

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

**LORENE F. SCHAEFER, individually and on behalf of a
class of similarly-situated female employees,**

Plaintiff,

-- against --

**GENERAL ELECTRIC COMPANY,
JEFFREY R. IMMELT,
BRACKETT B. DENNISTON, III
JOHN G. RICE,
JOHN M. DINEEN,
JOHN F. LYNCH,
JOHN LOOMIS,
BILL FISHER,
GREG CAPITO,
CLAUDIO X. GONZALEZ,
ANDREA JUNG,
RALPH S. LARSEN,
SAM NUNN, and
DOUGLAS A. WARNER III,**

Defendants.

**CLASS ACTION
COMPLAINT**

Civ. No. _____

Plaintiff Lorene F. Schaefer, through her attorneys Sanford Wittels & Heisler, LLP and Casper & de Toledo LLC, brings this action in her individual capacity and on behalf of a class of women defined below. Based upon non-confidential and non-privileged information and upon knowledge as to herself and her own acts, and otherwise upon information and belief, she alleges as follows:

I. INTRODUCTION

1. This case arises out of the Defendant **GENERAL ELECTRIC COMPANY'S** ("GE") systemic, company-wide discriminatory treatment of its more than one thousand female Executive Band ("EB") employees and female attorneys.

2. Upon information and belief, Defendant General Electric Company pays its female EB employees less than its male EB employees. Likewise, GE pays its female attorneys less than it pays its male attorneys.

3. Upon information and belief, GE fails to promote its female EB employees at the same rate that it promotes its male EB employees. Further, GE fails to promote its female attorneys from the Senior Professional Band level to Executive Band level; from the Executive Band level (“EB”) to the Senior Executive Band level (“SEB”); and from SEB to the Officer level at the same rate it promotes its male attorneys.

4. Plaintiff **LORENE F. SCHAEFER** (“Plaintiff” or “Class Representative”) is the General Counsel and highest-ranking legal employee at General Electric’s \$4.2 billion Transportation business (“GE Transportation”), and is an Executive Band employee.

5. Plaintiff Ms. Schaefer brings this lawsuit on her own behalf and on behalf of a class of similarly-situated female Executive Band level employees and female attorneys company-wide to remedy the gender discrimination that the Class Representative has witnessed and experienced during her 13-year exemplary tenure at Defendant General Electric Company. This lawsuit is designed to achieve systemic injunctive relief to change GE’s discriminatory pay and promotion policies and practices.

6. As a result of Defendants’ pattern and practice of intentional and deliberate discrimination against women, Plaintiff Schaefer seeks certification of a class of (a) all similarly-situated female Executive Band employees, and (b) all female attorneys. Ms. Schaefer alleges that GE (i) denies female Executive Band employees the same pay and perquisites afforded other male executives at the same level, (ii) denies female employees at the Executive Band level

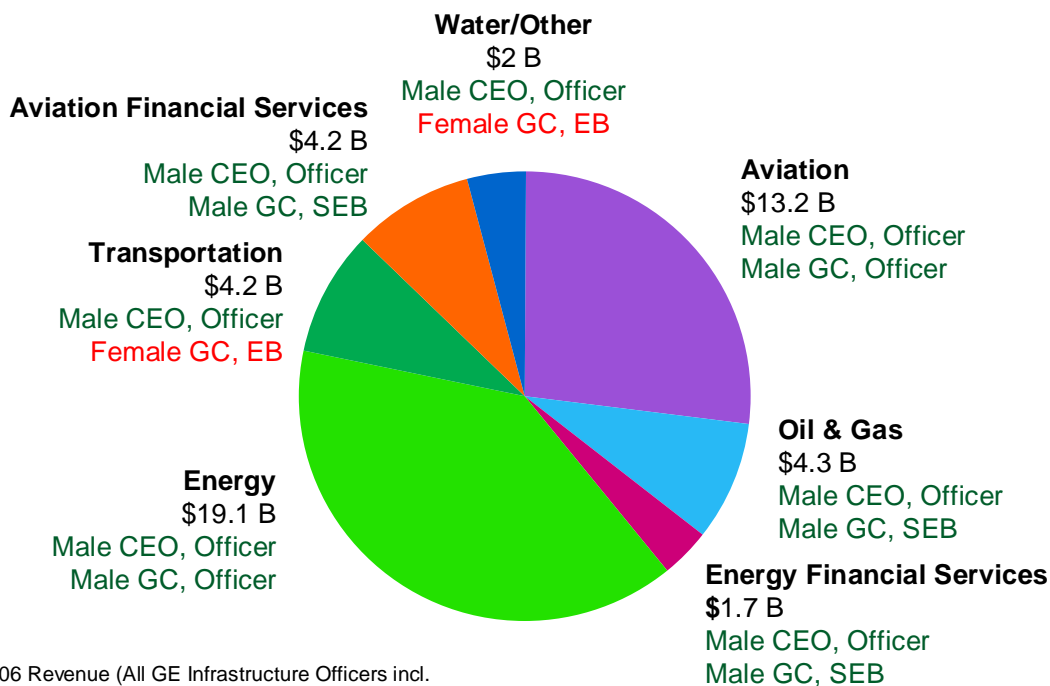
promotions that are awarded to similarly-situated male employees, and (c) fails to pay and promote female attorneys at the same rates as male attorneys.

7. More than six million stockholders hold GE stock – the greatest number of stockholders of any publicly-held company in the United States. In his most recent Corporate Citizenship Report to the public and its shareholders, GE’s Chairman and CEO, Defendant Jeffrey R. Immelt, proclaimed, “*A good company leads by example, not words.*” For senior executive women at GE, the example set by the Company’s male-dominated leadership is not inclusive for women. From 2002 to the present, women have made few inroads into the domain of the Officer’s “club” at GE. Upon information and belief, female representation has languished during these years at a disproportionately low 13 percent of all officers.

8. Senior Executive Band women continue to be substantially underrepresented as well. Upon information and belief, approximately 80 percent of all SEB’s are male.

9. Plaintiff Schaefer has suffered discrimination at GE first-hand. Instead of promoting Ms. Schaefer to the Senior Executive Band level to match the level of her General Counsel (“GC”) male peers – as required by the Company’s standard written job description for the position – GE has kept her at the lower Executive Band level and paid her less than the male GCs. Although GE has consistently recognized Ms. Schaefer’s leadership and accomplishments, Ms. Schaefer has now hit the glass ceiling that so many GE women face. The following charts graphically demonstrate how male GCs in GE’s Infrastructure segment have made SEB or Officer, while the two women GCs have been left behind as EBs even though their businesses are as big, or bigger, than the businesses with male GCs:

GE Infrastructure businesses - \$48 B*



*2006 Revenue (All GE Infrastructure Officers incl. CEO, HR VP, CFO, & Compliance are male)

Business	Revenue	CEO	GC
Energy	19.1 B	Male Officer	Male Officer
Aviation	13.2 B	Male Officer	Male Officer
Oil & Gas	4.3 B	Male Officer	Male SEB
Transportation	4.2 B	Male Officer	Female EB
Aviation Fin. Serv.	4.2 B	Male Officer	Male SEB
Water/Other	2.0 B	Male Officer	Female EB
Energy Fin. Serv.	1.7 B	Male Officer	Male SEB

10. In April 2007, the following named male Defendant GE officers and one Senior Executive Band employee met together, without Ms. Schaefer, and decided to demote her: (i) General Electric's Chairman and CEO Jeffrey R. Immelt; (ii) Corporate General Counsel Brackett B. Denniston, III; (iii) Vice Chairman of GE and President/CEO of GE Infrastructure John G. Rice; (iv) GE Transportation CEO John Dineen; (v) Senior Vice President of Corporate Human Resources John F. Lynch; (vi) Vice President of Human Resources for GE Infrastructure John Loomis; and (vii) Senior Human Resources Manager for GE Transportation Greg Capito. Although Ms. Schaefer's business was enjoying record revenue and profits under her legal leadership, these Defendants decided to demote her to a smaller position. The Senior Human Resources point person for GE Transportation, Defendant Greg Capito (Defendant John Dineen's HR Manager), told Ms. Schaefer she was being demoted because these senior male executives had agreed that she was "not big enough" for her position as GE Transportation's General Counsel, and John Dineen wanted a "big time GC."

11. After GE informed Ms. Schaefer that she was to be demoted, Defendant Loomis, the Human Resources V.P. for GE Infrastructure (the GE segment in which GE Transportation is located), called Plaintiff Schaefer to assure her that she was not a "throwaway" employee. GE's decision to demote Ms. Schaefer constitutes, however, a permanent black mark on her record that effectively ends her career at the company.

12. GE's destruction of Plaintiff Schaefer's career is particularly unjustifiable given the following:

- On April 26, 2006, Defendant CEO Immelt congratulated Ms. Schaefer by delivering to her a Broad-Based Stock Grant Award, noting in his cover letter that "**GE is a great Company because of the commitment and energy of people like you.**" He added, "Being recognized for this special equity award is a significant achievement and reflects

our strong belief that you can make important contributions to the future success of this Company.”

- GE recently recognized Ms. Schaefer in writing as an employee known for “**big GE thinking.**”
- In 2007, GE selected Ms. Schaefer as one of its top 63 female executives to attend the fifth annual GE Women’s Forum from May 15-16, 2007, at which GE would host 86 of the top female executives from some of GE’s top customers.
- In April 2007, the CEO of GE Transportation wrote that Plaintiff Schaefer is “**a thoughtful leader**” who “**works hard to [] find ‘win-win’ solutions**” and “**stands up for what is right and fair.**”

13. In bringing this lawsuit on behalf of herself and female Executive Band employees and female attorneys, Plaintiff Ms. Schaefer is standing up “*for what is right and fair.*”

14. Although Defendants publicly state that they promote diversity, upon information and belief, Defendants have (i) failed to pay female Executive Band employees and female attorneys on par with the pay of similarly-situated male employees; (ii) failed to promote female Executive Band employees and female attorneys to senior leadership positions at the Executive Band, Senior Executive Band, and Officer levels; (iii) used subjective pay and promotion practices and policies which negatively and disparately affect women at GE; and (vi) failed to enforce procedures and policies prohibiting gender discrimination.

15. With no viable alternative to this lawsuit to achieve the top-to-bottom changes that are needed to address GE’s discriminatory practices directed at her and the class, Plaintiff Schaefer now sues (i) Defendant **GENERAL ELECTRIC COMPANY** (“GE”); (ii) individual Senior Management and/or Officers, Defendants **JEFFREY R. IMMELT, JOHN G. RICE, BRACKETT B. DENNISTON, III, JOHN M. DINEEN, JOHN F. LYNCH, JOHN LOOMIS, BILL FISHER, and GREG CAPITO**; and (iv) GE’s Management Development

and Compensation Committee members, Defendants **CLAUDIO X. GONZALEZ, ANDREA JUNG, RALPH S. LARSEN, SAM NUNN, and DOUGLAS A. WARNER, III** (the “Management Development Committee”), who carried out and/or assisted the wrongful acts described in this Complaint (collectively “the GE Defendants,” “Defendants” or “the Company,” unless otherwise specified).

II. OVERVIEW OF THE CLASS-WIDE GENDER DISCRIMINATION AT GENERAL ELECTRIC

16. On information and belief, at a “town hall-style” meeting broadcast to some 300,000 GE employees on March 22, 2005, Defendant and Immelt was asked why the “senior leadership” at GE is run “predominantly by [white] men.” Surveying the sea of principally male faces in the room, CEO Immelt replied that as far as he was concerned, the concentration of men in leadership positions at GE is “O.K.” To measure how well GE is doing, he said, the proof is in the numbers:

Diversity is about the percentage of women and African-Americans and global talent that are in the leadership of the company . . . **that [] is the only metric that ultimately counts about how your diversity program is going.** And, I’d say look, we’re doing O.K. (emphasis added).

17. If, as Mr. Immelt insists, “the percentage of women” in leadership roles at GE “is the only metric that ultimately counts,” then GE is **not** “doing O.K.” Two years after CEO Immelt’s “O.K.” self-assessment, the “leadership team” at GE is still largely restricted to males. GE has long been aware of the great gender disparity in its numbers, but has ignored the problem.

18. At the 2006 annual “Boca” meeting in Boca Raton, Florida, the Company’s top executives gathered to socialize, network, share best practices and set strategic goals and objectives for the year. Upon information and belief, at that 2006 meeting, Defendant Immelt

announced that since taking over the helm of GE in 2001 from his predecessor, Jack Welch, Mr. Immelt had personally installed 40 to 45 percent of the Company's Senior Executive Band employees and Officers.

19. CEO Immelt continued, boasting that he is personally responsible for the change in "Leadership DNA" in the top levels of the Company. But for women at GE, Mr. Immelt's leadership DNA includes only a disproportionately small percentage of female SEB employees, which, upon information and belief, is approximately 20 percent. Women at GE have remained in this disproportionately underrepresented level for the past five years – since CEO Immelt took the reins at GE.

20. The paucity of female employees continues at the highest employment band level at GE – the "Officer" level – where, upon information and belief, the number of women at the Company remains at a disproportionately low level. In 2002, female officers at GE comprised 13 percent of the Company's Officers. In 2007, the percentage of female Officers remained stagnant, with women holding only approximately 26 out of more than 200 Officer positions.

21. In an article dated May 7, 2007 and titled "*The Diversity Delusion: Training execs to overcome their biases doesn't help minorities and women join the ranks,*" **Time** magazine quoted GE's Chief Diversity Officer, Deborah Elam, as saying that it is not enough just to have diversity training at a company; "You've got to have accountability at the top." Defendants Immelt, Denniston, and all other named Defendants are individually and collectively accountable for the discriminatory disparate impact that GE's employment practices have had, and continue to have, on GE women at the Executive Band and higher levels and on female attorneys at the Company.

22. The nearly all-male GE Board of Director's Management Development and Compensation Committee members are directly knowledgeable about the dearth of women in leadership positions. One of the Committee's "primary" responsibilities is assisting GE's Board of Directors "in developing and evaluating potential candidates for executive positions." The Management of Development and Compensation Committee report for 2005 states that among the Committee's "key factors" affecting how they reward senior executive officers includes whether the officers have shown a "commitment to [] diversity."

23. In addition to the small percentage of female employees at the executive leadership levels of GE, women have also had to suffer in silence as less qualified men have been promoted ahead of them. Upon information and belief, Defendant GE's statistics demonstrate a disparate impact on women in pay and promotion against the class of female Executive Band level employees and female attorneys.

24. For example, in the GE Infrastructure segment, there are seven GE businesses, each with its own General Counsel and legal department. GE's standard written job description provides that all such General Counsel should be at the Senior Executive Band level or higher. When it comes to women, however, GE violates its own policies. Only two of the General Counsels are women, including Plaintiff Schaefer. But GE has refused to promote these two women to Senior Executive Band, even though the other five male General Counsels are all Officer or Senior Executive Band level. Not only are the two female General Counsels discriminated against in band level, but they are also paid less than their GE male counterparts.

25. GE's intent to portray itself falsely as a champion of diversity is underscored by its public "Diversity and Inclusiveness" filings and the May 7, 2007 *Time* magazine article, in which GE claimed that an aggressive diversity strategy resulted in "women, minorities and non-

U.S citizens” swelling the ranks of its officers and senior executives to 34 percent among officers and 40 percent among senior executives. GE’s published Citizenship Report for 2006 likewise misleads its shareholders and the public as to the number of women represented at the highest levels of the company by lumping female employees in the same categories as “non-U.S. citizens.” Upon information and belief, once “non-U.S citizens” are removed from GE’s statistics, the small percentage of women who are officers and Senior Executive Band employees at GE becomes all too apparent.

26. Plaintiff Ms. Schaefer and the class of female Executive Band employees and female attorneys at GE have been treated differently from similarly-situated male employees. Based on their gender, female employees, such as Ms. Schaefer, have been denied promotional opportunities, senior management positions, equal pay, promotability and overall ratings, bonuses and other benefits of employment. The systemic gender discrimination described in this Complaint has been, and is, continuing in nature.

27. This class action seeks to modify and reform business policies, procedures and practices at GE that foster widespread discrimination and prevent female employees from rising to senior leadership positions. These policies, procedures and practices allow an unbridled amount of subjectivity in (a) the performance, promotability and overall rating system, and (b) the pay development and promotion decision-making process

28. Plaintiff Ms. Schaefer seeks, on behalf of herself and the class, declaratory and injunctive relief; back pay; front pay; compensatory, nominal and punitive damages; and attorneys’ fees, costs and expenses to redress GE’s pervasive and discriminatory employment policies, practices and/or procedures which include, in part, discriminatory pay to, and denial of promotional opportunities for, GE’s female Executive Band women and female attorneys.

III. JURISDICTION AND VENUE

29. This Court has subject matter jurisdiction over this suit pursuant to 28 U.S.C. §1332(a)(1), Title VII of the Civil Rights Act of 1964, 42 U.S.C. § 2000(e)-5(f), *et seq.*, as amended (“Title VII”), and its supplemental jurisdiction, to redress and enjoin employment practices of Defendants in violation of this statute.

30. The matter in controversy exceeds the sum or value of \$75,000, exclusive of interests and costs, and is between citizens of different states.

31. Venue is proper in this District pursuant to 28 U.S.C. §§1391(b) and 42 U.S.C. 2000e-5(g) because Defendant GE is headquartered in Fairfield, Connecticut, and because many of the unlawful employment practices were committed in this District. Defendant Immelt resides in this District and was personally involved in the decision to demote Plaintiff Schaefer. In addition, upon information and belief, all of the Defendant-Director members of Defendant GE’s Management Development and Compensation Committee (the “Compensation Committee”) attend numerous meetings each year in Fairfield, Connecticut and are aware of GE’s discriminatory business practices and the disparate impact such business practices have on women.

32. Plaintiff has standing to bring this suit as she has duly filed her administrative charge before the EEOC and Connecticut Commission on Human Rights and Opportunities and is in the process of perfecting her right to sue.

IV. THE PARTIES

33. At all times relevant to this action, **Plaintiff Lorene F. Schaefer** has been a resident of Pennsylvania, Georgia, Ohio and Wisconsin. Plaintiff Schaefer has been employed as

an attorney at **General Electric Company (“GE”)** since 1994, and is currently General Counsel for GE Transportation

34. GE Transportation is a business unit of GE. Headquartered in Erie, Pennsylvania, GE Transportation is a major producer of diesel locomotives for both freight and passenger applications. It also produces related products and services, such as signaling, switching networks, and parts for locomotives and railroad cars, as well as providing repair services for GE and other locomotives. GE Transportation also produces and sells products into adjacent markets, including off-highway vehicles, gears, and marine engines.

35. At all times relevant to this action, **Defendant General Electric Company** is and has been a multi-national company headquartered in Fairfield, Connecticut, with more than \$163 billion in revenue in 2006.

36. Since September of 2001, **Defendant Jeffrey R. Immelt** (“Mr. Immelt”) is and has been the CEO and Chairman of GE. He currently is the Chairman of GE’s Board of Directors. Mr. Immelt is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in his capacities as the CEO and Chairman of GE and as the Chairman of the Board. Mr. Immelt engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Plaintiff Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers and female attorneys at GE.

37. At all times relevant to this complaint, **Defendant Brackett B. Denniston, III** (“Mr. Denniston”) is and has been the General Counsel of GE, and as such is responsible for all of the legal oversight of all GE’s subsidiary and affiliate companies, including the Company’s employment practices. Mr. Denniston engineered, approved, ratified and/or assisted in the

wrongful acts described in this Complaint, including the discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers and female attorneys at GE.

38. At all times relevant to this action, **Defendant John M. Dineen** (“Mr. Dineen”) is and has been the President and CEO of GE Transportation. Plaintiff Ms. Schaefer has directly reported to Mr. Dineen as her operational manager since he took over the position in approximately September 2005. Mr. Dineen engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

39. At all times relevant to this action, **Defendant John G. Rice** (“Mr. Rice”) is and has been the Vice Chairman of GE, and as such is the second in command to Defendant Immelt. Upon information and belief, Mr. Rice spends substantial time working in Connecticut in his capacities as a Vice Chairman of GE. Mr. Rice is also the President and CEO of GE Infrastructure, one of GE’s multi-billion dollar companies, which oversees the operation of GE Transportation. Defendant John Dineen, Plaintiff Ms. Schaefer’s boss, reports directly to Mr. Rice. Mr. Rice engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers and female attorneys at GE.

40. At all times relevant to this action, **Defendant John Loomis** (“Mr. Loomis”) is and has been the Human Resources Chief for Defendant John Rice. Mr. Loomis engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the

discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers and other female attorneys at GE.

41. At all times relevant to this action, **Defendant John F. Lynch** (“Mr. Lynch”) is and has been the Senior Vice President of GE Corporate Human Resources. Mr. Lynch is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in his capacities as the Senior Vice President of Human Resources. Upon information and belief, Mr. Lynch reports to and assists the Management Development Committee. Mr. Lynch engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers and female lawyers at GE.

42. At all times relevant to this action, **Defendant Bill Fisher** (“Mr. Fisher”) is and has been the Senior Human Resources Manager for GE Legal. Mr. Fisher is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in his capacities as the Senior Human Resources Manager for GE Legal, reporting to Defendant Brackett Denniston, the General Counsel. Mr. Fisher engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female lawyers and female Executive Band level managers at GE.

43. At all times relevant to this action, **Defendant Greg Capito** (“Mr. Capito”) is and has been the Senior Human Resources Manager for GE Transportation. Mr. Capito engineered, approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the

discriminatory demotion of Ms. Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

44. At all times relevant to this action, **Defendant Claudio X. Gonzalez** (“Mr. Gonzalez”) is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in this capacity as a member of the Board of Directors of Defendant GE. Mr. Gonzalez is a member of GE’s Management Development Committee, which upon information and belief, regularly meets in Connecticut, is responsible for all of the policies under which compensation is paid or awarded to the company’s executive officers, and is also responsible for assisting in evaluating and developing candidates for executive positions. Mr. Gonzalez approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Plaintiff Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

45. At all times relevant to this action, **Defendant Andrea Jung** (“Ms. Jung”) is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in her capacity as a member of the Board of Directors of Defendant GE. Ms. Jung is a member of GE’s Management Development Committee, which upon information and belief, regularly meets in Connecticut, is responsible for all of the policies under which compensation is paid or awarded to the company’s executive officers, and is also responsible for assisting in evaluating and developing candidates for executive positions. Ms. Jung approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Plaintiff Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

46. At all times relevant to this action, **Defendant Ralph S. Larsen** (“Mr. Larsen”) has been and is a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in his capacity as a member of the Board of Directors of Defendant GE. Mr. Larsen is a member of GE’s Management Development Committee, which upon information and belief, regularly meets in Connecticut, is responsible for all of the policies under which compensation is paid or awarded to the company’s executive officers, and is also responsible for assisting in evaluating and developing candidates for executive positions. Mr. Larsen approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Plaintiff Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

47. At all times relevant to this action, **Defendant Sam Nunn** (“Mr. Nunn”) is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in his capacity as a member of the Board of Directors of Defendant GE. Mr. Nunn is a member of GE’s Management Development Committee, which, upon information and belief, regularly meets in Connecticut, is responsible for all of the policies under which compensation is paid or awarded to the company’s executive officers, and is also responsible for assisting in evaluating and developing candidates for executive positions. Mr. Nunn approved, ratified and/or assisted in the wrongful acts described in this Complaint, including the discriminatory demotion of Plaintiff Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

48. At all times relevant to this action, **Defendant Douglas A. Warner, III** (“Mr. Warner”) is and has been a resident of the State of Connecticut and/or has worked and continues to work in Connecticut in his capacity as a member of the Board of Directors of Defendant GE.

Mr. Warner is a member of GE's Management Development Committee, which upon information and belief, regularly meets in Connecticut, is responsible for all of the policies under which compensation is paid or awarded to the company's executive officers, and is also responsible for assisting in evaluating and developing candidates for executive positions. Mr. Warner approved, ratified and/or assisted in the wrongful acts described in this complaint, including the discriminatory demotion of Plaintiff Schaefer and discriminatory treatment directed at other female Executive Band level managers at GE.

V. FACTUAL ALLEGATIONS

A. Plaintiff Schaefer's Educational And Work Background Prior To Her Employment At General Electric

49. Plaintiff Ms. Schaefer obtained a full academic scholarship for her undergraduate education. She graduated in 1986 from Kentucky Wesleyan University *cum laude* with a Bachelor's degree.

50. Plaintiff Schaefer attended the University of Cincinnati College of Law School, graduating in the top ten percent of the class as Order of the Coif. In law school, she was on the Editorial Board of the Law Review.

51. After graduating law school, Ms. Schaefer joined Vorys, Sater, Seymour and Pease, LLP, which has over 400 lawyers in Ohio, Washington, D.C. and Virginia.

B. Plaintiff Schaefer's Employment With General Electric

**1. GE Aircraft Engines – Counsel, Litigation:
December 1994 to December 1997, Cincinnati, Ohio**

52. In December 1994, Ms. Schaefer joined GE Aircraft Engines as Counsel in the Company's Litigation Department. As part of the legal team, Ms. Schaefer was recognized as a top performer and awarded stock options by then CEO Jack Welch.

2. GE Medical Systems – Senior Counsel, Labor and Employment and Litigation: December 1997 to January 1999, Milwaukee, Wisconsin

53. At GE Based on her strong performance at Aircraft Engines, GE Medical Systems' General Counsel Keith Morgan tapped Ms. Schaefer for a senior legal position with GE Medical Systems in Milwaukee, Wisconsin. As part of the move, GE promoted Ms. Schaefer to Executive Band from her starting Senior Professional Band level. Affirming her commitment to the GE philosophy of self-sacrifice for the Company, Ms. Schaefer moved to Milwaukee. As a result of the move, Ms. Schaefer's family lived apart for approximately 18 months.

54. At GE Medical Systems, Ms. Schaefer quickly established herself as a leader, and was awarded stock options by then CEO Jack Welch. Plaintiff Ms. Schaefer's success and talent caught the attention of senior management, including GE's current CEO Jeffrey Immelt, who was the CEO of Medical Systems during Plaintiff Schaefer's tenure there. After she had served as Senior Counsel for approximately one year, Keith Morgan and Mr. Immelt promoted Ms. Schaefer to handle commercial litigation in addition to her employment responsibilities.

55. When the General Counsel of GE Power offered Ms. Schaefer a position in Atlanta, Ms. Schaefer agreed, because her husband, a physician, had found a position there.

3. GE Power Systems – Counsel, Employment & Labor: January 1999 to September 2001, Atlanta, Georgia

56. For more than two years, Ms. Schaefer excelled in her position as Counsel at GE Power Systems. During this time, in recognition of her top performance and contributions, CEO Jack Welch awarded Plaintiff Schaefer stock options.

57. In the fall of 2001, GE recognized Ms. Schaefer for her remarkable talent in handling litigation and employment matters, and offered her a position as Senior Counsel at GE

Energy, where she would be reporting to the then Vice President and General Counsel of Power Systems, Elizabeth Lanier.

**4. GE Energy – Senior Counsel, Global Labor & Legal:
September 2001 to April 2005, Atlanta, Georgia**

58. Subsequent to Ms. Lanier's departure from the Company, Happy Perkins was promoted from GE Appliances to become Vice President and General Counsel of GE Energy (new name for business formerly known as Power Systems) and Ms. Schaefer began reporting to Mr. Perkins. Ms. Schaefer was repeatedly recognized for her top performance and leadership in this role and was again awarded stock options, this time by Mr. Immelt.

**5. GE Infrastructure – General Counsel GE Transportation:
May 2005 to Present, Erie, Pennsylvania**

59. Due to Ms. Schaefer's excellent performance throughout her career at GE, GE General Counsel Brackett Denniston asked her to interview with the then CEO of GE Rail, Charlene Begley, and the then General Counsel of GE Transportation Systems for the position of General Counsel to the GE Rail business. GE Rail was later renamed GE Transportation (hereafter "Transportation.")

60. Although the two prior General Counsels of the GE Transportation business -- both male -- had been Senior Executive Band ("SEB") when they held the position (one was SEB in his position immediately prior to accepting the General Counsel position and one was promoted into the SEB compensation level when he was promoted to the General Counsel position), GE changed the rules of the game for Ms. Schaefer, a female General Counsel. Ms. Schaefer was told that the Transportation General Counsel position would now be Executive Band and that she would need to "prove herself" in order to be promoted to SEB. Ms. Begley, GE Transportation's female CEO, told Ms. Schaefer that she was willing to promote her to SEB

but that Paul McElheney, the then General Counsel of Transportation Systems, wanted the position to be at the Executive Band level. After Defendant Denniston's Human Resources Manager for GE Legal, Bill Fisher, assured Plaintiff Schaefer that Defendant Denniston fully supported her and that it was not Mr. Denniston's intention to have Ms. Schaefer remain at the Executive Band level if she accepted the General Counsel position. Plaintiff accepted the position and with her husband and three children, she relocated to Erie, Pennsylvania.

61. Ms. Begley remained as CEO for only five months after Ms. Schaefer arrived; she was succeeded shortly thereafter by the company's current President and CEO, Defendant John Dineen.

62. Ms. Schaefer excelled in her job. She provided Defendant Dineen and the GE Transportation business superb legal counsel and leadership. Ms. Schaefer built a strong, highly functioning legal team through promotions and external hires that has drawn "recognition and reward," including a "commercial excellence award" from the Company.

63. Ms. Schaefer drove positive changes in Transportation's business and legal practices to help cut costs, increase profits and revenue, and ensure compliance with applicable laws and GE policies in Transportation's supply chain; product, service and project offerings; and its engineering and intellectual property strategies and practices. Under Ms. Schaefer's leadership, Transportation developed a government and commercial contracting process recognized as a best practice in the company.

64. Under Ms. Schaefer's leadership, the Transportation executive staff, for the first time, aligned its new product introductions and "go to market" strategies with the business's improved intellectual property and patent strategy and new and improved processes. Under Plaintiff's leadership, the entire Transportation executive staff for the first time participated in

the preparation and presentation of the business's Session D-related compliance reviews, focusing on the changing risk profiles associated with their evolving business strategies. Under Ms. Schaefer's leadership, Defendant Denniston recognized as a best practice the processes and project plan that a cross-functional (business, quality, legal) team developed at Transportation to ensure Transportation executed the China Mainline contract and the related China Technology Transfer Agreement with sound commercial execution and in compliance with applicable laws.

65. In early 2006, Ms. Schaefer prepared a written set of goals and objectives for 2006 and emailed it to Defendants Dineen (her operational manager) and Denniston (her functional manager) for their input. Mr. Dineen responded that it was "perfect" and Mr. Denniston responded with a "thank you."

66. In approximately mid-2006, Defendant Dineen, then CEO of GE Transportation, told her that if her performance continued to be strong, he would support her for promotion to Senior Executive Band level, the minimum level of her General Counsel peers and the level to which Plaintiff should have been promoted when she was named General Counsel in 2005.

67. In February 2007, Plaintiff Schaefer transmitted to Defendants Dineen and Denniston an annotated copy of her 2006 Goals and Objectives documenting her outstanding performance in 2006. Neither Mr. Dineen nor Mr. Denniston responded.

68. Despite this track record of success, GE and the Defendant male officers conspired to ruin Plaintiff Schaefer's career. Without warning and without basis, Defendant Dineen, in conjunction with the other individual Defendants, decided to demote Ms. Schaefer based on intangible and subjective measurements. This agreement to demote Plaintiff Schaefer was made despite the fact that Defendant Dineen lauded Plaintiff Schaefer in writing in April

2007 for being a “thoughtful leader,” a “good outside-in thinker,” for her “Imagination – resourceful and creative,” and overall for her “‘big GE’ thinking.”

69. Plaintiff Ms. Schaefer learned of her planned demotion from Greg Capito, who told her that “Session C did not go well for you” and that John Dineen wanted to replace her with a “big time GC.” Mr. Capito told Ms. Schaefer that Defendants Immelt, Lynch, Rice, Loomis and he had agreed with John Dineen when they were together conducting the annual HR Session C review. Mr. Capito told Ms. Schaefer that her functional manager, Brackett Denniston, was “following John [Dineen’s] lead.” Upon information and belief, Mr. Denniston’s HR manager Defendant Fisher also agreed with the demotion. Mr. Capito acknowledged that “this [demotion] probably came as a surprise” to Ms. Schaefer, as indeed it did.

70. For an unspecified reason, Defendants concluded that Plaintiff Schaefer needed to be demoted to a “smaller” legal role.

VI. CLASS ACTION ALLEGATIONS

71. Class Representative Lorene F. Schaefer and the class of female GE managers and other professional level employees she seeks to represent have been subjected to a systemic pattern and practice of gender discrimination involving a battery of practices, which have had a continuing, unlawful disparate impact on them and their employment opportunities. Such gender discrimination includes (a) paying women Executive Band employees less than their male counterparts; (b) denying female Executive Band employees development, promotion and advancement opportunities resulting in their remaining in lower classification and compensation levels; (c) paying female attorneys less than their similarly-situated male counterparts; and (d) denying female attorneys development, promotional and advancement opportunities resulting in their remaining in lower classification and compensation levels.

72. GE, in effect, bars female Executive Band employees and female attorneys from better and higher-paying positions which have traditionally been held by male employees. The systemic means of accomplishing such gender-based stratification include, but are not limited to, GE's development, promotion, advancement, training, and performance evaluation policies, practices and procedures.

73. GE's development, promotion, advancement, training, and performance evaluation policies, practices and procedures incorporate the following gender-based discriminatory practices: (a) relying upon subjective judgments, procedures, and criteria which permit and encourage the incorporation of gender stereotypes and biases by GE's predominately male executive, managerial and supervisory staff in making promotion, training, performance evaluation, and compensation decisions; (b) refusing or failing to provide equal training opportunities to females; and (c) refusing or failing to establish and/or follow policies, practices, procedures, or criteria that reduce or eliminate disparate impact and/or intentional biases or stereotypes.

74. GE's promotion policies, practices, and procedures have had a disparate impact on the Class Representative and the members of the class. Such procedures are not valid, job-related, or justified by business necessity.

75. Defendants' development, compensation, promotion, training, performance evaluation, termination and transfer policies, practices and procedures have a disparate impact on the Class Representative and the class she seeks to represent. Such practices form a part of the Defendants' overall pattern and practice of keeping women in the lower classifications which have less desirable terms and conditions of employment.

76. Because of Defendants' systemic pattern and practice of gender discrimination, the Class Representative and class she seeks to represent have been adversely affected and have experienced harm, including the loss of compensation, wages, backpay, and employment benefits.

77. GE has failed to impose adequate discipline on managers and employees who violate the Company's Fair Employment Practices policy and equal employment opportunity laws and has failed to create adequate incentives for its managerial and supervisory personnel to comply with such policy and such laws regarding the employment policies, practices, and procedures described above.

78. The Class Representative and the class have no plain, adequate, or complete remedy at law to redress the wrongs alleged herein, and this suit is their only means of securing adequate relief. The Class Representative and the class are now suffering, and will continue to suffer, irreparable injury from GE's on-going, unlawful policies, practices, and procedures as set forth herein unless those policies, practices, and procedures are enjoined by this Court.

A. General Facts Relevant To Class Claims And Class Definition

79. Class Representative Lorene F. Schaefer seeks to maintain claims on her own behalf and on behalf of a class of current and former female Executive Band employees and female attorneys at GE.

80. The class consists of all female Executive Band employees, and female attorneys, who are, or have been, employed by GE in the applicable liability period. Upon information and belief, there are over one thousand such employees in the proposed class.

81. The Class Representative seeks to represent all of the female employees described above. The systemic gender discrimination described in this Complaint has been, and is, continuing in nature.

B. Efficiency Of Class Prosecution Of Common Claims

82. Certification of a class of female Executive Band employees and female attorneys is the most efficient and economical means of resolving the questions of law and fact which are common to the claims of the Class Representative and the proposed class. The individual claims of the Class Representative require resolution of the common question of whether GE has engaged in a systemic pattern and/or practice of gender discrimination against female Executive Band employees and female attorneys. Class Representative Plaintiff Schaefer seeks remedies to eliminate the adverse effects of such discrimination in her own life, career and working conditions and in the lives, careers and working conditions of the proposed class members, and to prevent continued gender discrimination in the future. Plaintiff Schaefer has standing to seek such relief because of the adverse effect that such discrimination has had on her individually and on female employees generally. In order to gain such relief for herself, as well as for the class members, Class Representative Plaintiff Schaefer will first establish the existence of systemic gender discrimination as the premise for the relief she seeks. Without class certification, the same evidence and issues would be subject to re-litigation in a multitude of individual lawsuits with an attendant risk of inconsistent adjudications and conflicting obligations. Certification of the proposed class of females is the most efficient and judicious means of presenting the evidence and arguments necessary to resolve such questions for the Class Representative, the proposed class, and the GE Defendants.

83. Class Representative Plaintiff Schaefer's individual and class claims are premised upon the traditional bifurcated method of proof and trial for disparate impact and systemic disparate treatment claims of the type at issue in this case. Such a bifurcated method of proof and trial is the most efficient method of resolving such common issues.

C. Numerosity And Impracticability Of Joinder

84. The class which the Class Representative seeks to represent is too numerous to make joinder practicable. The proposed class consists of over one thousand current, former and future female Executive Band employees and female attorneys during the liability period. GE's pattern and/or practice of gender discrimination also makes joinder impracticable by discouraging females from applying for or pursuing promotional, training, or transfer opportunities, thereby making it impractical and inefficient to identify many members of the class prior to determination of the merits of GE's class-wide liability.

D. Common Questions Of Law And Fact

85. The prosecution of the claims of Class Representative Schaefer will require the adjudication of numerous questions of law and fact common to both her individual claims and those of the putative class she seeks to represent. The common questions of law include, *inter alia*: whether GE has engaged in unlawful, systemic gender discrimination in its compensation, selection, promotion, advancement, transfer, training and discipline policies, practices, and procedures, and in the general terms and conditions of work and employment; whether GE is liable for a continuing systemic violation of Title VII, and/or other statutes; and a determination of the proper standards for proving a pattern or practice of discrimination by GE against its female Executive Band employees and female attorneys. The common questions of fact include, *inter alia*: whether GE has, through its policies, practices, and procedures: (a) compensated

female Executive Band employees and female attorneys less than similarly-situated males through the use of salary and /or other perks; and (b) precluded or delayed the selection and promotion of female Executive Band employees and female attorneys into higher level jobs, including but not limited to Senior Executive Band level jobs, traditionally held by male employees.

86. The employment policies, practices, and procedures to which the Class Representative and the class members are subjected are set at GE's corporate level and apply universally to all class members. These employment policies, practices and procedures are not unique or limited to any department; rather, they apply to all departments and, thus, affect the Class Representative and class members in the same ways no matter the facility, department, or position in which they work.

87. Throughout the liability period, a disproportionately large percentage of the executives, senior executives and officers at GE have been male.

88. Discrimination in selection, promotion and advancement occurs as a pattern and practice throughout the manager level of all departments of GE. Selection, promotion, and advancement opportunities are driven by personal familiarity, subjective decision-making, pre-selection and interaction between male executives, and subordinates rather than by merit or equality of opportunity. As a result, male employees have advanced and continue to advance more rapidly to better and higher-paying jobs than do female employees. GE's policies, practices, and procedures have had an adverse impact on female Executive Band employees and female attorneys seeking selection for, or advancement to, better and higher-paying positions. In general, the higher the level of the job classification, the lower the percentage of female employees holding it.

E. Typicality Of Claims And Relief Sought

89. The claims of Class Representative Schaefer are typical of the claims of the class. The relief sought by the Class Representative for gender discrimination complained of herein is also typical of the relief which is sought on behalf of the class.

90. Like the members of the class, Class Representative Schaefer is a female Executive Band employee and female attorney who has worked at GE during the liability period.

91. Discrimination in selection, promotion, advancement, and training affects the compensation of the Class Representative and all the employee class members in the same or similar ways.

92. GE has failed to create adequate incentives for its executives and managers to comply with its own policies and equal employment opportunity laws regarding each of the employment policies, practices, and procedures referenced in this Complaint, and has failed to discipline adequately its executives, managers and other employees when they violate the Company policy or discrimination laws. These failures have affected the Class Representative and the class members in the same or similar ways.

93. The relief necessary to remedy the claims of the Class Representative is exactly the same as that necessary to remedy the claims of the class members in this case. Class Representative Schaefer seeks the following relief for her individual claims and for those of the members of the proposed class: (a) a declaratory judgment that GE has engaged in systemic gender discrimination against female managers by (1) paying female Executive Band employees and female attorneys less than their male counterparts, and (2) denying female Executive Band employees and female attorneys promotions into better and higher-paying positions; (b) a permanent injunction against such continuing discriminatory conduct; (c) injunctive relief which

effects a restructuring of GE's promotion, transfer, training, performance evaluation, compensation, and discipline policies, practices, and procedures – so that female Executive Band employees and female attorneys will be able to compete fairly in the future for promotions, transfers, and assignments to better and higher-paying classifications with terms and conditions of employment traditionally enjoyed by male employees; (d) backpay, front pay, and other equitable remedies necessary to make the female Executive Band employees and female attorneys whole from the Defendants' past discrimination; (f) punitive and nominal damages to prevent and deter GE from engaging in similar discriminatory practices in the future; (g) compensatory damages; and (h) attorneys' fees, costs and expenses.

F. Adequacy Of Representation

94. The Class Representative's interests are co-extensive with those of the members of the proposed class which she seeks to represent in this case. Class Representative Plaintiff Schaefer seeks to remedy GE's discriminatory employment policies, practices, and procedures so that female Executive Band employees and female attorneys will no longer be prevented from advancing into higher paying and more desirable higher GE "band level" positions. Plaintiff Schaefer is willing and able to represent the proposed class fairly and vigorously as she pursues her individual claims in this action.

95. Class Representative Schaefer has retained counsel who are qualified, experienced, and able to conduct this litigation and to meet the time and fiscal demands required to litigate an employment discrimination class action of this size and complexity. The combined interests, experience, and resources of Plaintiff Schaefer's counsel to litigate competently the individual and class claims at issue in this case clearly satisfy the adequacy of representation requirement of Federal Rule of Civil Procedure 23(a)(4).

G. Requirements Of Rule 23(b)(2)

96. GE has acted on grounds generally applicable to the Class Representative and the class by adopting and following systemic policies, practices, and procedures which are discriminatory. Gender discrimination is GE's standard operating procedure rather than a sporadic occurrence. GE has refused to act on grounds generally applicable to the class by, *inter alia*: (a) failing to pay female Executive Band employees and female attorneys on par with similarly-situated male employees; (b) refusing to adopt and apply selection, promotion, training, performance evaluation, compensation, and discipline policies, practices, and procedures which do not have a disparate impact on, or otherwise systemically discriminate against, female Executive Band employees and female attorneys; and (c) refusing to provide equal terms and conditions of employment for female Executive Band employees and female attorneys. GE's systemic discrimination and refusal to act on grounds that are not discriminatory have made appropriate the requested final injunctive and declaratory relief with respect to the class as a whole.

97. Injunctive and declaratory relief are the predominant relief sought in this case because they are the culmination of the proof of GE's individual and class-wide liability at the end of Stage I of a bifurcated trial and the essential predicate for Class Representative Schaefer's and the class members' entitlement to monetary and non-monetary remedies at Stage II of such trial. Declaratory and injunctive relief flow directly and automatically from proof of the common questions of law and fact regarding the existence of systemic gender discrimination against female Executive Band employees and female attorneys at GE. Such relief is the factual and legal predicate for the Class Representative's and the class members' entitlement to

monetary and non-monetary remedies for individual losses caused by such systematic discrimination.

H. Requirements Of Rule 23(b)(3)

98. The common issues of fact and law affecting the claims of Class Representative Schaefer and proposed class members, including, but not limited to, the common issues previously identified herein, predominate over any issues affecting only individual claims. These issues include whether GE has engaged in gender discrimination against female Executive Band employees and female attorneys by denying them equal pay, promotion and advancement opportunities and whether GE has tolerated a culture of gender discrimination directed against such employees.

99. A class action is superior to other available means for the fair and efficient adjudication of the claims of the Class Representative and members of the proposed class.

100. The cost of proving GE's pattern and practice of discrimination makes it impracticable for the Class Representative and members of the proposed class to prosecute their claims individually.

CLASS COUNTS

COUNT I
(INDIVIDUAL AND CLASS CLAIMS)

**GENDER DISCRIMINATION IN VIOLATION OF TITLE VII
OF THE CIVIL RIGHTS ACT OF 1964, 42 U.S.C. § 2000e, et seq,
(AGAINST ALL DEFENDANTS)**

101. Class Representative Schaefer re-alleges and incorporates by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

102. This Count is brought on behalf of Class Representative and all members of the class.

103. Defendants have discriminated against the Class Representative and all members of the class in violation of Title VII of the Civil Rights Act, 42 U.S.C. § 2000e, *et seq.*, as amended by the Civil Rights Act of 1991 (“Title VII”), by subjecting them to different treatment on the basis of their gender. The members of the class have suffered both disparate impact and disparate treatment as a result of Defendants’ wrongful conduct.

104. Defendants have discriminated against the Class Representative and all members of the class by treating them differently from and less preferably than similarly-situated male employees and by subjecting them to discriminatory pay, discriminatory denials of promotions, discriminatory denials of pay raises, discriminatory performance evaluations, discriminatory subjecting to disciplinary procedures, disparate terms and conditions of employment, and other forms of discrimination, in violation of Title VII.

105. Defendants’ conduct has been intentional, deliberate, willful, malicious, reckless and conducted in callous disregard of the rights of the Class Representatives and the members of the proposed class, entitling the Class Representative and the members of the class to punitive damages.

106. By reason of the continuous nature of Defendants’ discriminatory conduct, which persisted throughout the employment of the Class Representative and the members of the class, the Class Representative and the members of the class are entitled to application of the continuing violations doctrine to all violations alleged herein.

107. As a result of Defendants’ conduct alleged in this complaint, the Class Representative and the members of the class have suffered and continue to suffer harm, including but not limited to lost earnings, lost benefits, and other financial loss, as well as humiliation, embarrassment, emotional and physical distress, and mental anguish.

108. Defendants' policies, practices and/or procedures have produced a disparate impact on the Class Representative and the class members with respect to their terms and conditions of employment.

109. By reason of Defendants' discrimination, Class Representative and members of the class are entitled to all legal and equitable remedies available for violations of Title VII, including an award of punitive damages.

110. Attorneys' fees should be awarded under 42 U.S.C. § 2000e-5(k).

COUNT II
(INDIVIDUAL AND CLASS CLAIMS)

VIOLATION OF CONNECTICUT FAIR EMPLOYMENT PRACTICES ACT –
CONN. GEN. STAT. 46a-60, *et seq.*
DENIAL OF EQUAL PAY AND PROMOTION
(AGAINST ALL DEFENDANTS)

111. Class Representative realleges and incorporates by reference each and every allegation contained in the previous paragraphs of this Complaint as though fully set forth herein.

112. The Defendants have discriminated against Class Representative and the class of female Executive Band employees by treating them differently from and less preferably than similarly-situated male employees, and subjecting them to discriminatory compensation policies, discriminatory denials of promotion, differential treatment, unequal pay, disparate terms and conditions of employment, hostile work environment, and other forms of discrimination in violation of the Connecticut Fair Employment practices Act.

113. Defendants' conduct has been intentional, deliberate, willful, reckless, and conducted in callous disregard of Class Representative's and the class' rights and has damaged Class Representative and the class.

114. Class Representative and the class are therefore entitled to all legal and equitable remedies, as well as punitive damages.

COUNT III
(INDIVIDUAL AND CLASS CLAIMS)
VIOLATION OF CONNECTICUT FAIR EMPLOYMENT PRACTICES ACT –
CONN. GEN. STAT. 46a-60, *et seq.*
AIDING AND ABETTING
(AGAINST ALL INDIVIDUAL DEFENDANTS)

115. Class Representative realleges and incorporates by reference each and every allegation contained in the previous paragraphs of this Complaint as though fully set forth herein.

116. The Individual Defendants have aided and abetted the Corporate Defendant in maintaining and perpetuating the discrimination against Class Representative and the class of female Executive Band employees and female attorneys by treating them differently from, and less preferably than, similarly-situated male employees, and subjecting them to discriminatory compensation policies, discriminatory denials of promotion, differential treatment, unequal pay, disparate terms and conditions of employment, and other forms of discrimination in violation of the Connecticut Fair Employment Practices Act.

117. Defendants' conduct has been intentional, deliberate, willful, reckless, and conducted in callous disregard of Class Representative's and the class' rights and has damaged Class Representative and the class.

118. Class Representative and the class are therefore entitled to all legal and equitable remedies, as well as punitive damages.

COUNT IV
(INDIVIDUAL CLAIM)
PROMISSORY ESTOPPEL
(AGAINST ALL DEFENDANTS)

119. Plaintiff Schaefer realleges and incorporates by reference each and every allegation contained in the previous paragraphs of this Complaint as though fully set forth herein.

120. Defendants promised in their written job description for General Counsel that the holder of such a position would be in the Senior Executive Band level or higher.

121. Defendants further orally promised to Ms. Schaefer, through its authorized representative, Defendant Dineen, then CEO of GE Transportation, that she would be promoted to the Senior Executive Band level based on her continued strong performance in 2006.

122. Plaintiff Schaefer relied to her detriment on said promises by often putting the company's needs above her family's and producing excellent results for the company. Further, Ms. Schaefer forewent other employment opportunities in reliance on said promise.

123. Defendants breached said promises by failing to promote Ms. Schaefer to the Senior Executive Band level and further breached said promises by shortly thereafter demoting her.

124. Plaintiff Schaefer is therefore entitled to all legal and equitable remedies, as well as punitive damages.

PRAYER FOR RELIEF ON CLASS CLAIMS

WHEREFORE, Class Representative, on her own behalf and on behalf of the class, prays that this Court:

A. Certify the case as a class action maintainable under Federal Rules of Civil Procedure Rule 23(a), (b)(2) and/or (b)(3), on behalf of the proposed Plaintiff class, and

designate Ms. Schaefer as the representative of this class and her counsel of record as class counsel;

B. Declare and adjudge that Defendants' employment policies, practices and/or procedures challenged herein are illegal and in violation of the rights of Class Representative and members of the class under Title VII of the Civil Rights Act of 1964, as amended, and the Connecticut Human Rights Act, Conn. Gen Stat. 46a-60, *et seq.*;

C. Issue a permanent injunction against the Defendants and their partners, officers, trustees, owners, employees, agents, attorneys, successors, assigns, representatives and any and all persons acting in concert with them from engaging in any conduct violating the rights of the Class Representative, class members and those similarly situated as secured by 42 U.S.C. §§ 2000e *et seq.*, and order such injunctive relief as will prevent Defendants from continuing their discriminatory practices and protect others similarly situated;

D. Issue a permanent injunction against Defendants and their partners, officers, trustees, owners, employees, agents, attorneys, successors, assigns, representatives and any and all persons acting in concert with them from engaging in any further unlawful practices, policies, customs, usages, gender discrimination or retaliation by the Defendants as set forth herein;

E. Order Defendants to initiate and implement programs that will: (i) provide equal employment opportunities for female Executive Band employees and female attorneys; (ii) remedy the effects of the Defendants' past and present unlawful employment policies, practices and/or procedures; and (iii) eliminate the continuing effects of the discriminatory and retaliatory practices described above;

F. Order Defendants to initiate and implement systems of assigning, training, transferring, compensating and promoting female Executive Band employees and female attorneys in a non-discriminatory manner;

G. Order Defendants to establish a task force on equality and fairness to determine the effectiveness of the programs described in E through F above, which would provide for: (i) monitoring, reporting, and retaining of jurisdiction to ensure equal employment opportunity; (ii) the assurance that injunctive relief is properly implemented; and (iii) a quarterly report setting forth information relevant to the determination of the effectiveness of the programs described in E through F above;

H. Order Defendants to adjust the wage rates and benefits for the Class Representative and the class members to the level that they would be enjoying but for the Defendants' discriminatory policies, practices and/or procedures;

I. Order Defendants to place or restore the Class Representative and the class members into those jobs they would now be occupying but for Defendants' discriminatory policies, practices and/or procedures;

J. Order that this Court retain jurisdiction of this action until such time as the Court is satisfied that the Defendants have remedied the practices complained of herein and are determined to be in full compliance with the law;

K. Award nominal, compensatory and punitive damages to the Class Representative and the class members, in excess of 500 million dollars;

L. Award litigation costs and expenses, including, but not limited to, reasonable attorneys' fees, to the Class Representative and class members;

M. Award back pay, front pay, lost benefits, preferential rights to jobs and other damages for lost compensation and job benefits with pre-judgment and post-judgment interest suffered by the Class Representative and the class members to be determined at trial;

N. Order Defendants to make whole the Class Representative and class members by providing them with appropriate lost earnings and benefits, and other affirmative relief;

O. Award any other appropriate equitable relief to the Class Representative and proposed class members; and

P. Award any additional and further relief as this Court may deem just and proper.

JURY DEMAND

The Class Representative demands a trial by jury on all issues triable of right by jury.

Dated: May 31, 2007

Respectfully submitted,

/S/ David W. Sanford

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