

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)
7 Timothy J. Perla (pro hac vice)
Joel Fleming (281264)
WILMER CUTLER PICKERING HALE AND DORR LLP
8 60 State Street
9 Boston, Massachusetts 02109
Tel: (617) 526-6000
10 Fax: (617) 526-5000
andrea.robinson@wilmerhale.com
11 timothy.perla@wilmerhale.com

12 Attorneys for Defendant Life Insurance
Company of the Southwest

13
14 **UNITED STATES DISTRICT COURT**
CENTRAL DISTRICT OF CALIFORNIA
15 **SOUTHERN DIVISION**

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

19 Plaintiffs,

20 vs.

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

23 Defendant.
24

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

**DECLARATION OF JOEL FLEMING
IN SUPPORT OF LSW'S
OPPOSITION TO PLAINTIFFS'
MOTION FOR LEAVE TO FILE
THIRD AMENDED COMPLAINT**

DECLARATION OF JOEL FLEMING

I, Joel Fleming, declare as follows:

1. I am an attorney duly licensed to practice law in the Commonwealth of Massachusetts, 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. Exhibit A to the Declaration of Brian Brosnahan (Dkt. 372-1) is an internal LSW memorandum bearing the Bates number LSW00037039-42. This document was produced to Plaintiffs by LSW on October 14, 2011. Attached hereto as Exhibit A is a copy of a letter from James Lux to Jacob Foster, memorializing the production.

3. Attached hereto as Exhibit B (filed under seal) is a true and accurate copy of an internal LSW pricing memorandum for the SecurePlus Provider Product.

4. Attached hereto as Exhibit C is a true and accurate copy of excerpts from the deposition of Craig Smith.

