EXHIBIT 3: [PROPOSED] SUPPLEMENTAL DECLARATION OF JOEL FLEMING

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12	Company of the Southwest	
13	UNITED STATES DISTRICT COURT CENTRAL DISTRICT OF CALIFORNIA	
14	SOUTHERN DIVISION	
15	JOYCE WALKER, KIM BRUCE	Case No.: CV 10-9198-JVS(RNBx)
16	HOWLETT, and MURIEL SPOONER, on behalf of themselves and all others	
17	similarly situated,	[PROPOSED] SUPPLEMENTAL DECLARATION OF JOEL FLEMING
18	Plaintiffs,	IN SUPPORT OF LSW'S
19	VS.	SUBSTITUTED SUPPLEMENTAL MEMORANDUM IN OPPOSITION TO
20	LIEE DIGUE ANGE COMPANY OF THE	PLAINTIFFS' MOTION FOR CLASS
21	LIFE INSURANCE COMPANY OF THE SOUTHWEST, a Texas corporation, and	CERTIFICATION
22	DOES 1-50	
23	Defendant.	
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DECLARATION OF JOEL FLEMING

I, Joel Fleming, declare as follows:

- 1. I am an attorney duly licensed to practice law in the state of California and before this Court. I am an Associate 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. Attached hereto as Exhibit A is a true and accurate copy of excerpts from the Deposition of Joyce Walker.
- 3. Attached hereto as Exhibit B is a true and accurate copy of excerpts from the Deposition of Kim Bruce Howlett.
- 4. Attached hereto as Exhibit C is a true and accurate copy of excerpts from the Deposition of Muriel Spooner.
- 5. Attached hereto as Exhibit D is a true and accurate copy of the signature page for an illustration prepared for Joyce Walker (nee Schmidtbauer).

I declare under the penalty of perjury that the foregoing is true and correct. Executed this 2nd day of October, 2012, at Boston, Massachusetts.

By: /s/ Joel Fleming
Joel Fleming

1 PROOF OF SERVICE I am a resident of the Commonwealth of Massachusetts, over the age of 2 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, 3 Massachusetts 02109. On October 2, 2012, I served the within document(s): 4 [PROPOSED] SUPPLEMENTAL DECLARATION OF JOEL 5 FLEMING AND EXHIBITS THERETO 6 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 7 below. I personally caused to be hand delivered the document(s) listed above to 8 the person(s) at the address(es) set forth below. 9 I emailed the document(s) listed above to the person(s) at the address(es) set forth below. 10 I electronically filed the document(s) listed above via the CM/ECF 11 X system. 12 Brian P. Brosnahan 13 (bbrosnahan@kasowitz.com) Charles N. Freiberg 14 (cfreiberg@kasowitz.com) Jacob N. Foster 15 (jfoster@kasowitz.com) KASOWITZ, BENSON, TORRES & FRIEDMAN LLP 16 101 California Street, Suite 2300 17 San Francisco, CA 94111 18 Harvey R. Levine (lsmh@levinelaw.com) 19 LEVINE & MILLER 550 West C. Street, Suite 1810 20 San Diego, CA 92101-8596 21 /s/ Joel Fleming 22 Joel Fleming 23

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