

**EXHIBIT 2: [PROPOSED] SUPPLEMENTAL DECLARATION OF TIMOTHY PERLA**

1 Jonathan A. Shapiro (257199)  
WILMER CUTLER PICKERING HALE AND DORR LLP  
2 950 Page Mill Road  
3 Palo Alto, California 93304  
Tel: (650) 858-6101  
4 Fax: (650) 858-6100  
jonathan.shapiro@wilmerhale.com

5  
6 Andrea J. Robinson (pro hac vice)  
Timothy J. Perla (pro hac vice)  
7 WILMER CUTLER PICKERING HALE AND DORR LLP  
60 State Street  
8 Boston, Massachusetts 02109  
Tel: (617) 526-6000  
9 Fax: (617) 526-5000  
andrea.robinson@wilmerhale.com  
10 timothy.perla@wilmerhale.com

11 Attorneys for Defendant Life Insurance  
12 Company of the Southwest

**UNITED STATES DISTRICT COURT**

**CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION**

15 JOYCE WALKER, KIM BRUCE  
16 HOWLETT, and MURIEL SPOONER, on  
behalf of themselves and all others  
17 similarly situated,

18 Plaintiffs,

19 vs.

20 LIFE INSURANCE COMPANY OF THE  
21 SOUTHWEST, a Texas corporation, and  
22 DOES 1-50

23 Defendant.

Case No.: CV 10-9198-JVS(RNBx)

**[PROPOSED] SUPPLEMENTAL  
DECLARATION OF TIMOTHY PERLA  
IN OPPOSITION TO PLAINTIFFS'  
MOTION FOR CLASS  
CERTIFICATION**

**DECLARATION OF TIMOTHY PERLA**

I, Timothy Perla, declare as follows:

1. I am an attorney duly licensed to practice law in the Commonwealth of Massachusetts. I am a Counsel at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel for Defendant Life Insurance Company of the Southwest (“LSW”) in the above-entitled action. I have personal knowledge of the facts stated herein and, if called as a witness, I could and would testify competently thereto.

2. On August 24, 2012, I submitted a Declaration concerning the sample of 400 policy files produced in this matter. I conducted a further review of the files in response to Plaintiffs’ September 27, 2012 supplemental filing. I now submit the following additional information in support of LSW’s supplemental filing in opposition to class certification.

3. Policy files sometimes contain an Agent Report. Part 1, Question 7 of the Agent Report asks the agent to “List any sales materials, including illustrations, used relating to the new application.” In 33 instances, the response lists only materials other than an illustration, reference to quick calc, or to the IC software. My understanding is that Plaintiffs treated these as agent reports that contained no evidence concerning illustration use. This is incorrect: the question specifically asks about illustration use.

4. The Sample contains 491 signed and dated illustrations. In 434 instances (88% of the time), the signature dates falls after the print date. The signature date falls a median of 12 days after the print date.

1           5.     The Sample contains 122 illustrations for which the print date precedes or  
2 matches application date (less than 31% of the time). Of those, 30 bear a signature date  
3 *after* application date.

4           6.     189 of the 400 policy files in the Sample contain more than one illustration.

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

6  
7 Executed this 2nd day of October, 2012, at Boston, Massachusetts.

8                               By: /s/ Timothy Perla  
9 Timothy Perla

**PROOF OF SERVICE**

I am a resident of the Commonwealth of Massachusetts, over the age of eighteen years, and not a party to the within action. My business address is Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109. On October 2, 2012, I served the within document(s):

[PROPOSED] SUPPLEMENTAL DECLARATION OF TIMOTHY PERLA IN OPPOSITION TO PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

I placed the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail addressed as set forth below.

I personally caused to be hand delivered the document(s) listed above to the person(s) at the address(es) set forth below.

I emailed the document(s) listed above to the person(s) at the address(es) set forth below.

I electronically filed the document(s) listed above via the CM/ECF system.

Brian P. Brosnahan  
(bbrosnahan@kasowitz.com)  
Charles N. Freiberg  
(cfreiberg@kasowitz.com)  
Jacob N. Foster  
(jfoster@kasowitz.com)  
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
101 California Street, Suite 2300  
San Francisco, CA 94111

Harvey R. Levine  
(lsmh@levinelaw.com)  
LEVINE & MILLER  
550 West C. Street, Suite 1810  
San Diego, CA 92101-8596

/s/ Joel A. Fleming  
Joel A. Fleming