

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

CHERYL PHIPPS, BOBBI)	
MILLNER, AND SHAWN GIBBONS,)	
On Behalf of Themselves and all)	
Others Similarly Situated,)	CLASS ACTION
)	
<i>Plaintiffs,</i>)	CASE NO.
)	
v.)	JURY TRIAL DEMANDED
)	
WAL-MART STORES, INC.)	
)	
<i>Defendant.</i>)	

CLASS ACTION COMPLAINT

Plaintiffs Cheryl Phipps, Bobbi Millner, and Shawn Gibbons (collectively, “Plaintiffs” or “named Plaintiffs”), on behalf of themselves and all others similarly situated, allege, upon personal knowledge as to themselves and upon information and belief as to other matters, as follows:

INTRODUCTION

1. Over ten years ago, a nationwide class action was filed against Wal-Mart Stores, Inc. (“Wal-Mart”), the largest retailer in the world and the largest private employer in the United States. The action alleged that the company discriminated against its female employees in Wal-Mart and Sam’s Club retail stores based on their gender, with respect to both pay and promotion to management track positions, in violation of Title VII of the Civil Rights Act of 1964, 42 U.S.C. §§ 2000e, *et seq.*

2. In 2004, the United Stated District Court for the Northern District of California certified a national class of female employees challenging Wal-Mart’s pay and management

promotion policies and practices under Fed. R. Civ. Pro 23(b)(2). The named Plaintiffs and proposed class members in the current case were all members of that nationwide class. *See Dukes v. Wal-Mart Stores, Inc.*, 222 F.R.D. 137 (N.D. Cal. 2004).

3. The United States Supreme Court, however, reversed the district court's class certification order on June 20, 2011. The Court, issuing new guidelines for class actions and Title VII employment discrimination cases, held that the national class could not be certified based on the facts outlined in the Court's opinion. *See Wal-Mart Stores, Inc. v. Dukes*, 131 S. Ct. 2541 (2011).

4. The Supreme Court did not rule on the merits of the action, but only ruled that the class as certified could not proceed. The Court did not preclude prosecution of one or more subsequent class actions consistent with its newly announced guidelines and standards.

5. Accordingly, this Complaint alleges claims on behalf of a class of present and former female Wal-Mart retail store employees who have been subjected to gender discrimination in the Region Wal-Mart defines as Region 43 as a result of regional policies and/or practices. This Region, referred to herein as "Region 43," is centered in Middle and Western Tennessee, and includes portions of Alabama, Arkansas, Georgia, and Mississippi. Plaintiffs allege gender discrimination in Region 43 as follows:

- a. Denial of equal pay for hourly retail store positions;
- b. Denial of equal pay for salaried management positions up to, and including, Co-Manager;
- c. Denial of equal opportunities for promotion to management track positions up to, and including, Store Manager.

6. The class membership period commences on December 26, 1998, 300 days prior to the filing of the earliest class EEOC charge filed by a former national class member. Based on evidence produced in discovery in the national class action, interviews with class members and witnesses, and publicly available information, Plaintiffs allege that the challenged practices, and therefore the class period, extends at least until June 2004, and, on information and belief, they allege that members of the class have been denied equal opportunities for promotion and equal pay through the present. With renewed discovery, Plaintiffs will plead more specific time periods for each of their claims.

7. Plaintiffs allege that Wal-Mart has maintained a pattern or practice of gender discrimination in compensation and promotion in Region 43, and that its compensation and promotion policies and practices have had a disparate impact not justified by business necessity on its female employees whose claims arise in Region 43.

8. This action seeks an end to Wal-Mart's discriminatory policies and practices in Region 43, make whole relief for the class, and punitive damages.

JURISDICTION AND VENUE

9. Plaintiffs' claims arise under Title VII of the Civil Rights Act of 1964, 42 U.S.C. §§ 2000e, *et seq.* This Court has jurisdiction over this matter pursuant to 42 U.S.C. § 2000e-5(f) and 28 U.S.C. §§ 1331, 1343(a)(4).

10. Venue is proper in this district pursuant to 42 U.S.C. § 2000e-5(f) and 28 U.S.C. § 1391(b) & (c). Plaintiffs' claims arose in Tennessee. Many of the acts complained of occurred in this judicial district and gave rise to the claims alleged. Wal-Mart currently operates 132 retail stores in Tennessee — 108 supercenters, 2 discount stores, 6 neighborhood markets, and 16 Sam's Clubs. *See* Wal-Mart Website: Our Story, Our Locations, Tennessee (<http://corporate.>

walmart.com/our-story/locations/united-states#/united-states/tennessee (last visited September 27, 2012)).¹

PARTIES

11. Plaintiff Cheryl Phipps is a woman and resident of Covington, Tennessee. She was employed by Wal-Mart in Covington, Tennessee, in Wal-Mart Store 93, District 479, Region 43, for approximately ten years beginning in 1993, and then again for approximately one year beginning in approximately October 2005.

12. Plaintiff Bobbi Millner is a woman and resident of Jackson, Tennessee. She was employed by Wal-Mart from 1980 to 1994, and then again in Savannah, Tennessee, in Wal-Mart Store 268, District 517, Region 43, from 1995 to 2007.

13. Plaintiff Shawn Gibbons is a woman and resident of Cookeville, Tennessee. She has worked for Wal-Mart since 1993 and is currently employed by Wal-Mart in Smithville, Tennessee, in Wal-Mart Store 4414, Region 43.

14. Defendant Wal-Mart Stores, Inc. is a Delaware corporation with stores throughout Tennessee. Its corporate headquarters is located in Bentonville, Arkansas. Wal-Mart Stores, Inc. operates retail stores doing business as Wal-Mart Discount Stores, Wal-Mart Supercenters, Wal-Mart Neighborhood Markets, and Sam's Club Stores² in Tennessee. Throughout this Complaint, Wal-Mart Stores, Inc. is referred to as "Wal-Mart."

¹ Wal-Mart's corporate "regions" do not typically follow state lines. Accordingly, not all of these 132 stores are located within Region 43. Specifically, Plaintiffs are aware that, at least until 2004, most of Eastern Tennessee, including Knoxville and the Tri-Cities, lay outside of the region.

² Although Wal-Mart Stores, Inc. operates Sam's Club Stores in Tennessee, this action does not concern Wal-Mart's Sam's Club Stores, which Wal-Mart organizes into different regions than the regions containing Wal-Mart Discount Stores, Wal-Mart Supercenters, and Wal-Mart Neighborhood Markets. This action only concerns the Wal-Mart Discount Stores, Wal-

CLASS ALLEGATIONS

15. Plaintiffs bring this action pursuant to Rule 23 of the Federal Rules of Civil Procedure on behalf of:

- a) All women who are currently employed or will be employed at any Wal-Mart retail store in Region 43 (“Injunctive Relief Class”), and
- b) All women employed at any Wal-Mart retail store in Region 43 at any time from December 26, 1998 (“Monetary Relief Class”), who have been or may be subject to the following policies and practices:
 - i. Denial of equal pay for hourly retail store positions;
 - ii. Denial of equal pay for salaried management positions up to and including Co-Manager; and
 - iii. Denial of promotion to management track positions up to and including Store Manager.

The proposed classes do not include Store Managers or licensed Pharmacists.

16. Plaintiffs are members of the classes they seek to represent.

17. The members of these classes are sufficiently numerous that joinder of all members is impracticable. Through at least 2003, Plaintiffs are informed and believe that the Injunctive Relief Class and the Monetary Relief Class each included thousands of women.

18. There are questions of law and fact common to the classes, and these questions predominate over individual questions. Such questions include, without limitation: whether Wal-Mart, through Region 43 managers with final authority to make the challenged decisions, has engaged in a pattern or practice of discrimination in pay and management track promotions

Mart Supercenters, and Wal-Mart Neighborhood Markets that Wal-Mart includes within its Region 43.

against its female employees in Region 43; whether there are statistical patterns adverse to female employees in pay and management track promotions in Region 43; whether Wal-Mart's policies in Region 43 have had an adverse impact upon the classes and, if so, whether this impact can be justified by business necessity; and whether injunctive relief and punitive damage relief for the classes are warranted.

19. The claims alleged by Plaintiffs are typical of the claims of the classes. Each Plaintiff has worked in one or more Wal-Mart retail stores in Region 43 and has been subjected to the discriminatory policies and practices alleged.

20. The named Plaintiffs will fairly and adequately represent and protect the interests of the classes.

21. The Injunctive Relief Class is properly certifiable under Federal Rule of Civil Procedure 23(b)(2) because Defendant has acted or refused to act on grounds generally applicable to this class, thereby making appropriate final injunctive relief or corresponding declarative relief with respect to this class as a whole.

22. The Monetary Relief Class is properly certifiable under Federal Rule of Civil Procedure 23(b)(3) because questions of law and fact common to the class predominate over any questions affecting only individual members, and a class action is superior to other available methods for the fair and efficient adjudication of this case.

23. Alternatively, class-wide liability and punitive damages liability under the theories advanced in this action are properly certified under Federal Rule of Civil Procedure 23(c)(4) for both classes because such claims present only common issues, the resolution of which would advance the interests of the parties in an efficient manner.

ORGANIZATIONAL AND STORE STRUCTURE WITHIN REGION 43

24. *Store Formats* — Within Region 43, Wal-Mart operates three basic store formats: Wal-Mart Discount Stores, Supercenters, and Neighborhood Markets.

25. *Common Hourly Jobs Within Stores* — All stores within Region 43 have used common job titles and job descriptions, and the same job hierarchies.

26. *Most Common Positions* — While there are numerous job titles at Wal-Mart stores, the majority of hourly employees have worked as sales workers (often referred to as “associates”), cashiers, department managers, and stockers. The most common salaried position is Assistant Manager.

27. *Common Department Structure* — Stores within Region 43 have been divided into numerous departments, staffed by one or more hourly employees. Some departments have been designated as “specialty departments.” This departmental structure is the same throughout Region 43.

28. *Common Management Jobs* — With the exception of department manager and support manager, management positions within Region 43 are salaried. Every store has one Store Manager — who is in charge of the store — as well as several Assistant Managers. Larger stores also have one or more Co-Managers who supervise Assistant Managers and other staff. Specialty department managers, who report to the Store Manager, also report to District and Regional Specialty Managers above the store level.

29. *District Organization* — Until at least 2003, Wal-Mart grouped its stores within Region 43 into “Districts,” which were supervised by District Managers and typically included six to eight stores. Thereafter, Districts have been expanded to include more stores.

30. *District Managers' Role* — District Managers within Region 43 have been responsible for ensuring store compliance with company policies and culture, as well as Region-specific policies and culture. District Managers have been based in their Districts and spend their time visiting and monitoring the stores in those Districts and reviewing all facets of store operations. District Managers also have made or approved compensation and promotion decisions for the stores.

31. *Regional Organization* — Districts are grouped into “Regions,” headed by a Regional Vice President. As of 2003, each of Wal-Mart’s 49 Regions contained approximately 75 — 85 stores. As of 2001, Region 43 contained 74 stores, grouped into 12 different Districts. Six (6) of these Districts contained only Tennessee stores, and three (3) contained stores in both Tennessee and one or more other states.

32. *Role of Regional Vice President* — The Regional Vice President in Region 43 monitors and implements corporate and Regional policies regarding compensation and promotion, and makes decisions regarding the pay and promotion of employees working within the Region. The Regional Vice President regularly meets with District Managers and receives weekly reports from District Managers about the activities in the stores they supervise. Each Regional Vice President is charged with the ultimate responsibility to ensure that personnel decisions in his Region are made in a consistent and lawful manner and has the authority to direct changes to personnel decisions.

33. *Regional Personnel Managers' Role* — Region 43 also has had a Regional Personnel Manager, who assists the Regional Vice President and District Managers in making pay and promotion decisions for employees working in the Region.

34. *Changes to Region 43 and its Districts* — Since 2003, Wal-Mart may have adjusted the borders of Region 43, or of specific Districts within Region 43.

35. *Divisional Organization* — The Regional Vice President reports to a Divisional Senior Vice President.

COMPENSATION DISCRIMINATION WITHIN REGION 43

36. *Common Compensation Policies* — Wal-Mart has set compensation of store-based employees using a common set of guidelines, which Wal-Mart's managers have applied consistently throughout Region 43. These guidelines, which are referred to herein as "Pay Guidelines," establish basic standards for setting pay rates at hire and subsequent pay adjustments for hourly and salaried employees.

37. *Hourly Job Categories* — All hourly positions have been grouped into various job categories, which have been uniform across the various stores in Region 43. All employees with the same job title, such as sales associates, are placed in the same job category regardless of the department in which they work.

38. *Job Category Pay Rates* — The minimum pay levels at hire ("start rates") for each job category are established for each store in Region 43 with the approval of the District Managers and Regional Vice President. Thereafter, an employee's pay level may be adjusted: (1) after an initial probationary period, (2) if the employee is promoted to a higher job class or into management, (3) on an annual basis, if the employee satisfies minimum performance standards, or (4) if the employee has been awarded a special "merit" raise.

39. *Process for Setting Hourly Pay* — The Store Manager has the initial responsibility to set pay rates for individual hourly employees within the Pay Guidelines, subject to a number of constraints set by the District Manager and Regional Vice President. Where a

Store Manager sets a pay rate above or below the Pay Guidelines, the rate is called an “exception.”

40. *Hourly Pay Exceptions* — The pay rate for a new employee may be set up to a maximum of \$2 per hour above the start rate, but if the new employee’s rate is more than 6% above the established start rate for that pay class, a computer program in the payroll system will prohibit payment at this rate unless and until the Store Manager manually enters the pay rate for that employee. A significant proportion of employees have been paid 6% or more above the start rate in virtually every Wal-Mart store in Region 43.

41. *Approval of Exceptions* — All hourly pay exceptions are automatically reported to the District Manager who may approve or disapprove such exceptions. The Regional Personnel Manager is also informed of all hourly pay exceptions and is required to ensure that hourly compensation is consistent among employees in the Region.

42. *Hourly Pay Reports and Audits* — Region 43 District Managers, the Regional Personnel Manager, and the Regional Vice President regularly receive reports of all employees whose hourly pay in a job category is more than 10% below or 5% above the average pay in that category. District Managers perform quarterly audits of each store’s compliance with company policies and Region-specific policies, including compensation policies, which are then reported to the Regional Personnel Manager and Regional Vice President.

43. District Managers and the Regional Vice President have ultimate authority over whether, and by how much, to adjust the pay of hourly employees, including those employees listed on exception reports.

44. *Salaried Pay Guidelines* — Within Region 43, salaried employee compensation must be made in accordance with pay guidelines for each salaried position. These guidelines, in turn, set broad pay ranges for each position.

45. *Assistant Manager Salary* — District Managers, with the concurrence of the Regional Vice President and Regional Personnel Manager, set the compensation for Assistant Managers in Region 43.

46. *Co-Manager Compensation* — Within Region 43, Co-Manager compensation is comprised of a base salary and profit sharing tied to the profitability of the Co-Manager's store. The Regional Vice President determines the base salary and assigns the stores at which Co-Managers work, the profitability of which affects the profit-sharing component of the compensation the Co-Manager receives.

47. *Pay Decisions Not Job-Related or Documented* — In Region 43 and its Districts, Managers are not required to use job-related criteria, such as job performance or experience, in setting, adjusting, or approving compensation for individual employees. Managers do not document the reason for setting, adjusting, or approving the compensation of individual employees. The Regional Vice President and District Managers do not hold the managers in Region 43 accountable for the factors the managers use in making pay decisions or in ensuring those factors comport with the law, nor do they require any documentation of the reasons for the compensation paid to individual employees. Nor do Wal-Mart managers specify the weight to be accorded any particular requirement in setting or adjusting compensation.

48. *Patterns in Compensation* — Women who hold salaried and hourly positions in Region 43 have been regularly paid less than similarly-situated men, although, on average, those women have more seniority and higher performance ratings than their male counterparts. This

gender pay difference adverse to women exists in each of the Districts within Region 43 and in the vast majority of the individual stores, even when nondiscriminatory objective factors, such as seniority, performance, store location, and other factors are taken into account.

49. *Management Knowledge of Compensation Discrimination* — The Regional Personnel Manager, the Regional Vice President, and District Managers have received, and continue to receive, regular reports about compensation for hourly and salaried employees within Region 43, showing that female employees are paid less than men on average.

50. *Adverse Impact of Compensation System* — Wal-Mart's compensation policies, including its failure to require managers to base pay decisions for individual employees on job-related criteria, such as experience or documented performance, have had an adverse impact upon its female employees in Region 43. Because reasons for compensation decisions are not documented, elements of Wal-Mart's compensation decision-making are not capable of separation for analysis.

PROMOTION DISCRIMINATION WITHIN REGION 43

51. *Management Track Positions Below Assistant Manager Positions* — Within Region 43, support managers are the highest level hourly supervisory positions. Support managers assume the duties of Assistant Managers in an Assistant Manager's absence. Employees in these positions are often groomed for further advancement. The vast majority of support manager vacancies are not posted or otherwise communicated to hourly associates within the store. There has been no formal application process for selection for these positions, and no job-related criteria for selecting employees for promotion to support manager. Additionally, although it is not a true "management" position, department manager is often a necessary step for employees hoping to work their way into salaried management. Women applying for department

manager positions are often subjected to severe gender stereotyping, and are rejected out of hand for most openings in “masculine” departments such as sporting goods, hardware, etc.

52. *Promotion to Management Trainee* — Entry into the Management Trainee Program is a requirement for advancement into Assistant Manager and other salaried management positions. Prior to 2003, there was no application process or job posting for Management Trainee positions. Hourly employees in Region 43 were not provided any information regarding how to enter management, or what the requirements or qualifications were for entering management, or how to apply for the Management Trainee Program.

53. *Criteria for Promotion to Management Trainee* — District Managers, assisted by the Regional Personnel Manager, select management trainees. Within Region 43, these managers have been provided uniform guidelines setting minimum eligibility criteria for promotion into the Management Trainee Program, including minimum tenure, age (18 years or older), absence of current “active” discipline, satisfactory recent performance evaluations, and willingness to relocate. Yet, no job-related criteria have been provided for selecting individuals from the pool of employees who meet these minimum criteria. Employees selected into the Management Trainee Program are required to transfer from their stores and often their Districts as they enter training and Assistant Manager positions, subject to very limited exceptions that must be approved by the Regional Personnel Manager and Regional Vice President.

54. *Promotion to Co-Manager* — Within Region 43, the Regional Vice President selects Co-Managers, subject to approval by the Divisional Senior Vice President. The majority of Co-Manager promotions are transfers across District lines. Co-Manager openings have rarely been posted, and there has been no formal application process for such positions. While there have been minimal eligibility requirements for promotion to Co-Manager, such as satisfactory

performance and willingness to relocate, there are no job-related criteria for making selections among those who meet the minimum criteria or for determining which store to assign to a Co-Manager.

55. In Region 43 and its Districts, management track promotional policies and practices have denied interested and qualified females equal access to promotional opportunities because such opportunities are not posted, there is not an open application system, and employees are not informed of the criteria for promotion. Moreover, managers in Region 43 do not require or use valid, job-related factors in making the promotion selections within the Region. Nor does Wal-Mart specify the weight that should be accorded any requirements for promotion. As a consequence, qualified women have been denied equal access to promotions because of their gender.

56. *Management Trainee Registration of Interest* — In January 2003, Wal-Mart instituted within Region 43 an online application process for entry into the Management Trainee Program. In order to be considered as an applicant, employees were required to agree to a set of conditions, many of which had the purpose and effect of discouraging women from seeking such positions. Potential applicants for entry-level store management positions were required to accept the conditions that, as Assistant Managers, they would travel for up to six weeks, be subject to a varied and not regular schedule, including work on scheduled days off, work during days, overnights, weekends and holidays, scheduled days off not consecutive and rotated weekly, and scheduled hours changed or increased without notice. None of these requirements is justified by business necessity, and it is untrue that Assistant Managers must normally travel up to six weeks. Failure to accept all of these conditions precluded consideration as an applicant, which has

resulted in the exclusion of interested and qualified women from the Management Trainee Program.

57. *No Documentation of Promotion Decisions* — Managers have not documented, and Wal-Mart has not tracked, the reasons for selecting particular employees for promotion into management. Managers have not documented, and Wal-Mart has not tracked, which employees have been denied consideration for promotion because of their inability to comply with these relocation, travel, and scheduling requirements.

58. *External Statistics* — Wal-Mart has had a significantly lower percentage of female managers in Region 43 compared to its largest competitors.

59. *Internal Statistics on Promotion Rates* — Female employees in Region 43, including the Districts in which each named Plaintiff worked, have been much less likely than their male counterparts to receive promotion to management track positions, including support manager, Management Trainee and Assistant Manager, Co-Manager, and Store Manager positions, despite the fact that they have had equal or better qualifications than male counterparts who have been promoted.

60. *Internal Statistics on Time to Promotion* — Female employees must wait significantly longer to be promoted into management track positions than men with equal or lesser qualifications. This is true in each of Region 43's Districts, including the Districts in which each named Plaintiff worked.

61. *Management Knowledge of Promotion Discrimination* — Wal-Mart management has long known about gender disparities in promotion in Region 43 and has failed to take appropriate remedial action.

62. *Reporting by Gender* — Every store and District within Region 43 regularly compiles and reports to corporate headquarters the gender composition of its hourly and managerial workforce, employee turnover, exceptions to promotion policies, job posting data, entry into management trainee programs, and other data. District Managers, the Regional Personnel Manager, and the Regional Vice President for Region 43 regularly receive these reports.

63. *People Division Reports* — Wal-Mart's People Division regularly prepares reports for senior management summarizing promotion and incumbency rates for store management positions by gender, and reports are regularly made to the Board of Directors.

64. *Store Visits* — District Managers, the Regional Personnel Manager, and the Regional Vice President in Region 43 regularly visit stores and are aware of the gender composition of the workforce.

65. *Warnings About Discrimination* — Senior management officials, senior People Division officials, and outside consultants have warned Wal-Mart that women are not sufficiently represented in management positions, that women are paid less than male employees in the same jobs, and that Wal-Mart lags behind its competitors in the promotion of women to management positions.

66. *Discriminatory Practices Identified* — These officials and consultants have also identified policies and practices at Wal-Mart that have an adverse impact on its female employees, including lack of consistent job posting, the requirement of relocation as a condition of entry into, and promotion through, management, reliance on stereotypes in making pay and promotion decisions, lack of objective criteria for making promotion decisions, and lack of consistent and reliable scheduling for management level employees.

67. *Relocation Unnecessary* — Wal-Mart’s founder, Sam Walton, conceded in 1992 that Wal-Mart’s policies, particularly its relocation requirement, were an unnecessary barrier to female advancement, yet this policy remained in place thereafter.

68. *Changes Blocked* — Senior managers also blocked policy changes that would have reduced the impact of Wal-Mart’s discriminatory policies, including posting of managerial vacancies.

69. *Failure to Analyze* — Wal-Mart had never studied or analyzed whether any of its practices were consistent with business necessity or whether less discriminatory alternatives to these policies and practices could be adopted.

70. *Adverse Impact of Promotion Policies* — Wal-Mart’s promotion policies, including its failure to require managers to base promotion decisions for individual employees on job-related criteria, have had a statistically significant adverse impact upon its female employees in Region 43. Because reasons for promotion decisions are not documented, and Wal-Mart does not create or maintain records that identify the impact of separate components of its promotion policies and practices, its promotion decision-making process is not capable of separation for analysis.

WAL-MART MANAGERS RELY ON DISCRIMINATORY STEREOTYPES

71. In the absence of job-related compensation and promotion criteria, Wal-Mart’s managers in Region 43 rely on discriminatory stereotypes and biased views about women in making pay and promotion decisions.

72. A 1998 survey of Wal-Mart managers revealed that there was a “good ol’ boy philosophy” at Wal-Mart, that many managers were “close minded” about diversity in the

workplace, and that some District Managers “don’t seem personally comfortable with women in leadership roles.”

73. All Wal-Mart Store Managers, including Region 43 Store Managers, have been required to attend training programs at the company’s Walton Institute. These managers were advised at the Institute that the reason there are few senior female managers at Wal-Mart is because men were “more aggressive in achieving those levels of responsibility” than women. Managers were cautioned that efforts to promote women could lead to the selection of less-qualified women over more-qualified men.

74. On or about January 24, 2004, at a meeting of all Wal-Mart District Managers presided over by Wal-Mart’s CEO Thomas Coughlin, the District Managers were told that they were the key to running the stores: “[y]ou are the culture.” The key to success was described as “single focus to get the job done. . . . Women tend to be better at information processing. Men are better at focus single objective. Results driven.” The District Managers were instructed to create a “culture of execution” and a “culture of results” as they picked “[f]uture leaders.”

75. In deciding which employees to promote as department managers — hourly positions which were often stepping stones into salaried management — Store Managers in Region 43 would often consider women only for “female” departments, such as health and beauty, jewelry, softlines, and the service desk. For instance, employee Andrea Gross reported that she and other female department and zone managers at Wal-Mart Store 668 in McMinnville, Tennessee, were assigned more frequently to “female” departments, such as health and beauty, jewelry, softlines and the service desk. Men dominated “male” departments, such as electronics and sporting goods.

76. When employee Angie Rogers applied for a position in personnel management at her Tullahoma, Tennessee store, in or around 2000, the Store Manager rejected her application because Ms. Rogers was pregnant. The Store Manager explained to her that he assumed she would not return to work after her family leave was up.

77. During employee Patricia Hughes Miller's employment as a department manager at the Athens, Tennessee Wal-Mart, Ms. Miller discovered that a male department manager was earning \$2-3 more per hour than she was. When she asked her Store Manager about the disparity, the manager explained that the male department manager had a wife and family to care for.

78. When the Franklin, Tennessee Wal-Mart split its housewares and furniture department into two separate departments, employee Lisa Tate Sweeney asked to be assigned to the furniture department. However, a store Co-Manager denied her request, telling her that the furniture department was for men.

79. During her time at a Memphis Wal-Mart, employee Lisa Parker learned of many instances of men receiving higher pay than women in comparable positions, with comparable experience. For example, while Ms. Parker was a department manager for hardware, she learned of a male employee in the department who made \$3 more per hour than she did. When Ms. Parker asked a Co-Manager at the store about this discrepancy, the Co-Manager replied that it was because hardware was a "man's job."

80. At a training exercise for Tire & Lube Express techs in Brownsville, as described below, the trainer refused to train Plaintiff Phipps because he assumed she was not actually a tech. When Ms. Phipps pressed the issue, the trainer admitted he made that assumption because there were no female techs in his store.

81. Toward the end of employee Donna Ryan's employment at a Wal-Mart in Franklin, Tennessee, her Store Manager told her, "Women should be seen and not heard."

82. When employee Wendy Sims was required to take a \$4.00 per hour pay cut when she transferred from a Sam's Club store in Indiana to a Wal-Mart retail store in Cookeville, Tennessee, her manager explained that women do not make "that kind of money" at the store, since they were not the family breadwinners.

83. During morning meetings in or around 2010, Ray Clark, a Store Manager at Wal-Mart Store 393 in Jackson, Tennessee, frequently admonished Teresa C. Davis and other female employees that they should stay home to cook quality meals for their husbands.

84. In about 1999, Debra Strode, who worked at Store 668 in McMinnville, Tennessee, felt discouraged about her prospects of becoming a manager at Wal-Mart after she overheard Co-Manager Scott Chickwood telling a group of male employees that women cannot perform their duties as well as men.

85. Peggy Ann Griffin began working in the photo lab at Wal-Mart Store 335 in Jackson, Tennessee in or around 2004. The only male in her department at the time, Adam Welch, told Ms. Griffin that he was paid about \$2 more per hour than she was earning. When Ms. Griffin asked Mr. Welch why he was paid more, Mr. Welch responded that he was given higher pay because he was the "head of the household."

86. After a female employee was in an on-the-job accident in or around 2007 at Wal-Mart Store 663 in Athens, Tennessee, female stockers, including Eva Webb, were prohibited from operating forklifts and pallet jacks. Ms. Webb's manager also excluded women from training on forklifts and pallet jacks. Furthermore, male employees at Ms. Webb's store were

permitted to attend Wal-Mart University, so that they could become licensed forklift operators. The same privilege was not extended to women.

87. In or about 2005, Laura Comfort accepted a promotion offer to an unposted position as department manager in the garden center in Wal-Mart Store 668 in McMinnville, Tennessee. Just prior to Ms. Comfort beginning her new position, a male Assistant Manager told Ms. Comfort that her promotion offer had been rescinded and that a man had been given the position instead. The male Assistant Manager told Ms. Comfort that a man could do a better job than a woman.

88. Assistant Managers at Wal-Mart Store 663 in Athens, Tennessee prohibited women like Amanda Roberts from placing boxes on high shelves in the layaway department from about 2004 to about 2007. Ms. Roberts was required to find a man to help her when she needed to place a box on a high shelf, even though Ms. Roberts was capable of performing that duty without assistance. Similarly, between 2007 and 2009, when Ms. Roberts worked in the Connections Center at Wal-Mart Store 663, Assistant Managers told Ms. Roberts that men can handle the pressure of selling mobile phones better than women.

89. Monica Stallard, a United States Navy veteran and Wal-Mart employee at Store 950 in Bartlett, Tennessee, heard her Store Manager make disparaging comments about women throughout the mid-2000s. For example, the Store Manager told Ms. Stallard and other women, "Well, if you had muscles, you could do [the job]." Managers also bemoaned female employees becoming pregnant, saying, for example, "We're certainly not going to get any work out of them now."

90. In about 1999, when Alissa Westmoreland confronted Michael Johnston, her department manager at Wal-Mart Store 1248 in Memphis, Tennessee, about Tony, a male

employee who earned more than she did, Mr. Johnston told her that Tony deserved a higher wage than Ms. Westmoreland. Mr. Johnston went on to justify Wal-Mart's position by saying that Tony deserved higher pay because he had a family to support, while Ms. Westmoreland had a husband to support her.

91. A Store Manager at a Memphis, Tennessee area Wal-Mart store told Wal-Mart loss prevention associate Kimberly Wicks-Beason, "A woman has a choice: to have a career or kids. You can't have both."

92. District Manager Mark Montgomery, in a storewide meeting with all employees and managers at Wal-Mart Store 659 in Nashville, Tennessee, told employees in or about 1999 that female employees like Terri Yancey were not allowed to handcuff male shoplifting suspects if the male suspects did not wish to be handcuffed. However, male employees were allowed to handcuff both male and female suspects. Furthermore, Mr. Montgomery did not allow Ms. Yancey to seek certification in the use of handcuffs, while men were allowed to earn certification.

93. In or about 2007, female employee Irene Johnson overheard managers at Store 258 in Tupelo, Mississippi saying, "Women can't do a man's job."

94. Managers in Region 43 justified denying promotions to women or paying them less than their male employees because of perceived family obligations of the women and male responsibility to support their families or because of their presumed inability to relocate.

WAL-MART'S INEFFECTIVE ANTI-DISCRIMINATION EFFORTS

95. Prior to the filing of the initial, nationwide class action, Wal-Mart had no meaningful policies or practices to hold managers in Region 43 accountable, financially or otherwise, to equal employment and diversity policies and goals.

96. Starting in 2000, Wal-Mart asked District Managers to set diversity “goals” for advancement of women in management. The goals were based on each manager’s individual views on what was attainable and were not tied to any objective measures of availability or qualifications. Prior to 2004, failure to meet diversity goals had no financial or other consequence for managers in Region 43.

97. As late as 2003, Wal-Mart CEO Coughlin was not aware of any diversity goals or whether managers had met such goals. Many Store Managers were also unaware of the existence of any diversity goals.

98. Until at least 2003, there had never been any diversity goals set for individual stores, or for any compensation practices in Region 43.

ALLEGATIONS OF NAMED PLAINTIFFS

CHERYL PHIPPS

99. Cheryl Phipps is a woman from Covington, Tennessee. Ms. Phipps began working at Wal-Mart in Covington, at Store 93, District 479, in 1993, where she continued to work for about 10 years. She later returned to the Covington store in approximately October 2005, where she remained for about one year.

100. During Ms. Phipps’ first tenure at Wal-Mart, she worked as a department manager and as a support team manager.

101. During Ms. Phipps’ first tenure at Wal-Mart, men earned more than similarly experienced and tenured women.

102. In the early-2000’s, a male department manager with less experience than Ms. Phipps, named Cary Ballard, earned more than she earned.

103. During Ms. Phipps’ first tenure at Wal-Mart, men also earned raises more easily, and more frequently, than women.

104. During Ms. Phipps' tenure as a support team manager, in the early-2000s, her store's management trusted her as a "key holder" and frequently asked her to fill in for Co-Managers on weekend shifts. Additionally, Ms. Phipps' Store Manager, Don Hardwick, often gave Ms. Phipps "the keys to the store" during his lunch breaks, thereby leaving Ms. Phipps in charge of the store.

105. In approximately 2001, Ms. Phipps began applying for the Management Trainee Program.

106. At this time, during a meeting for managers held in Jackson, Tennessee, Ms. Phipps notified District Manager Russ Steiner that she wanted to be accepted into the Management Trainee Program. Mr. Steiner, however, told Ms. Phipps that her Store Manager, Don Hardwick, thought she was "not good enough" to be in management.

107. Shortly thereafter, Wal-Mart accepted the same less-experienced department manager described above, Cary Ballard, into the Management Trainee Program.

108. In late-2005, Ms. Phipps returned to Store 93 in the Tire & Lube Express ("TLE") department as a TLE tech.

109. At the time, almost all TLE techs in Store 93 were men.

110. At the time of Ms. Phipps' re-hire, Wal-Mart required TLE techs to complete a training, which included a requirement that each incoming tech complete at least three upper bay and three lower bay oil changes. Ms. Phipps' training took place at the Brownsville, Tennessee Wal-Mart.

111. Up until the last day of the training, the trainer refused to teach Ms. Phipps how to perform the lower bay portion of an oil change.

112. When Ms. Phipps confronted the trainer about this refusal, he told her he had assumed she was not a tech because she was a woman, and that in his store women were not techs.

113. Thereafter, on the afternoon of the last day of the training, the trainer taught Ms. Phipps how to perform the lower bay portion of an oil change. However, his refusal to teach Ms. Phipps this task until the afternoon of the final day of training prevented Ms. Phipps from completing the expected three lower bay oil changes.

114. In TLE, Ms. Phipps' male colleagues generally earned more than Ms. Phipps and her female colleagues with equal experience and tenure. This disparity was amplified over time by the fact that male coworkers received larger and more frequent raises than female coworkers, including Ms. Phipps.

115. Once, Ms. Phipps learned directly from a male coworker that he was paid much more than she was, even though he and Ms. Phipps began working in TLE around the same time.

116. Ms. Phipps complained about this disparity to the TLE manager, but the male manager brushed off her concerns.

117. Ms. Phipps attempted to apply for the Management Trainee Program a few more times when she returned to Wal-Mart in 2006. At that time, her managers told her that her ten (10) years of prior experience with Wal-Mart would not be considered in determining whether to accept her to the Management Trainee Program. Wal-Mart never accepted Ms. Phipps into the Management Trainee Program.

118. On or about March 12, 2012, Ms. Phipps filed a charge of discrimination with the Equal Employment Opportunity Commission in Nashville, Tennessee, a copy of which is attached hereto as Exhibit 1 and incorporated by reference. On or about August 30, 2012, Ms.

Phipps filed an amended charge of discrimination with the EEOC in Little Rock, Arkansas, a copy of which is attached hereto as Exhibit 2 and incorporated by reference. The EEOC issued a Notice of Right to Sue on this charge on or about September 13, 2012, a copy of which is attached hereto as Exhibit 3.

BOBBI MILLNER

119. Bobbi Millner is a woman from Jackson, Tennessee. Ms. Millner worked at Wal-Mart from 1980 to 1994, and again from 1995 to 2007. During her two tenures with Wal-Mart, Ms. Millner worked at Wal-Mart stores in Jackson, Tennessee, West Memphis, Arkansas, Millington, Tennessee, and Savannah, Tennessee. During her second tenure, from 1995 to 2007, Ms. Millner worked exclusively at Store 268, District 517, in Savannah, Tennessee.

120. Ms. Millner has worked for Wal-Mart as a cashier, layaway clerk, claims clerk, stocker, department manager, Assistant Manager, and Operations Systems Coordinator.

121. During both of Ms. Millner's tenures at Wal-Mart, men earned more than similarly experienced and tenured women.

122. Within a few years after Ms. Millner returned to Wal-Mart in 1995, she was promoted to Assistant Manager.

123. During this second tenure, male Assistant Managers with similar or less experience and tenure earned significantly more than female Assistant Managers, including Ms. Millner.

124. Specifically, at some point after 1998, Wal-Mart accidentally put the paycheck for a male Assistant Manager, named Harold Settlemire, in Ms. Millner's pay envelope. At the time, Mr. Settlemire had significantly less experience than Ms. Millner. From this mix-up, Ms.

Millner learned that the male Assistant Manager was earning thousands of dollars more per year than she was earning, despite having considerably less experience than Ms. Millner.

125. Ms. Millner applied for a Co-Manager position in 2004-2005. Although Ms. Millner was given an interview, Wal-Mart ultimately selected a male employee from a different store for the position.

126. Managers at Wal-Mart frequently subjected Ms. Millner to sexist comments. Once, a manager told Ms. Millner that men needed to earn more money because they raised families. On another occasion, when Ms. Millner radioed a manager for assistance in the lingerie department, the male manager responded on the radio, which was monitored by numerous employees, by stating, "Bobbi wants me in lingerie. Come on guys, let's go see Bobbi in lingerie."

127. Ms. Millner complained about these and other sexist comments in writing to the District Manager on multiple occasions, most recently in 2005 to District Manager Eddie Wilson. Ms. Millner never received a response to any of these letters.

128. Managers at Ms. Millner's stores did not provide women with the same training opportunities they provided male Assistant Managers, which adversely affected the women's ability to advance in the company.

129. Managers at Ms. Millner's stores also assigned female employees, including Ms. Millner, to the more "female" departments, such as offices, softlines, health and beauty, cashiers, and the service desk, which adversely affected the women's ability to advance in the company.

130. On or about January 25, 2012, Ms. Millner filed a charge of discrimination with the EEOC in Nashville, Tennessee, a copy of which is attached hereto as Exhibit 4 and incorporated by reference. On or about May 14, 2012, Ms. Millner filed an amended charge of

discrimination with the EEOC in Nashville, Tennessee, a copy of which is attached hereto as Exhibit 5 and incorporated by reference. The EEOC issued a Notice of Right to Sue on this charge on or about September 13, 2012, a copy of which is attached hereto as Exhibit 6.

SHAWN GIBBONS

131. Shawn Gibbons is a woman from Cookeville, Tennessee. Ms. Gibbons is a current Wal-Mart employee who began working for Wal-Mart as an hourly associate in 1993.

132. From approximately 2002 through 2006, Ms. Gibbons worked as an In Stock Guarantor, based out of the Algood, Tennessee store. In this hourly-paid position, Ms. Gibbons travelled to different stores to assist with the grand opening, remodeling, or repurposing of stores. As In Stock Guarantor, Ms. Gibbons worked in stores in the following cities, among others: Athens, Tennessee; Sparta, Tennessee; Algood, Tennessee; Huntsville, Alabama; Ashland City, Tennessee; Camden, Tennessee; Soddy Daisy, Tennessee; Jamestown, Tennessee; and Jacksboro, Tennessee.

133. In 2006, Ms. Gibbons transferred to Store 4414 in Smithville, Tennessee, where she continues to work as an Invoice Associate.

134. Over the course of her Wal-Mart employment, Ms. Gibbons has won several awards, including awards for improving sales in the departments she has managed.

135. When Ms. Gibbons worked at the Cookeville store, from 1993-2001, she learned that several men earned \$1 to \$2 per hour more than she earned, even though she and the men performed the same job. She complained about this pay disparity, but management brushed off her concerns, saying that they could not discuss pay.

136. During the same period, Ms. Gibbons noted that managers at her store gave men much higher raises than they gave to women. From Ms. Gibbons' experience, this discrepancy

was neither based on the quality of work performed nor on the amount of time employees had worked at the company.

137. Furthermore, managers gave merit raises to women far less frequently than to men. When Ms. Gibbons or any other female employee requested a raise, the managers required them to submit a formal, written request. Men, in contrast, often only needed to request raises verbally, and were not asked to provide any justification.

138. Once, while Ms. Gibbons was based in Algood, Tennessee but was working in another store, a TLE associate in the Algood store got access to a list of all merit raises that had been awarded in the store for the past six months and posted the list on the store wall. Ms. Gibbons did not see the list, but she was informed that a majority of the merit raises listed thereon went to men.

139. From Ms. Gibbons' experience, pay problems at Wal-Mart persist to this day, and are not isolated to any specific store or District within Region 43. Specifically, she is aware that at least one male employee at her Smithville, Tennessee store, working in a comparable position to hers, earns roughly the same amount per hour as Ms. Gibbons despite having been at the store for only a few years.

140. Ms. Gibbons expressed interest in Wal-Mart's Management Trainee Program in 1999, while working at the Cookeville, Tennessee store. Managers told her and other women that they needed more experience in hourly management before they could apply. At the time of her request, Ms. Gibbons had been a department manager at Wal-Mart for four years. She told her male District Manager that, in addition, she had six pre-Wal-Mart years of retail experience and had helped with store set-ups, remodels, and relocations, but he still did not permit her to join the program.

141. Male applicants with significantly less experience, either within the company or with retail generally, were readily accepted into the program.

142. Ms. Gibbons once again applied for the Management Trainee Program in 2003, but she was deterred from joining by the Store and District Managers. The District Manager told her that she would have to accept a \$2,000 pay cut to join the program. This pay cut would have put Ms. Gibbons on par with male employees with less experience and with fewer awards for good performance than she had.

143. Ms. Gibbons attempted to join the Management Trainee Program several more times over the next few years, before finally giving up in 2006.

144. In January 2012, Ms. Gibbons filed a charge of discrimination with the EEOC in Washington, D.C., a copy of which is attached hereto as Exhibit 7 and incorporated by reference. The EEOC issued a Notice of Right to Sue on this charge on or about September 19, 2012, a copy of which is attached hereto as Exhibit 8.

CAUSES OF ACTION

145. All prior paragraphs are incorporated as though fully set forth herein.

146. In June 2004, the United States District Court for the Northern District of California certified a nationwide class action against Wal-Mart, alleging, *inter alia*, a pattern and practice of discriminating against female employees with respect to pay and promotions. Sitting en banc, the Ninth Circuit Court of Appeals largely upheld that certification decision on appeal. On June 20, 2011, however, the Supreme Court reversed the Ninth Circuit decision. During the pendency of the former certified class, time periods for filing EEOC charges and subsequent litigation for all former class members were tolled.

147. The district court subsequently held that claims of class members would be tolled during the pendency of the national class action until the following dates: (1) former class

members who had received a Notice of Right to Sue from the EEOC based on a claim encompassed by the former class definition would have until October 28, 2011 to file suit; (2) all other former class members in *non-deferral* states would have until January 27, 2012 to file a charge of discrimination with the EEOC based on conduct encompassed by the former class definition; and (3) all other former class members in *deferral* states would have until May 25, 2012 to file a charge of discrimination with the EEOC based on conduct encompassed by the former class definition. (See Judge Breyer's Order of 8/19/11, Attached Hereto as Exhibit 9).

Count I – Violation of Title VII (pattern and practice of discrimination)

148. All prior paragraphs are incorporated as though fully set forth herein.

149. The foregoing conduct violates Title VII of the Civil Rights Act of 1964. Wal-Mart has engaged in a pattern or practice of discriminating against its female employees in making compensation and management track promotion decisions in Region 43.

Count II – Violation of Title VII (disparate impact discrimination)

150. All prior paragraphs are incorporated as though fully set forth herein.

151. Wal-Mart has maintained a system for making decisions about compensation and promotions that has had an adverse impact on its female employees in Region 43. Its compensation policies for setting and adjusting pay collectively and individually, including its failure to require or use job-related criteria for making compensation decisions, has had an adverse impact on women. Its management track promotion policies — the absence of an open application process and job posting, relocation and travel requirements for management positions, scheduling requirements which deny managers a consistent schedule, and Wal-Mart's failure to apply job-related objective criteria for making management selections, etc. . . — have all individually and collectively caused this adverse impact on female employees in promotions.

152. Wal-Mart has failed in Region 43 to create or maintain the data that would allow analysis of the impact of each of these policies and practices individually. Nor does Wal-Mart specify the weight that should be accorded to each of the requirements for pay and promotion. Wal-Mart's pay and promotion policies and procedures are thus not capable of separation for analysis, and accordingly the entire decision-making process for compensation and promotion decisions may each be analyzed as one employment practice. 42 U.S.C. 2000e-2(k)(1)(B)(i).

153. Wal-Mart's compensation and promotion policies are not job-related or consistent with business necessity. Wal-Mart's own consultants and human resources staff have proposed job posting, elimination of relocation requirements, adoption of more consistent and reliable scheduling, and the use of more objective criteria for management promotions. Adopting these policies would have resulted in less discriminatory impact upon female employees in the Region, while serving Wal-Mart's business needs more effectively than its current practices.

154. Wal-Mart's discriminatory practices described above have denied female employees in Region 43 promotional opportunities and compensation to which they are entitled, which has resulted in the loss of past and future wages and other job benefits.

155. Plaintiffs request relief as provided in the Prayer for Relief below.

RELIEF ALLEGATIONS

156. Plaintiff Gibbons and the Injunctive Relief Class she represents have no plain, adequate, or complete remedy at law to redress the wrongs alleged herein, and the injunctive relief sought in this action is the only means of securing complete and adequate relief. Plaintiff Gibbons and the Injunctive Relief Class she represents are now suffering, and will continue to suffer, irreparable injury from Wal-Mart's discriminatory acts and omissions.

157. The actions on the part of Wal-Mart have caused, and continue to cause, Plaintiffs and all Monetary Relief class members substantial losses in earnings, promotional opportunities and other employment benefits, in an amount to be determined according to proof.

158. Wal-Mart acted or failed to act as herein alleged with malice or reckless indifference to the protected rights of Plaintiffs and Monetary Relief class members. Plaintiffs and class members are thus entitled to recover punitive damages in an amount to be determined according to proof.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs and the proposed classes pray for relief as follows:

1. Certification of the Injunctive Relief and Monetary Relief Classes as class actions under Federal Rule of Civil Procedure 23 (b)(2) and (3), and designation of Plaintiff Gibbons as the representative of the Injunctive Relief class and all Plaintiffs as representatives of the Monetary Relief class, and their counsel of record as Class Counsel for both classes;

2. All damages that Plaintiffs and the Monetary Relief Class have sustained as a result of Wal-Mart's conduct, including back pay, front pay, general and special damages for lost compensation and job benefits that they would have received but for the discriminatory practices of Wal-Mart;

3. For Plaintiffs and the Monetary Relief Class, exemplary and punitive damages in an amount commensurate with Wal-Mart's ability to pay and to deter future conduct;

4. A preliminary and permanent injunction against Wal-Mart and its directors, officers, owners, agents, successors, employees, and representatives, and any and all persons acting in concert with them, from engaging in each of the unlawful practices, policies, customs, and usages set forth herein. Such relief at minimum should include professional designed job

analyses of all job positions and identification of objective, nondiscriminatory criteria for compensation and promotion decisions, record keeping that requires documentation of compensation and promotion decisions, open application and job posting procedures for promotion, training and accountability measures to ensure consistent, nondiscriminatory decision-making, adjustment of the wage rates and benefits for Plaintiff Gibbons and the Injunctive Relief Class to that level which Plaintiff Gibbons and the Injunctive Relief Class would be enjoying but for Wal-Mart's discriminatory practices, and affirmative action to provide lost promotion opportunities to Plaintiff Gibbons and Injunctive Relief class members;

5. A declaratory judgment that the practices complained of in this Complaint are unlawful and violate 42 U.S.C. §§ 2000(e), *et. seq.*, Title VII of the Civil Rights Act of 1964;

6. Costs incurred, including reasonable attorneys' fees, to the extent allowable by law;

7. Pre-Judgment and Post-Judgment interest, as provided by law; and

8. Such other and further legal and equitable relief as this Court deems necessary, just and proper.

JURY TRIAL DEMANDED

Plaintiffs demand a jury trial as to all claims so triable.

Dated: October 2, 2012

Respectfully submitted,

/s/ Scott P. Tift

George E. Barrett (BPR # 2672)
David W. Garrison (BPR # 24968)
Scott P. Tift (BPR # 27592)
BARRETT JOHNSTON, LLC
217 Second Avenue North
Nashville, TN 37201
Telephone: (615) 244-2202
Facsimile: (615) 252-3798

gbarrett@barrettjohnston.com
dgarrison@barrettjohnston.com
stift@barrettjohnston.com

Joseph Sellers
Christine Webber
COHEN MILSTEIN SELLERS & TOLL, PLLC
1100 New York Ave NW, Suite 500 West
Washington, DC 20005
Telephone: (202) 408-4600
Facsimile: (202) 408-4699
JSellers@cohenmilstein.com
CWebber@cohenmilstein.com

Brad Seligman
THE IMPACT FUND
125 University Avenue, Suite 102
Berkeley, CA 94710
Telephone: (510) 845-3473
Facsimile: (510) 845-3645
BSeligman@impactfund.org