discriminated against in connection with the terms and conditions of their employment (including the work environment and opportunities for promotions, transfers, training, increases in job classification or level or other opportunities for advancement) within the applicable limitations period, taking into account that defendant's conduct with respect to race discrimination constitutes a continuing violation and that various of defendant's policies and practices constitute grounds for extending the applicable limitations period.

92. The members of this class are so numerous that joinder of all class members is impracticable. While the exact number of class members can only be ascertained through discovery, plaintiffs allege on information and belief that there are in excess of 50 members of the class.

93. There are questions of law or fact common to the class, including, inter alia, whether defendant's company-wide personnel policies and practices discriminated against minority employees; whether defendant's conduct was carried out with discriminatory intent; whether defendant has common defenses; and whether injunctive relief is an appropriate remedy for defendant's conduct.

94. The claims of the representative plaintiffs are typical of the claims of the class members inasmuch as they arise from the same course of conduct and are based upon the same legal theory.

95. The representative plaintiffs and counsel will fairly and adequately protect the interests of the class. The representative plaintiffs do not have interests which are antagonistic to or in conflict with the class. The representative plaintiffs have retained counsel who are competent and experienced in employment discrimination and class litigation.

96. The class can be properly certified under Fed.R.Civ.P. Rule 23(b)(2) in that defendant has acted or refused to act on grounds generally applicable to the class, thereby making appropriate injunctive relief or corresponding declaratory relief with respect to the class as a whole.

97. The class can also be properly certified under Fed.R.Civ.P. Rule 23(b)(3) in that common questions predominate over any questions affecting only individual class members. The same discriminatory personnel system, practices and policies were applied to the members of the class and negatively affected the terms and conditions of their employment.

98. A class action is superior to other available methods for the fair and efficient adjudication of this controversy. There are no other considerations that would militate against the maintenance of this case as a class action.

99. In the event that a plaintiff class is not certified as requested in this Court, the Court should still enter systemic injunctive relief to address unlawful conduct complained of herein.

100. Plaintiffs demand trial by jury as to all questions properly tried to a jury.

PRAYER FOR RELIEF

With respect to Count III, plaintiffs respectfully request that this Court:

- A. Determine that this claim should proceed as a class claim on behalf of the class defined herein;
- B. Enter a declaratory judgment finding and declaring that defendant has discriminated against each of the representative plaintiffs individually and against the class, in violation of 42 U.S.C. §1981, as amended;

- C. Grant a permanent injunction enjoining defendant, its officers, successors, assigns and all persons in active concert or participating with it, from engaging in any conduct and employment practice which discriminates on the basis of race;
- D. Order defendant to make whole each of the representative plaintiffs individually and class members by providing backpay and prejudgment interest in amounts to be proven at trial and other affirmative relief necessary to eradicate the effects of defendant's unlawful conduct and practices including, but not limited to, rightful place reinstatement;
- E. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future pecuniary losses resulting from the unlawful employment practices and conduct alleged herein;
- F. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future non-pecuniary losses resulting from the unlawful conduct and practices alleged herein, including humiliation, in amounts to be determined at trial;
- G. Order defendant to pay to each of the representative plaintiffs individually and class members punitive damages for the malicious and reckless conduct and practices alleged herein in amounts to be determined at trial;
- H. Award each of the representative plaintiffs individually and the class attorney's fees and costs incurred in this action; and
- I. Grant such other and further relief as this Court deems appropriate.

COUNT IV

Title VII - Race Discrimination in Terms and Conditions of Employment

101. This Count is brought by all plaintiffs individually and on behalf of a class.

102. Plaintiffs incorporate and reallege Paragraphs 1 through 57 of this Complaint as if set forth herein.

103. The aforementioned conduct of defendant was racially motivated and constitutes discrimination by defendant against each plaintiff individually and other minority employees with respect to the terms and conditions of their employment (including the work environment and opportunities for job advancement, training, promotions and higher job classifications) in violation of Title VII of the Civil Rights Act of 1964, as amended. Defendant has engaged in a pattern and practice of discrimination against African-American, Hispanic and other minority employees in connection with the terms and conditions of their employment.

104. Defendant's system, policies and practices with respect to terms and conditions of employment, including promotions, transfers, evaluations and job classifications, have a disparate impact on minority employees. Defendant's system, policies and practices with respect to terms and conditions of employment are not job related or justified by business necessity, in violation of Title VII.

105. African Americans, Hispanics and other minorities have been deterred from applying for promotions and transfers due to defendant's discriminatory practices.

106. The aforementioned conduct has resulted in damages to plaintiffs including, but not limited to, loss of pay, loss of benefits, emotional anguish, humiliation and embarrassment. The foregoing acts of defendant, its agents and employees, intentionally discriminated against plaintiffs with malice or reckless indifference to plaintiffs' civil rights, thereby entitling plaintiffs to punitive damages.

107. Plaintiffs bring this Count individually and as a class action against the defendant pursuant to Fed.R.Civ.P. Rule 23(a), and Rule 23(b)(2) and/or(b)(3). The class consists of all African-American, Hispanic and other minority persons employed by defendant at its facilities in Rockford or Rockton who have been discriminated against in connection with the terms and conditions of their employment (including the work environment and opportunities for promotions, transfers, training, increases in job classification or level or other opportunities for advancement) within the applicable limitations period, taking into account that defendant's conduct constitutes a continuing violation and that various of defendant's policies and practices constitute grounds for extending the applicable limitations period.

108. The members of this class are so numerous that joinder of all class members is impracticable. While the exact number of class members can only be ascertained through discovery, plaintiffs allege on information and belief that there are in excess of 50 members of the class.

109. There are questions of law or fact common to the class, including, inter alia, whether defendant's company-wide personnel system, practices and procedures discriminated against and

continue to discriminate against minority employees; whether defendant's conduct was and continues to be carried out with discriminatory intent; whether defendant's personnel system, practices and procedures have and continue to have a disparate impact against African-American Hispanic or other minority employees; whether defendant's personnel system, practices and procedures are job-related or justified by business necessity; whether defendant has common defenses; and whether injunctive relief is an appropriate remedy for defendant's conduct.

110. The claims of the representative plaintiffs are typical of the claims of the class members inasmuch as they arise from the same course of conduct and are based upon the same legal theory.

111. The representative plaintiffs and counsel will fairly and adequately protect the interests of the class. The representative plaintiffs do not have interests which are antagonistic to or in conflict with the class. The representative plaintiffs have retained counsel who are competent and experienced in employment discrimination and class litigation.

112. The class can be properly certified under Fed.R.Civ.P. Rule 23(b)(2) in that defendant has acted or refused to act on grounds generally applicable to the class, thereby making appropriate injunctive relief or corresponding declaratory relief with respect to the class as a whole.

113. The class can also be properly certified under Fed.R.Civ.P. Rule 23(b)(3) in that common questions predominate over any questions affecting only individual class members. The same discriminatory personnel system, practices and procedures were applied to members of the class and negatively affected the terms and conditions of their employment.

114. A class action is superior to other available methods for the fair and efficient adjudication of this controversy. There are no other considerations that would militate against the maintenance of this case as a class action.

115. In the event that a plaintiff class is not certified as requested in this Count, the Court should still enter systemic injunctive relief to address defendant's unlawful conduct complained of herein.

116. Plaintiffs demand trial by jury as to all questions properly tried to a jury.

PRAYER FOR RELIEF

With respect to Count IV, plaintiffs respectfully request that this Court:

- A. Determine that this claim should proceed as a class claim on behalf of the class, defined herein;
- B. Enter a declaratory judgment finding and declaring that defendant has discriminated against each of the representative plaintiffs individually and against the class, in violation of Title VII of the Civil Rights Act of 1964, as amended;
- C. Grant a permanent injunction enjoining defendant, its officers, successors, assigns and all persons in active concert or participating with it, from engaging in any conduct or employment practice with respect to the terms and conditions of employment, which discriminates on the basis of race;
- D. Order defendant to make whole the representative plaintiffs and class members by providing backpay and prejudgment interest in amounts to be proven at trial and other affirmative relief necessary to eradicate the effects of defendant's unlawful conduct or employment practices;
- E. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future pecuniary losses resulting from the unlawful employment practices described above;
- F. Order defendant to make whole each of the representative plaintiffs individually and class members by providing compensation for past and future non-pecuniary losses resulting from the unlawful conduct practices alleged herein, including humiliation, emotional distress and embarrassment, in amounts to be determined at trial;
- G. Order defendant to pay to each of the representative plaintiffs individually and class members punitive damages for their malicious and reckless conduct and practices alleged herein in amounts to be determined at trial;
- H. Award each of the representative plaintiffs individually and the class attorneys' fees and costs incurred in this action; and
- I. Grant such other and further relief as this Court deems appropriate

COUNT V

§1981 – UNLAWFUL TERMINATION AND RETALIATION

- 117. This Count V is brought by Plaintiff Buchanan individually, under 42 U.S.C. §1981.
- 118. Plaintiff incorporates and realleges Paragraphs 1 through 57 of this Complaint.
- 119. Plaintiff Buchanan engaged in protected conduct.

120. Defendant's conduct toward Buchanan as alleged herein constituted unlawful retaliation.

121. Defendant's termination of Buchanan constitutes unlawful discrimination and unlawful retaliation.

122. Defendant's conduct towards Buchanan was intentional, willful and egregious and resulted in lost wages, emotional anguish and other compensatory damages.

123. Plaintiff demands trial by jury as to all questions properly tried to a jury.

PRAYER FOR RELIEF

With respect to Count V, Plaintiff Buchanan respectfully requests that this Court:

- A. Enter a declaratory judgment finding and declaring that defendant has discriminated against Buchanan in violation of 42 U.S.C. §1981;
- B. Grant a permanent injunction enjoining defendant, its officers, successors, assigns and all persons in active concert or participating with it, from engaging in any conduct which discriminates on the basis of race;
- C. Order defendant to make Buchanan whole by providing backpay and prejudgment interest in amounts to be proven at trial and other affirmative relief necessary to eradicate the effects of defendant's unlawful conduct including, but not limited to, rightful place reinstatement;
- D. Order defendant to make Buchanan whole by providing compensation for past and future pecuniary losses resulting from the unlawful employment conduct alleged herein;
- E. Order defendant to make Buchanan whole by providing compensation for past and future non-pecuniary losses resulting from the unlawful conduct alleged herein, including humiliation, in amounts to be determined at trial;
- F. Order defendant to pay Buchanan punitive damages for the malicious and reckless conduct alleged herein in amounts to be determined at trial;
- G. Award Buchanan attorney's fees and costs incurred in this action;
- H. Enter an Order requiring defendant to reinstate plaintiff with all commensurate retroactive pay and benefits; and
- I. Grant such other and further relief as this Court deems appropriate.

COUNT VI
TITLE VII/EQUAL PAY ACT GENDER DISCRIMINATION - COMPENSATION

124. This Count VI is brought by Plaintiffs Sallis and Wilkins individually.³

125. Plaintiffs Sallis and Wilkins incorporate and reallege paragraphs 1-3, 16, 20, 24, 25, 27-31, 45, 49, 51-55 and 89-90.

126. In mid-July 2003, Sallis and Wilkins amended their EEOC Charges to including gender discrimination, see Exhibit 2, and timely assert their claims pursuant to their Right to Sue letters.

127. Defendant has engaged in a pattern and practice of discrimination towards female employees, in compensation practices, including Sallis and Wilkins. Defendant's conduct towards Sallis and Wilkins and female employees is intentional and has a disparate impact on them. Defendant favors white males at the expense of African-Americans, Hispanics and females.

128. Defendant's conduct toward Sallis and Wilkins constitutes gender discrimination (as well as race discrimination) in that they were paid less than similarly situated non-female employees and the reasons therefore are pretextual.

129. Defendant's conduct was intentional, egregious and resulted in emotional anguish. Defendant acted with malice or reckless indifference to plaintiffs' civil rights, thereby entitling them to punitive damages.

130. Defendant's conduct against Sallis and Wilkins with respect to compensation constitutes a continuing violation and discrimination based on gender in violation of Title VII of the Civil Rights Act of 1964. Defendant's conduct also violated the Equal Pay Act, 29 U.S.C. Sect. 206(d), inasmuch defendants paid Sallis and Wilkins less than male employees who worked in

³ The Court set a deadline prior to completion of merits discovery of April 26, 2004 to add parties and claims to this litigation. Accordingly, Sallis and Wilkins requested and received their Right to Sue Letters. Prior to doing so, charging party and putative class member Lecie Wright amended her pending EEOC Charge to include individual and class-wide gender claims. As to all of the named plaintiffs' EEOC Charges, the EEOC has made a determination to continue to investigate them, even though Right to Sue Letters have been issued in accord with the April 26, 2004 deadline. The female plaintiffs expressly reserve their rights to assert additional claims in other proceedings.

similar working conditions and performed comparable work, requiring comparable skills, effort and responsibility. Defendant's conduct was wilful and/or in reckless disregard of whether the conduct was prohibited under the Equal Pay Act.

131. Plaintiffs Sallis and Wilkins seek company-wide equitable relief to eradicate gender discrimination, in addition to individual relief.

132. Plaintiffs Sallis and Wilkins demand trial by jury as to all questions properly tried to a jury.

PRAYER FOR RELIEF

With respect to Count VI, Plaintiffs Sallis and Wilkins respectfully request that this Court:

- A. Enter a declaratory judgment finding and declaring that defendant has discriminated against Sallis and Wilkins in compensation, in violation of Title VII of the Civil Rights Act of 1964, as amended, and the Equal Pay Act;
- B. Grant a permanent injunction enjoining defendant, its officers, successors, assigns and all persons in active concert or participating with it, from engaging in any employment practice with respect to compensation, which discriminates on the basis of gender;
- C. Order defendant to make Sallis and Wilkins whole by providing backpay and prejudgment interest in amounts to be proven at trial and other affirmative relief necessary to eradicate the effects of defendant's unlawful employment practices;
- D. Order defendant to make Sallis and Wilkins whole by providing compensation for past and future pecuniary losses resulting from the unlawful employment practices alleged herein;
- E. Order defendant to make Sallis and Wilkins whole by providing compensation for past and future non-pecuniary losses resulting from the unlawful employment practices alleged herein, including humiliation, emotional distress and embarrassment, in amounts to be determined at trial;
- F. Order defendant to pay to Sallis and Wilkins damages as provided in 29 U.S.C. §216 (b) and other applicable statutory provisions;
- G. Order defendant to pay Sallis and Wilkins punitive damages for the malicious and reckless conduct alleged herein, in amounts to be determined at trial;
- H. Award Sallis and Wilkins attorney's fees and costs incurred in this action;
- I. Grant such other and further relief as this Court deems appropriate.

Respectfully submitted,


One of Plaintiffs' Attorneys

Dated: April 26, 2004

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**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

Bell, et. al.,

Plaintiffs,

vs.

Woodward Governor Company,

Defendant.

Case No. 03 C 50190

Class Action

Judge Philip Reinhard

Magistrate Judge Mahoney

Jury Trial Demanded

U.S. DISTRICT COURT
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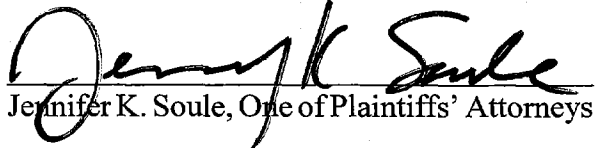
NOTICE OF FILING

TO: SEE SERVICE LIST, ATTACHED HERETO

PLEASE TAKE NOTICE that on **Friday, April 23, 2004** I caused the original and one copy of the **Plaintiffs' Second Amended Class Action Complaint**, to be sent via Federal Express to the Clerk of the United States District Court for the Northern District of Illinois, Western Division, for the purposes of filing, by depositing same in the Federal Express Dropbox located at 155 North Michigan Avenue, Chicago, Illinois on or before the hour of 5:00 p.m. on April 23, 2004. A copy of said document is attached hereto and herewith served upon you.

PROOF OF SERVICE

I, Jennifer K. Soule, one of plaintiffs' attorneys, certify that I caused a copy of this Notice of Filing and the above referenced document to be served upon the above referenced addressees via Federal Express by depositing same in the FedEx Dropbox located at 155 North Michigan Avenue, Chicago, Illinois on April 23, 2004, on or before the hour of 5:00 p.m.


Jennifer K. Soule, One of Plaintiffs' Attorneys

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