

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

SHELLEY HNOT and HEIDI SCHELLER, )  
on behalf of themselves and all similarly )  
situated persons, )

Plaintiffs, )

vs. )

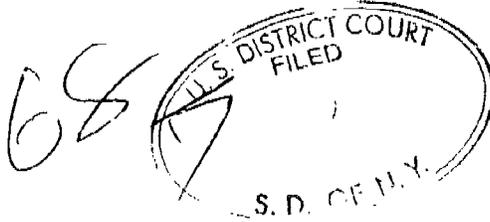
WILLIS GROUP HOLDINGS LTD., )  
WILLIS NORTH AMERICA INC., )  
WILLIS OF NEW YORK, WILLIS OF )  
NEW JERSEY, WILLIS OF )  
MASSACHUSETTS, )

Defendants. )

No. 01-CV-6558 (C.M.E.L.)

**SECOND AMENDED COMPLAINT**

**JURY TRIAL DEMANDED**



Plaintiffs, Shelley Hnot and Heidi Scheller, on behalf of themselves and all similarly situated persons, by their attorneys, Cohen, Milstein, Hausfeld & Toll, P.L.L.C. and Warsaw Burstein Cohen Schlesinger & Kuh, LLP, allege as follows:

**I. INTRODUCTION**

1. The Plaintiffs bring this action to challenge a pattern and practice of sex discrimination and retaliation committed by Willis Group Holdings Ltd., its subsidiary Willis North America, Inc. ("WNA") and WNA's subsidiaries and affiliates including but not limited to Willis of New York, Inc. and Willis of New Jersey, Inc. and Willis of Massachusetts, Inc. (hereinafter referred to collectively as "Willis"), against current and former female employees of WNA and its subsidiaries at the level of Assistant Vice President, Vice President and Senior Vice President (hereinafter referred to collectively as "officers"). The violations are systemic in

nature, and constitute a pattern and practice of conduct which for many years has permeated, and continues to permeate Willis' operations. The employment policies and practices of Willis have the effect and have been undertaken with the purpose of denying promotional opportunities and equal compensation to qualified female employees in violation of Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000e and the Civil Rights Act of 1991, 42 U.S.C. § 1981a.

## **II. JURISDICTION, VENUE AND EXHAUSTION OF REMEDIES**

2. Plaintiffs' class-wide claims arise under Title VII of the Civil Right Act of 1964, 42 U.S.C. §§ 2000e et seq. This Court has jurisdiction over plaintiffs' class-wide claims pursuant to 42 U.S.C. § 2000e5(f), 28 U.S.C. §§1331 and 1343(a)(4), and under principles of pendent jurisdiction.

3. Venue is proper in this district pursuant to 28 U.S.C. § 1391(b) & (c). Willis of New York Inc.'s principal place of business is located in the Southern District of New York and a substantial part of the unlawful acts set forth below occurred in this district.

4. Plaintiffs have exhausted administrative remedies pursuant to 42 U.S.C. § 2000e5(f)(3). They received a Letter of Determination from the EEOC finding that Willis subjected them and similarly situated female employees to a pattern and practice of discrimination because of their sex. A copy of this Determination is attached hereto as Exhibit 1. Plaintiffs also received a notice of their right to sue dated July 12, 2001.

### III. PARTIES

5. Plaintiff Shelley Hnot is a female resident of the State of New Jersey and was employed by Willis from 1976 to April, 2000 in both New York and New Jersey. Beginning in 1984, she served as a Senior Vice President in the New Jersey office, reporting to supervisors in the New York office.

6. Plaintiff Heidi Scheller is a female resident of the State of Massachusetts and was employed by Willis as a Senior Vice President from August 25, 1993 through December 2, 1998.

7. Defendant WNA is an insurance brokerage firm which employs approximately 5,500 persons in the United States either directly or through subsidiaries. The defendant also does business under the shorter name "Willis."

8. WNA is a wholly-owned subsidiary of Defendant Willis Group Holdings Ltd., headquartered in London, England. In the fall of 1998, Willis Corroon plc the predecessor to Willis Group Holdings Ltd., was purchased by Trinity Holdings, a corporation which KKR formed and in which KKR is the majority shareholder. WNA was previously known as Willis Corroon of America. In 2001, defendants changed the names of their entities in various ways.

9. Defendant Willis New York is a wholly-owned subsidiary of Defendant Willis Group Holdings Ltd. It is one entity through which WNA operates in the state of New York.

10. Defendant Willis New Jersey is a wholly-owned subsidiary of Defendant Willis Group Holdings Ltd. It is one entity through which WNA operates in the state of New Jersey.

11. Defendant Willis Massachusetts is a wholly-owned subsidiary of Defendant Willis Group Holdings Ltd. It is one entity through which WNA operates in the state of Massachusetts.

12. In the United States, Willis operates through various subsidiaries, such as Defendant "Willis of New York, Inc." in order to comply with state insurance regulations.

13. Willis controls the actions of its subsidiaries through Regional Directors supervising several separate offices and reporting to Willis' United States headquarters in Nashville, TN, which reports in turn to the headquarters in London.

14. The officers of individual subsidiaries such as Willis of New York, Inc. also hold positions in the regional organization of WNA. For example, during much of the time relevant to this complaint, the Regional Director (later called Regional Executive Officer) of Willis' Northeast Region was John Kelly, who was simultaneously the National Risk Management Solutions ("RMS") Director. Kelly also served as CEO of Willis Corroon New York (now known as Willis of New York, Inc.) until April 1999. The New York office encompassed offices in New York and New Jersey, and was also referred to as the "tri-state" office.

15. The various subsidiaries and offices of Willis are centrally controlled by Willis and operate as a single, integrated enterprise. The collective unit is referred to herein as Willis or WNA. WNA is similarly controlled by Willis Group Holdings Ltd.

#### **IV. PRACTICES CHALLENGED**

16. As is more fully set forth in the paragraphs which follow, female Assistant Vice Presidents, Vice Presidents and Senior Vice Presidents (collectively "officers") are routinely subjected to a pattern and practice of sex discrimination affecting the terms and conditions of their employment at Willis. These practices reflect that discrimination is the standard operating procedure - the regular, rather than the unusual practice at Willis. The practices served to create a glass ceiling adversely affecting female employees at Willis. In May 1997, the Chairman of

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Willis Corroon plc (now Willis Group Holdings Ltd.), John Reeve, was interviewed by the "Guardian" newspaper. When asked "Does your organization have a glass ceiling?" he acknowledged "Not deliberately, but we have far too few women at the top."

17. Indeed, in or about September, 1997, Willis formed a Diversity Committee to which Joseph McSweeney ("McSweeney"), then Chief Operating Officer of the Tri-State Region was appointed. McSweeney formed a subcommittee to which he appointed, inter alia, Henry "Hank" Ehrlich. The Diversity Committee was limited to investigating diversity issues regarding race and gender, because, although discrimination based upon disability, religion, national origin, age, and marital status were also "issues," they were not as "high profile," and would not be investigated or explored.

18. Upon information and belief, the Diversity Committee found that "diversity" is close to non-existent at Willis and that there were only a handful of officers who are other than Caucasian males. However, the Committee reported its findings, but offered no solutions. McSweeney ignored a recommendation that Willis retain a professional consultant, Meg Armstrong, who was experienced in diversity and employment practices.

19. During a Committee luncheon held to consider the patent disparity in the workplace, Ehrlich stated that "the reason women can't get ahead in business is because they can't go out to dinner at night." Even though the existence of a glass ceiling had been confirmed, the Committee was disbanded. No actions were adopted or undertaken to remedy the situation.

20. **Discrimination in Compensation:** Willis has a pattern of paying female officers salaries which are substantially lower than the salaries paid to male officers performing similar work, with similar or lesser skills, and with similar or lesser experience. Moreover, Willis also

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has a pattern of manipulating bonus and commission payments to give preferential treatment to male officers and to discriminate against female officers. The combined result is a significant disparity in the total compensation paid to female officers as compared to similarly situated male officers.

21. **Discrimination in Assignments and Promotions:** Willis discriminates against female officers with respect to assignments and promotions in two ways:

- a. Willis discriminates against female officers seeking positions involving either lateral moves or promotions by refusing to consider female candidates, by employing excessively subjective decision-making criteria, and generally by awarding such positions to men with lesser qualifications than Plaintiffs and similarly situated women.
- b. Willis discriminates against female officers by steering more business and assigning more profitable accounts to male officers and away from female officers. Thus, Willis creates an obstacle to female officers gaining the experience and prominence associated with these assignments which in turn has an adverse affect on both their future career paths and on their current income.

22. **Discrimination in other terms and conditions of employment:** Willis has discriminated against female officers with respect to their overall terms and conditions of employment.

- a. Willis scrutinizes the expenses incurred by female officers far more strictly than for male officers, and wrongly denies reimbursement to female officers for expenses for which it reimburses male officers.
- b. Willis requires women officers to complete a greater volume of work and to work a greater number of hours than similarly situated male officers.
- c. The supervisors of officers at Willis subject female officers to far greater scrutiny and harsher criticism in all areas of their work than they do to similarly situated male officers.
- d. High level officers of Willis have subjected female officers to discriminatory comments based upon their sex or gender.
- e. The overall impact of these comments and conduct has been to create a hostile work environment which is sufficiently severe and pervasive as to alter the terms and conditions of employment, and which is intended to humiliate and alienate female officers and force their departure.

23. **Retaliation:** Willis has retaliated against woman who complained either internally or externally about Willis's treatment of women employees by, inter alia, blocking their advancement and by terminating their employment, either explicitly or constructively.

24. Willis supervisors above the level of Assistant through Senior Vice President, who are exclusively men, are entrusted with discretion in the discharge of their duties, which has been unfettered, and affords them the opportunity to apply their own personal preferences and biases in making employment decisions. Collectively these decisions comprise a practice which is excessively subjective and has not legitimate business justification. As a result, qualified

female employees have been intentionally denied employment opportunities and benefits that are available to similarly situated male employees. Moreover, female employees have been adversely affected by these excessively subjective practices. Accordingly, the practices identified above are being challenged under systemic disparate treatment and disparate impact theories of discrimination.

**V. CLASS ACTION ALLEGATIONS**

25. The Plaintiffs request that the Court certify a class consisting of all current and former female employees who have been employed by the defendants at levels equivalent to Assistant Vice President, Vice President and Senior Vice President at any time from October 30, 1998 through the present.

26. This action is properly maintainable as a class action under Rule 23(a) because the requirements of this Rule are met.

27. The class members are sufficiently numerous to make joinder of all members impracticable. Upon information and belief, Willis employs, and employed during the pertinent period, more than 600 female employees at the levels of AVP, VP and Senior VP throughout the country.

28. The claims alleged on behalf of the Plaintiffs raise questions of law or fact common to the class. These common questions include:

- a. whether Willis permits managers excessive subjectivity in making promotion decisions;
- b. whether Willis permits managers excessive subjectivity in making compensation decisions;

- c. whether this excessive subjectivity has a disparate impact on female officers in violation of Title VII;
- d. whether this excessive subjectivity represents a deliberate action by Willis to block promotion of female officers and compensate female officers less than similarly situated male officers, in violation of Title VII;
- e. whether Willis has failed to take reasonable steps to prevent and correct harassment of female officers on the basis of their sex; and
- f. whether Willis has retaliated against female officers who have protested discrimination.

29. The claims alleged on behalf of the Plaintiffs are typical of those of the class. All of the claims arise from Willis's policies and practices permitting excessively subjective decision-making with respect to promotion opportunities and compensation, and permitting senior management to subject female officers to a hostile work environment.

30. The class representatives and counsel will adequately and fairly protect the interest of the class.

31. This action is properly maintainable as a class action under Rule 23(b)(2), Fed. R. Civ. P., because the party opposing the class has acted or refused to act on grounds generally applicable to the class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the class as a whole.

32. The class action is also properly maintainable pursuant to Rule 23(b)(3) because the questions of law and fact common to members of the class predominate over questions

affecting only individual members and a class action is superior to other available methods for the fair and efficient resolution of this controversy.

## **VII. ALLEGATIONS OF NAMED PLAINTIFFS**

### **Shelley Hnot**

33. Hnot worked for Willis from February 1976 to April 2000, a total of more than 24 years. She worked her way up from an entry level position to one of the highest ranked women in the company. Until her departure, she served as a Senior Vice President. She was also the only woman on the Regional Management Committee for the tri-state area of New York, New Jersey and Connecticut.

34. Hnot always received favorable performance reviews and other commendations. In May 1984 she met with Ed Sweeney, then President of the New York Office, and Crawford Black, also an officer, who told her that she was such a successful employee that she was likely to be the first female CEO at Willis. She was one of five people in the entire country awarded the "Chairman's Award" in 1989, the first year the award was given.

35. Beginning in approximately 1984, Hnot was one of the original employees in the New Jersey office, while still reporting to the New York office. In approximately 1994 or 1995, Hnot was given her own team to run, and she served as "Team Leader" until 2000. Her team included a Vice-President, and two senior account managers who were recently promoted to Assistant Vice-President. At various times she also had an assistant account manager and support staff, although, as discussed in detail below, Hnot's team was rarely allotted the same level of staffing and support as teams that are headed by male employees of Willis.

36. Willis has paid male employees higher salaries and bonuses than similarly situated female employees. This practice disadvantaged Hnot. For example, Jim Kickham was CEO of the New Jersey office in the late 1980's. Kickham informed Hnot that she was not given a raise commensurate with her work performance in 1984 because she had been pregnant that year.

37. This practice has continued to disadvantage Hnot. As recently as 1999, Hnot was denied a salary and bonus comparable to similarly situated male employees. In July 1998, Hnot was paid less than all but one of the other Team Leaders. The other Team Leaders were all male, and most had less experience and skill than Hnot. Hnot had the same or superior skill and experience as male employees who were paid \$165,000-\$180,000 per year. She had ten years more experience than male employees who earned \$140,000-\$150,000 per year, but Hnot was paid only \$146,000 that year:

<u>NAME</u>	<u>INCREASE</u>	<u>NEW SALARY</u>
K. Sweeney	\$17,000	\$150,175
Lynch	\$10,000	\$175,000
Wilson	\$10,000	\$175,000
Sutherland	\$15,000	\$165,000
Ruane	\$10,000	\$140,000
Coughlin	\$ 2,500	\$147,000

38. Although the male team leaders all received raises in 1998 and 1999, Hnot did not receive a raise, further exacerbating the disparity in pay between Hnot and similarly situated male employees. Similarly, Hnot's team was awarded a bonus that was smaller than any of the other teams, all of which were led by male employees.

39. The disparity in compensation, including both salaries and bonuses, is exacerbated by the practice of directing new business towards teams headed by men. Indeed, Willis has hired people whose sole job was to “produce” business for teams headed by men. However, Willis never hired anyone to aid Hnot in producing business for her team, and Willis never directed new business to Hnot’s team in the same manner and to the same extent that it was directed to similarly situated male team leaders.

40. Hnot was denied the chance to manage a team comparable in size to those overseen by comparably situated men. She was assigned a team of approximately 5-6 people. Other teams in the New Jersey office had more people, and teams in the New York office had 15-25 people. Hnot was given no explanation for why her staff was kept much smaller than the staffs of similarly situated male employees. Hnot consistently maintained a book of business of approximately \$1 million, while adding new business in the amount of \$220,000 to \$320,000 per year. In 1997, Hnot’s team won the Exceptional Producers award. Upon information and belief, teams led by similarly situated male employees, such as Messrs. Coughlin and Ruane, were given this award but did not meet the same criteria.

41. In addition, Willis established the same or higher “new business” goal for Hnot as for teams with many more people. For example, in both 1998 and 1999, she was required to generate \$450,000 in new business - the same amount as the larger, male-led New York teams were required to generate. If Hnot’s team fell even slightly short of this goal, it received no bonus. However, upon information and belief, teams led by men failed to meet their target by as much as \$300,000, yet still received a bonus.

42. Willis has also discriminated in the award of stock options to employees.

Specifically, when KKR purchased Willis, shares of the company stock were offered to certain employees for early purchase. Kelly announced in October 1998 that employees on the Regional Management Committee were among the employees offered these stock options. Although a member of the Regional Management Committee, Hnot was not given the opportunity to purchase stock. Upon information and belief, several male employees serving on the Committee were furnished these stock options.

43. Hnot served as acting-Chief Operating Officer for the New Jersey office from 1985-1990, but was never awarded the position permanently. On approximately February 20, 1999, Hnot learned that Willis was selecting a CEO for the New Jersey office, and expressed an interest, but did not receive the position. The only response to her inquiries to Jim Murphy, the Chief Operating Officer of the Tri-State Region<sup>1</sup> about this position came one to two weeks later, when Murphy told her "if you're thinking about raising your hand, don't bother," because she would not even be considered for the position. A man was selected for the position.

44. High level male officers of Willis also went to great lengths to undermine Hnot's relationship with clients, interfering with lucrative business connections and depriving Hnot of opportunities to meet or exceed profit plan goals and receive corresponding bonuses. In contrast, Willis offered similarly situated male managers support and assistance for their client relationships.

45. Similarly, Willis attempted to move client accounts from Hnot's team to male-led teams in the New York office. Although Hnot and her team were well qualified to complete the

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<sup>1</sup> Upon information and belief, Murphy succeeded McSweeney.

work, and were initially assigned these accounts, the accounts and the accompanying revenue they generate were directed to male managers with less knowledge and experience than Hnot possessed.

46. Hnot was also denied career-enhancing training that was offered to similarly situated male managers.

47. Hnot was also subjected to comments that were demeaning and disparaging of women. For example, members of the Regional Management Committee took turns taking notes for the Committee. When it was Hnot's turn to take notes, the other members of the Committee, who were all men, made "jokes" about her being the secretary for the group, saying that the only reason she was on the RMC was to take notes. They did not make similar comments when male employees took their turns taking notes. The men on the RMC made other derogatory comments about women.

48. The work and work-related expenditures of Hnot were scrutinized more closely than her male counterparts.

49. Although Willis has been aware of the barriers to advancement for women, it has failed to take any action to address and remove them. In June 1997, for example, Joseph McSweeney approached Hnot and discussed concerns about the lack of women in senior positions at Willis. He asked her to help develop initiatives to bring more women up through the ranks. After receiving assurances that there was a genuine commitment to change at Willis, Hnot prepared a mission statement, found a consultant, and completed other work in support of this initiative. After just a couple of meetings, the initiative was allowed to die - the assurances Hnot had received were meaningless, and after McSweeney was transferred to an assignment in

London, Willis took no further steps to address the glass ceiling. In November 1998, Hnot asked McSweeney's successor about the status of the glass ceiling initiative and was informed that he knew nothing about it.

50. On August 26, 1999, Hnot filed a timely charge of discrimination with the Equal Employment Opportunity Commission. Following the filing of this charge, she was exposed to retaliatory treatment. In September 1999, Hnot was demoted from Team Leader and assigned to a team led by a male employee with no greater experience, expertise, or other qualifications than she had. Hnot was also removed from the Regional Management Committee.

51. On April 22, 2000, Hnot was terminated by Willis under the guise of a "business restructuring." Similarly situated and many less-qualified men were retained by Willis, while Hnot was removed.

52. Hnot received notice of her right to sue from the EEOC dated July 12, 2001.

#### **Heidi Scheller**

53. Scheller was hired by Willis on August 25, 1993 as a Senior Vice President in Willis' Massachusetts office.

54. Throughout her career, Scheller received excellent performance reviews and verbal affirmations of a job well done. One of Scheller's largest accounts, Thermo Electron Corporation ("Thermo Electron"), was so pleased with Scheller's performance, that they followed her from her previous job with Johnson & Higgins to Willis in 1993. When Scheller joined Willis, the risk manager of Thermo Electron met with Scheller's supervisors to confirm that Scheller would be the lead manager on the account.

55. Over time, Willis led a slow and deliberate campaign to undermine Scheller's authority on the Thermo Electron account and to transfer responsibility for that account to a male-led team. First, Willis provided Scheller with grossly inadequate staff and limited her authority over that staff. Then, when Thermo Electron complained about the staffing, Willis's senior executives effectively removed Scheller from her position and ousted her from almost all client relationships, rather than provide her with the requisite resources.

56. Furthermore, Willis denied Scheller basic assistance provided to other male managers, serving to undermine further her ability to accomplish her job. When Scheller lost her secretary, Willis promised to provide her with an assistant, yet never did. Moreover, Willis failed to list Scheller in company directories although men of equal or lesser rank were so listed.

57. During the course of her employment, Scheller also suffered abusive and hostile treatment. Her male supervisors would require her to work inordinate and excessive hours without appropriate vacation or other time off. Scheller was denied appropriate time off to attend to the details of her mother's funeral, because she had to make final arrangements for the Lloyds of London tennis team's visit to the United States. When her husband was taken to an emergency room with a life-threatening illness, Dick Somerville, Risk Manager for Thermo Electron, effectively made it impossible for her to leave a meeting. Somerville's behavior was sanctioned, endorsed and condoned by her supervisors, who were advised of Somerville's behavior but did nothing to prevent it or prohibit it.

58. Eventually, Scheller complained and Willis retaliated. Her work conditions were made so intolerable that her health was adversely affected and she was constructively discharged from her employment in December 1998.

59. Scheller filed a timely charge of discrimination with the EEOC on August 26, 1999, and received notice of her right to sue dated July 12, 2001.

#### **CLASS-WIDE COUNT I**

##### **Violation of Title VII - Disparate Impact**

60. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 59.

61. Willis has maintained a system for making promotion and compensation decisions that is excessively subjective and which has a disparate impact on female officers.

62. The defendants' discriminatory practices described above have denied female officers promotional opportunities and compensation to which they are entitled, which has resulted in the loss of past and future wages and other job benefits to members of the class.

63. These employment practices violated § 703 of Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. §2000e-2.

#### **CLASS-WIDE COUNT II**

##### **Violation of Title VII - Disparate Treatment**

64. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 59.

65. Willis has maintained a system for making promotion and compensation decisions that is excessively subjective and through which defendants discriminate against female officers by denying them the same opportunities for upward mobility and compensation afforded to similarly situated male employees.

66. The defendants' discriminatory practices described above have denied female officers promotional opportunities and compensation to which they are entitled, which has resulted in emotional distress and other harm for which they are entitled to compensation.

67. Defendants have undertaken these discriminatory practices willfully or with reckless disregard for the Plaintiffs' rights protected under Title VII.

68. These employment practices violate § 703 of Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. §2000e-2.

### **CLASS-WIDE COUNT III**

#### **Violation of Title VII - Hostile Environment**

69. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 59.

70. Managers and officials of Willis have made and condoned the actions of other employees in making comments to female employees that were unwelcome and based on sex.

71. Managers and officials of Willis have engaged in conduct towards female officers that was not directed towards similarly situated male employees, with the purpose or effect of creating a hostile work environment based upon the gender of the female officers.

72. These comments and conduct were sufficiently severe and pervasive to alter the terms, conditions and privileges of employment, and to create an abusive, intimidating, hostile and offensive working environment for female employees. Willis did not take reasonable steps to prevent or correct such a hostile environment.

73. This conduct constitutes sexual harassment and discrimination based on sex in violation of § 703 of Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000e-2.

74. Defendants had actual and constructive knowledge of harassment of and discrimination against female officers, and failed to take remedial action of any kind whatsoever.

75. The defendants' discriminatory practices described above have caused female officers harm, including emotional distress and economic losses.

76. The defendants are liable to female officers for violation of § 703 of Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000e-2.

#### **CLASS-WIDE COUNT IV**

##### **Violation of Title VII -- Retaliation**

77. Plaintiff repeats and realleges the allegations contained in paragraphs 1 through 59.

78. Female officers opposed unlawful employment practices by informing Willis managers that there were problems with unequal treatment of female employees, and by filing charges of discrimination with the EEOC. Such activities are protected under § 704(a) of the Civil Rights Act of 1964, 42 U.S.C. § 2000e-3.

79. Following such actions, employees have been demoted and terminated by Willis. These actions constitute retaliation in violation of § 704(a) of Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000e-3.

80. The defendants' discriminatory practices described above have caused employees harm, including emotional distress and loss of wages.

81. Accordingly, the defendants violated employees' rights protected by § 704 of Title VII of the Civil Rights Act of 1964, as amended.

## CLASS-WIDE COUNT V

### Violation of New Jersey Law Against Discrimination - Disparate Treatment

82. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 59.

83. Willis has maintained a system for making promotion and compensation decisions that is excessively subjective and through which defendants discriminate against female officers by denying them the same opportunities for upward mobility and compensation afforded to similarly situated male employees.

84. The defendants' discriminatory practices described above have denied female officers promotional opportunities and compensation to which they are entitled, which has resulted in emotional distress and other harm for which they are entitled to compensation.

85. Defendants have undertaken these discriminatory practices willfully or with reckless disregard for the Plaintiffs' rights protected under the New Jersey Law Against Discrimination.

86. These employment practices violate N.J. Stat. § 10:5-12.

## CLASS-WIDE COUNT VI

### Violation of New York State and New York City Human Rights Statutes

#### - Disparate Treatment

87. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 59.

88. Willis has maintained a system for making promotion and compensation decisions that is excessively subjective and through which defendants discriminate against female officers by denying them the same opportunities for upward mobility and compensation afforded to similarly situated male employees.

89. The defendants' discriminatory practices described above have denied female officers promotional opportunities and compensation to which they are entitled, which has resulted in emotional distress and other harm for which they are entitled to compensation.

90. Defendants have undertaken these discriminatory practices willfully or with reckless disregard for the Plaintiffs' rights protected under the New York State and New York City Human Rights statutes.

91. These employment practices violate NYC Code § 8-107 and N.Y.Exec. Law §§ 290 *et seq.*

#### CLASS-WIDE COUNT VII

##### Violation of Massachusetts Fair Employment Practices Act - Disparate Treatment

92. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 59.

93. Willis has maintained a system for making promotion and compensation decisions that is excessively subjective and through which defendants discriminate against female officers by denying them the same opportunities for upward mobility and compensation afforded to similarly situated male employees.

94. The defendants' discriminatory practices described above have denied female officers promotional opportunities and compensation to which they are entitled, which has resulted in emotional distress and other harm for which they are entitled to compensation.

95. Defendants have undertaken these discriminatory practices willfully or with reckless disregard for the Plaintiffs' rights protected under the Massachusetts Fair Employment Practices Act.

96. These employment practices violate Ch. 151B of Mass. General Laws.

**PRAYER FOR RELIEF**

**WHEREFORE** Plaintiffs respectfully request this Court:

A. Declare that the practices described in this complaint exist at Willis and that they are unlawful;

B. Issue a permanent injunction prohibiting the Defendants, their employees, agents, officers and successors, from engaging in the discriminatory employment practices complained of herein;

C. Issue a permanent mandatory injunction requiring that Defendants adopt employment practices in conformity with the requirements of Title VII of the Civil Rights Act of 1964, 42 U.S.C. § 2000e, et seq;

D. Award back pay and other job benefits sufficient to make the Plaintiffs whole;

E. Award compensatory and punitive damages appropriate to the proof at trial;

F. Award reasonable attorneys' fees and costs, including expert fees; and

G. Order such other and further relief as the Court deems just and proper.

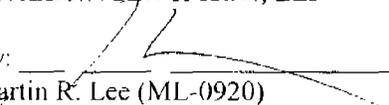
**JURY TRIAL DEMAND**

The Plaintiffs hereby demand a jury trial.

Dated: New York, New York  
September 8, 2004

Respectfully Submitted,

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United States District Court  
Southern District of New York  
Office of the Clerk  
U.S. Courthouse  
500 Pearl Street, New York, NY 10007-1213

To: Chambers

From: Clerk's Office

01 CV 6558 (623)

The attached document has been accepted for filing under **Rule 5(e) effective December 1, 1991**. Regrettably, as you know, the clerk is no longer authorized to reject papers based on form only. In order for the papers to be rejected, action must be taken by the judge. This document is deficient as to form for the following reason(s):

- For an original signature of the attorney of record in his/her own name, followed by his/her address and telephone number, at the end of each document. [Local Civil Rule 11.1(b)].
- All papers must bear the docket number and the initials of the judge and any magistrate judge before whom the action or proceeding is pending and have the name of each person signing it clearly printed or typed directly below the signature [Local Civil Rule 11.1(a)].
- All original paper must contain the initials of the attorney's first and last name, and the last four digits of the attorney's social security number, or any other four digit number registered by the attorney with the clerk of the court [Local Civil Rule 11.1(b)(1)&(2)].
- All pleadings, written motions, and other papers must be plainly written, typed, printed or copied without erasures or inter-lineation which may materially deface it [Local Civil Rule 11.1(a)(1)].
- For an attorney's affirmation or affidavit, as required [Local Civil Rule 6.1(a)(1)].
- Expired Certificate of Good Standings (30 days) [Local Civil Rule 1.3(7)].
- Federal Civil Rule 7.1 disclosure statement and copy needed.
- Proof of service required [Federal Civil Rule 5(a)].

Other leave printed in O/S/over date 9/13/04

Accept for filing:

J. Michael McMahon, Clerk

[Signature]  
U.S.D.J.

9/13/04  
DATE

[Signature]  
Deputy Clerk

Return for compliance of local rule:

SEP 09 2004

DATE

U.S.D.J.

DATE