

ELIZABETH BEANS-GILBERT

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ELIZABETH BEANS-GILBERT

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1 (By agreement of counsel, all
2 objections, except as to the form of the
3 question, have been reserved until the time
4 of trial.)

5 ELIZABETH BEANS-GILBERT, after
6 having been duly sworn, was examined and
7 testified as follows:

8 - - -

9 EXAMINATION

10 - - -

11 BY MR. KIMMEL:

12 Q. Good afternoon. My name is Craig Kimmel.
13 You were here for the earlier deposition. Could you
14 please state your name for the record?

15 A. Elizabeth Beans-Gilbert.

16 Q. What do you like to be called?

17 A. Beth.

18 Q. Are you okay with me calling you Beth today?

19 A. Absolutely.

20 Q. Beth, I know you were present during the
21 earlier deposition when I spoke to Mr. Tucker about
22 the rules of a deposition. Did you hear those
23 earlier?

24 A. Yes.

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1 Q. Do you have any questions or concerns about
2 executing the same agreements with me about
3 questions and answers and breaks and that type of
4 thing?

5 A. No.

6 Q. Beth, I understand you live in Doylestown;
7 correct?

8 A. Yes.

9 Q. And could you give me briefly your
10 educational background?

11 A. Yes. I went to Hood College in Frederick,
12 Maryland. I did an internship for a car dealer in
13 Charlottesville, Virginia. I came back from a stint
14 with him and worked -- went to Dealer Academy, NADA
15 Dealer Academy, and worked for my dad during that
16 time.

17 And at that point, after Dealer Academy, I
18 always aspired to run a store, but I don't think my
19 father thought I was ready at the time. So I
20 started out over at our body shop next door where we
21 were actually moving that from behind our Ford store
22 over here. So I got raised through the body shop
23 business and was there for several years.

24 And then Saturn became available or

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1 something we started looking into. And at the time,
2 we didn't have a GM franchise, and Fred said, well,
3 if you want to go after Saturn, go ahead. We're not
4 going to get it because we don't have a GM store.
5 Long and short, we started the Saturn thing and got
6 involved with Saturn.

7 And when we purchased the Saturn store from
8 Hank Faulkner, we had to purchase the Mitsubishi
9 store at the same time. So I became sort of general
10 manager of both. While we were building the Saturn
11 store, we took over construction from Hank, and we
12 did a reorganization of territories and we finished
13 Hank's project, and I became general manager of both
14 Mitsubishi and Saturn in 1991. Finished the Saturn
15 store. Was there several years running those two
16 stores and doing what I would say a good job.

17 And Fred kept saying, we need to -- he kept
18 pulling me out to do other things. Do this at this
19 store. Get this implemented at that store, these
20 things you're doing. And we decided to form a
21 management company because we started getting bigger
22 and had more employees, and I seemed to be good at
23 processes and stuff.

24 So I kind of came over here, and we started

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1 an HR department, centralized our payroll, moved our
2 CPA over here or hired a CPA. So now I oversee -- I
3 guess you would say -- my title's technically vice
4 president, but I always say I'm kind of the
5 implementer of the division. I work with all the
6 managers to make sure all the stores are running
7 properly and the right processes are in each store
8 and consistencies there and implementation.

9 Q. Let me just ask a few other questions while
10 we're on the corporate subject. The corporation is
11 structured how, one parent corporation, one umbrella
12 corporation?

13 A. You know, I should know that. I don't know
14 how to answer that exactly. This is Fred Beans
15 Holdings, this office.

16 Q. Let me see if I can ask a different question
17 and get to what I need to get to.

18 A. Each dealership is a separate corporation if
19 that's what you're asking.

20 Q. And are those separate corporations all
21 owned by a holding company?

22 A. Yes. Different ones. Different
23 partnerships. All different.

24 Q. I noticed, for example, my client was paid

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1 by the Ford store but worked for the Hyundai store,
2 and I was told that that is because of the structure
3 of the company. Can you elaborate on that at all?

4 A. I wrote that down actually because I
5 questioned that when you asked that question. I
6 know that the Hyundai franchise is under the Ford
7 store. So at one point as we added franchises, the
8 Ford store and the Hyundai store were together but
9 has since been separated. Now, whether or not
10 they're two separate corporations at this point, I
11 can't tell you. I know that they're on one
12 financial statement. And then we have the Hyundai
13 version, the Ford version, the combined version. So
14 no, I can't answer that question properly.

15 Q. Who would have that information, your
16 accountant?

17 A. Yes.

18 Q. Who is your accountant?

19 A. I would go with Valerie Morton. I would
20 think she would be even more accurate. I can go out
21 there. I don't know if you want me to ask her.
22 She's right in the other room. It's not a big deal.

23 Q. It would probably be cleaner not to at this
24 time. What I would probably request, then, to make

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1 everybody's life easy, is if you could find for me
2 or have somebody produce for me just a copy of the
3 incorporation papers for the company.

4 A. For Hyundai?

5 Q. For Hyundai and for any of the holding --

6 MS. WALKER: I think some of that
7 was provided in the federal arbitration
8 disputes over the arbitration agreement. I
9 believe that's in the record.

10 THE WITNESS: So incorporation
11 papers for Hyundai?

12 BY MR. KIMMEL:

13 Q. Yes.

14 Are you an owner of the Hyundai store?

15 A. No.

16 Q. Is your father?

17 A. Uh -- yes.

18 Q. You don't know?

19 A. I guess. Yeah. I'm embarrassed. Yeah, I
20 think so.

21 Q. We don't want you to guess.

22 A. Well, who would be the owner? Who else
23 would it be?

24 MR. KIMMEL: Let's go off the

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1 record for a minute.

2 (At this time, there was a brief
3 discussion held off the record.)

4 BY MR. KIMMEL:

5 Q. So we just had a brief conversation off the
6 record. I'm just going to refer to this quickly.
7 Your father ultimately is the owner of all the
8 stores?

9 A. Yes.

10 Q. Do you have any shareholder interest in any
11 of the stores?

12 A. Yes.

13 Q. What is your ownership interest?

14 A. I have ownership in the real estate of many
15 of the stores. I am a partner in the Mitsubishi
16 entity and the Saturn entity, which is now no
17 longer. I am a partner in the VW entity. I think
18 that's it.

19 Q. Do you have ownership of the real estate
20 where the Hyundai store was in 2008?

21 A. I don't know. My dad's not real transparent
22 with a lot of that stuff. He's just not good at it.

23 Q. Do you derive any income from the Hyundai
24 store?

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1 A. Yes.

2 Q. And you're on the management team?

3 A. Yes.

4 Q. Could you describe for me what the
5 management team does, specifically as it involves
6 the Hyundai store?

7 A. There's the management company which is this
8 office, which is -- let me separate that. That's
9 like payroll, taxes, da, da, da, da, da, that I
10 oversee. But then we have two groups of people that
11 spearhead the company. There's the board of
12 directors, which is myself, my father, and some of
13 my father's partners in our other car dealerships
14 not in Doylestown, and we make big decisions like if
15 we're going to change a policy or do a handbook or
16 we're going to bring in a new vendor, something very
17 big that's going to affect all of us.

18 And then we have an operations team, which
19 is who I think Matt was referring to. That is
20 myself and my father, my husband, who does the
21 vehicle -- he's a new member to it -- Julian, who
22 Matt mentioned, who was our IT director, but he's
23 like IT slash service marketing now. It was Greg
24 Thrasher, who has left our company, Steve Wiley

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1 who's our parts director, and Rob Sanken (ph), who's
2 our corporate controller.

3 So I would say we are sort of above a
4 general manager and almost a buffer before Fred of
5 the final say of if things have to be looked at.
6 We're the people that Fred calls if there's a
7 problem in a dealership. If it's parts related,
8 it's like, Steve Wiley, you need to go work with
9 that team and fix that. If it's HR related or
10 process oriented, I'm sort of involved in all of it,
11 and if it's service, it's Greg Thrasher.

12 Q. Let's talk about the Hyundai store. Mr.
13 Tucker referred a number of times to decisions that
14 were made by the management team or meetings that
15 were made --

16 A. Which would really be the operations team,
17 but yes.

18 Q. And you're on that team?

19 A. Yes.

20 Q. And you were on that team in 2008?

21 A. Yes.

22 Q. What would you say the responsibilities were
23 of the operations team in 2008 at the time my client
24 was terminated?

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- 1 A. What were our responsibilities?
- 2 Q. Correct. Or how would you define its
3 function?
- 4 A. We are a support mechanism for the car
5 dealerships to insure that they're running -- I
6 don't know if this answers your question -- but
7 running soundly, profitably. If the wrong person's
8 in a job, if someone's stealing from us, if there is
9 a theft issue, if the numbers aren't right.
- 10 Q. So somebody that the general manager can
11 report to --
- 12 A. Yes.
- 13 Q. -- to get authority?
- 14 A. Or sometimes if a general manager's not
15 savvy enough in an area too. For example, if --
16 I'll use the Hyundai store for an example. If
17 Cherie had to restructure pay plans or something,
18 she may not directly do that with Matt. She might
19 have gone to like a Greg Thrasher and a Rob for help
20 with that and Matt maybe. You know what I mean? It
21 was sort of like if she wanted to make some kind of
22 a move or something or do something like that, she
23 might go there for help. Or if we were changing the
24 structure of how a shop was run, we would be

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1 involved in that, the team.

2 Q. So except for Fred Beans, the management
3 group or the operations team would be the last word
4 on what to do and what authority is being given to
5 handle a certain situation?

6 A. Yeah, I guess you could say that.

7 Q. Within the group itself, is there any
8 division of responsibility, or is it more free-form?
9 And what I mean by that, your background being in
10 financial and management, were there certain tasks
11 that you did do and certain tasks that you deferred
12 to others for or could any member of the team, the
13 operations team, really intervene and make that
14 decision?

15 MS. WALKER: Objection to the form.

16 THE WITNESS: That's a hard one.

17 I'm trying to make sure I understand your
18 question. So in other words -- should I use
19 a pay plan example? If I want to change a
20 pay plan, are you asking me, could I go do
21 it or would I give it to someone else to do?
22 Is that what you're asking me?

23 BY MR. KIMMEL:

24 Q. No, more general.

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1 I'm a lawyer. I'm not a doctor. So if
2 somebody comes to me and asks for a legal opinion, I
3 can provide it. If somebody asks me for a medical
4 opinion, I can't provide it.

5 You have a background. These other
6 individuals you've named have backgrounds. Are your
7 responsibilities for the company clearly outlined or
8 are they more free-formed?

9 A. No, they're clearly outlined.

10 Q. What are your responsibilities within the
11 team specifically for the Hyundai store?

12 A. Me? That's a good one. Mine might be more
13 free-form. I don't even know if I have a job
14 description. What were my responsibilities for the
15 team for the Hyundai store? I don't have a job
16 description, so I guess I'm just going to have to
17 wing this and tell you what I think my
18 responsibilities are. Does that work or no?

19 Q. I don't want you to guess, and I don't think
20 your attorney wants you to speak more than you're
21 comfortable in speaking. So why don't I help out a
22 little bit and ask a different question.

23 A. Okay.

24 Q. You worked with Cherie; correct?

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1 A. Yes. I think I hired her, I think.

2 Q. Would you consider her to be a satisfactory
3 employee during her time here?

4 A. Yes.

5 Q. Could you qualify that even further by
6 telling me if you think she's a superior employee, a
7 satisfactory employee, or some other distinguishing
8 identification?

9 A. I don't know that I can answer that
10 consistently. I went through all different phases
11 with Cherie. I was probably one of her biggest
12 advocates in her becoming a manager. There were
13 times when I would say she was the best and there
14 were times that she wasn't. Again, I can't fairly
15 speak because I may not have been -- there were
16 times when she worked directly for me and times she
17 didn't work directly for me.

18 When she was at the Hyundai store, I didn't
19 have the interaction I had with her when she was at
20 Mitsubishi, per se. You heard things this, oh,
21 this, that and the other thing about an employee
22 but --

23 Q. Did you ever hear anything negative about
24 her?

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1 A. Yes.

2 Q. What did you hear?

3 A. Mostly negative about her hours. She always
4 had problems with her kids.

5 Q. What do you mean "problems with her kids,"
6 getting to work on time?

7 A. Yeah. She was always late or she had this
8 issue or that issue or had to leave a lot to go deal
9 with stuff.

10 Q. But as far as the monthly reports, the
11 weekly reports, she was --

12 A. As far as I know, she got those things done,
13 yeah, I don't think that was an issue.

14 Q. And other than the time issues, the arrival
15 time issues, was there anything else that you found
16 lacking in her approach to the work?

17 A. She definitely wasn't -- she was just
18 different -- different -- how do I say this
19 correctly? It depended on who she was reporting to.
20 Sometimes I thought she could be a real ace and
21 sometimes -- you know.

22 Q. How about her performance at the Hyundai
23 store?

24 A. It was okay. Some months she had some good

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1 months. Some months she had some bad months. In my
2 mind, she wasn't a consistent player there all the
3 time. And I think it was because of all her
4 personal stuff going on. I don't know.

5 Q. You mean with regard to her children?

6 A. I guess. I don't know. I just know she had
7 trouble getting to work. I don't know why or how,
8 but she had trouble getting to work.

9 Q. But she didn't have problems doing the job?

10 MS. WALKER: Objection to the form.

11 THE WITNESS: Again, some months
12 she was good and some months she wasn't.
13 She wasn't consistent that I remember.

14 BY MR. KIMMEL:

15 Q. I think I read somewhere that one time she
16 had received some type of recognition for producing
17 really, really well for a month?

18 A. That would be true. I'm like that. I like
19 to -- when someone -- I always personally -- because
20 I feel like Cherie -- I feel like I was the one who
21 encouraged Cherie to become a manager, so when I
22 would see her do something good, I probably made a
23 bigger deal than maybe I would have for someone
24 else. So yeah, I did do that. I did send an e-mail

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1 when she had a good month.

2 Q. When did you first become aware that Cherie
3 was pregnant?

4 A. At one of these meetings, which I'm assuming
5 was a Monday morning, because back then we did them
6 on Mondays, and Matt Tucker -- and I'll try to
7 recollect this as best I can.

8 My dad and I were sitting in the Monday
9 meeting waiting for the team to assemble, to come to
10 go through their numbers and things and their
11 performance, and I don't remember if Matt said it
12 exactly -- if he said, Cherie has something to tell
13 you or -- I thought it was a bizarre way to -- like,
14 Cherie has something she needs to talk to you about.
15 I assumed she was quitting. I mean, when someone
16 says that to me, that's what I assume. So that's --
17 so I was like braced for that. And I don't remember
18 if she walked down or sat down or what or came in
19 and said, I'm pregnant. I was shocked because it
20 wasn't what I was expecting. I thought she was
21 going to tell me she was quitting.

22 Q. Did the meeting occur in this building or
23 some other building?

24 A. At the Hyundai store.

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1 Q. And you were there for the meeting?

2 A. Yes.

3 Q. So it was on a Monday?

4 A. Yes, I guess it was.

5 Q. Who else was present?

6 A. My dad, Matt, Cherie, and I honestly can't
7 remember if the other managers were in the room yet
8 or not. I don't remember.

9 Q. Do you remember how the information was
10 delivered by Cherie, what she said?

11 A. No.

12 Q. Have you read the complaint in this case?

13 A. Yes, but not recently, not since the last
14 time I saw you.

15 Q. Do you recall there being an allegation that
16 your father had made a comment to Cherie about she
17 looks happy, and you're not pregnant; are you? Do
18 you remember that series of statements in the
19 complaint?

20 A. Yes, I remember in the complaint. I didn't
21 hear him say it. But I remember reading about it.
22 That was like a few days before he found out she was
23 pregnant or before our meeting?

24 Q. I think that's what the allegation was.

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1 A. Yes.

2 Q. Did you ever speak to your father about that
3 allegation?

4 A. Yes.

5 Q. And what was your understanding of your
6 father's feeling about that allegation?

7 MS. WALKER: Only if you spoke
8 about it outside of the presence of counsel.

9 THE WITNESS: Wait, what?

10 MR. KIMMEL: It's her father.

11 BY MR. KIMMEL:

12 Q. Did you have this conversation with your
13 father?

14 A. Yes.

15 Q. Was anybody else present?

16 A. No.

17 Q. So with your father, can you tell me when
18 you discussed it, what was said between the two of
19 you about that allegation?

20 A. Did you say that?

21 Q. And do you recall his response?

22 A. Not that I'm aware of.

23 Q. You said you were a big supporter of
24 Cherie's. Do you feel that she had the potential to

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1 do more at the company than a service manager? Was
2 she a candidate, for example, of general manager if
3 she could get whatever problems --

4 A. I was a huge -- we have a hell of a time
5 attracting women. It's horrible. So anytime we get
6 one and they're good, I really try to get involved
7 because I would like to see more women in our
8 company. She -- and I don't remember when, but I
9 did have -- I actually worked -- I worked with her
10 through all of her pregnancies because I think at
11 one of them, she may have worked directly for me,
12 and I spoke with her about different things she
13 could do while she was on maternity leave, kind of
14 always encouraging her.

15 And I remember at one point -- I don't
16 recall if she was leaving or -- but I talked to her
17 about being a trainer, because there was a point
18 where we had -- we were putting this new process in
19 place. I don't remember where she was a manager at
20 the time. She was a manager, and we were putting
21 this new process in place for walking around cars.
22 And she was a rock star doing it. She was amazing
23 and she just embraced it so much better than anybody
24 else. And I remember saying to myself, she could be

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1 like our corporate service trainer. And I remember
2 having some brief words about it with her. I don't
3 remember if it was in between kids or if it was just
4 in general before she came back the second time as a
5 service manager.

6 But yes, I thought she had potential. To
7 run a store, I don't know, because I never -- you
8 know. My guess would be no because she never
9 expressed that to me or showed any interest in car
10 sales. Usually somebody will be nipping at my heels
11 if they want to do something more, like, can I come
12 in and do this. She never --

13 Q. She had a skill set. It might have taken
14 her to a different place.

15 A. Yeah, I think she had a good skill set
16 though. I do.

17 Q. Would you say that Cherie interfaced with
18 yourself and your father on a regular basis?

19 A. I can't answer that for my father.

20 Q. Well, I mean, if you were present?

21 A. What do you mean, like if I was at the
22 store?

23 Q. If the two of you were present and Cherie
24 was present, was that a common event, or was that

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1 rare, the three of you talking?

2 A. By ourselves?

3 Q. In a meeting together, in a meeting together
4 in a business setting, in an office, the three of
5 you. It wasn't very unusual; was it?

6 MS. WALKER: Objection to the form.

7 THE WITNESS: The three of us,
8 probably not. I don't know that the three
9 of us ever sat down together by ourselves.

10 BY MR. KIMMEL:

11 Q. Did your dad have opportunities to talk to
12 Cherie alone on occasion for business reasons?

13 A. I don't know.

14 Q. How often would you say that you saw Cherie
15 in, let's say, a 30-day period?

16 A. That's a tough one. I mean, I don't know.

17 Q. Would it be limited to when --

18 A. I could go 30 days and not see her at all.
19 If something would happen and I don't make the
20 Monday meetings for whatever reason -- like I'm
21 doing something like this so they did them without
22 me. And I don't remember the exact schedule back
23 then if we hit that store once a week or -- they had
24 to have a meeting every week, but Fred and I, I

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1 don't know if we hit it every other week or every
2 week. So I could go 30 days without seeing her, but
3 on the same breath, I could go every day seeing her.

4 Because this is management, so she could
5 come here every Monday for payroll and see me. She
6 could be here for service managers meeting which I
7 participate in, see me. So it's hard to say. I
8 could be in the store taking care of a customer
9 complaint and have her involved with me in it.

10 Q. So it could have been different locations?

11 A. Yes.

12 Q. For different reasons?

13 A. Yeah. There's a chance I could see her
14 every day or there's a chance I could not see her
15 for 30 days in a row.

16 Q. You said you were with her for all of her
17 pregnancies; is that accurate?

18 A. Yeah. I think I even remember -- I think
19 she was even with me when she got married, yeah,
20 because she had a different name, yes.

21 Q. As a matter of fact, I think she started as
22 what, a part-time secretary or receptionist?

23 A. Yeah.

24 Q. And she ultimately ended up as service

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1 manager?

2 A. This is hard for me because she was -- you
3 know. I kind of always looked at her as, you know,
4 like a protege or something.

5 Q. With regard to her first child, can you tell
6 me when she worked for the dealership how her
7 maternity was handled; if you recall?

8 A. This is where I'm confused on whether I
9 should answer because I remember conversations -- I
10 can tell you how I talked to her. I just don't
11 remember if it was her first pregnancy. I'm
12 assuming -- I'm sketchy, really sketchy, on when
13 things happened.

14 Q. To the best of your recollection.

15 A. To the best of my recollection, her and I,
16 I'm assuming, were married, pregnant at the same
17 time. So of course now, I have four kids. So I
18 think I'm Miss Pro on how to have a baby and come
19 back to work. So I successfully, I think, helped
20 several women in our company navigate the balance of
21 the work home thing. And in every case, every woman
22 who has gone out on maternity leave, I have
23 anxiously awaited their return and wanted them here,
24 so I always was trying to be sensitive to how hard

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1 it is to leave a child and all that stuff.

2 So I remember with Cherie saying we could --
3 doing something saying -- you know, you should have
4 an adjusted schedule and you should phase back. And
5 then I remember kind of going to bat to look for
6 other positions for her so she could stay in the
7 company. I just remember those conversations with
8 her, like encouraging her and coming up with this
9 special arrangement, this concept that I kind of
10 developed with these women. Like, your first week
11 back, come back at noon and work for five hours, and
12 then the next week come back at 11, because I knew
13 how hard it was to leave a child and all that stuff.
14 So I always was trying to be helpful and probably
15 too maternalistic in that nature as now looking
16 back.

17 Q. So that was her first pregnancy?

18 A. I think I did it with both of them, both of
19 her children. I remember talking to -- because I
20 was always kind of giving advice probably where I
21 didn't need to be on how to have a baby and come
22 back to work.

23 Q. When she made the announcement for the
24 second pregnancy, did you feel she could do the job

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1 as a service manager until she was ready to deliver?

2 A. Yes. My only big thing with her and
3 everybody else -- only because it happened to me so
4 I always had to tell the story of the day I walked
5 out to go to the doctors and never came back because
6 I had preeclampsia and didn't know it. So my big
7 deal with everybody was like, what's your plan.

8 Because the other thing -- and I remember
9 saying this to Cherie -- this isn't a nice subject,
10 but I was always like, what are you going to do if
11 something happens to you or the baby and you can't
12 come right back to work or if something's wrong with
13 the baby when it's born, which is an awkward thing
14 to say to people, but you have to think that way.
15 So I do remember conversations like that with her,
16 again trying to be helpful. I always thought I was
17 being helpful, but apparently not.

18 Q. What was her reaction to those conversations
19 that you're referring to?

20 A. I thought she was happy with the advice I
21 was giving. I kind of -- I guess because I'm the
22 female in the group, I thought, let me take this
23 role in the company. Let me be the person who helps
24 these women transition. It wasn't really anything

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1 defined. It was just something I did because I
2 thought I was good at it.

3 And I think I'm more approachable. I'm
4 easier to talk to about that stuff because I went
5 through it myself. I'm very blessed because of my
6 last name that I can walk out when I walk out. And
7 not everybody has that luxury. Not every woman that
8 works here can just step out because their kid
9 called. So I try to help that along. That's all.

10 Q. Did you see any drop off in the quality of
11 my client's work from the time she announced her
12 pregnancy until the time she was terminated?

13 A. I couldn't answer that for her specifically.
14 The store -- say that question again. I want to
15 make sure I'm answering it.

16 MR. KIMMEL: Can you read that
17 back?

18 (At this time, the record was read
19 back as requested.)

20 THE WITNESS: I don't know. I just
21 know that the store went into a total
22 downward spiral.

23 BY MR. KIMMEL:

24 Q. Do you know when it started to go into the

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1 downward spiral?

2 A. It was pretty much in the downward spiral
3 2007, 2008. I don't know the exact date. I'd have
4 to look at the financial statements and tell you.

5 Q. Was it days or months you're referring to?

6 A. Months.

7 Q. How were the other stores doing? I mean,
8 there's no longer a Saturn or a Saab store.

9 A. We had a couple stores that were in a major
10 downward spiral. We had a whole situation in
11 Limerick in a downward spiral. The Saturn store was
12 in a downward spiral. None of our stores were
13 performing where they were, but some were moving
14 faster down than others.

15 And truthfully, the banking thing hit us
16 pretty hard, and that was like -- and then I joke.
17 I laugh. I shouldn't, but my dad literally was on
18 suicide watch. I never saw -- he's a depression
19 baby, so he tends to be an alarmist, but I never saw
20 him get like he got. The first call we got was they
21 weren't going to buy paper anymore. Then it was
22 they're pulling our floor plan line. When that hit,
23 that's when I realized for the first time really how
24 much jeopardy we were in. I didn't realize how bad

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1 it was until we were going to lose our floor plan
2 line, and I realized there's nothing -- no one can
3 save you from that. We were going to lose
4 everything. So we definitely went into a panic
5 mode.

6 Q. How would you classify the Hyundai store in
7 comparison to the other stores that your father owns
8 as far as how it was --

9 A. The ones that stick out are Hyundai,
10 obviously the two Saturn stores, Limerick, and then
11 our GM stores were -- and our Dodge store was -- in
12 my mind, they were our biggest, quickest problems.
13 It seemed like there was a little bit more stability
14 in our Ford dealerships.

15 Q. Is there a reason why the service manager
16 position was targeted for elimination?

17 MS. WALKER: Objection to the form.

18 THE WITNESS: Well, I'm going to
19 talk about the whole there. It wasn't -- it
20 was -- I think what made the decision happen
21 at that particular store was the competency
22 in Matt. Interestingly enough, I learned
23 today that he didn't have -- he had a
24 different kind of background at Sloane.

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1 But the competency level of Matt --
2 I think we looked at the stores and was
3 like, what GMs can handle what things, like
4 where can we cut. And we don't cut people.
5 It's just not our thing. That was the
6 hardest -- I'll tell you, that day was the
7 hardest that I remember in my dad's life and
8 just not a good day in our company. It was
9 just a brutal thing. We just don't -- we
10 always joke we're a hard place to get fired
11 from. We just don't cut people. It's not
12 in our nature.

13 But if I remember correctly, how we
14 looked at the stores and made the decisions
15 was based on the strength of the general
16 manager in the store and what we thought
17 that general manager could handle and the
18 volume of what was going on in the store,
19 the volume of business that was coming
20 through. You know, if they could take on
21 the additional responsibilities.

22 Does that answer your question?

23 BY MR. KIMMEL:

24 Q. It's your answer.

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1 With regard to Cherie as an individual, you
2 said you viewed her as a protege?

3 A. I did.

4 Q. Yet you knew that she would be one of the
5 people who was let go; correct?

6 A. Yes.

7 Q. Did you do anything or think about doing
8 anything to keep her employed by the group?

9 A. No.

10 Q. Is there a reason why?

11 A. There were numerous people that day that
12 were being terminated, and it was just such a like
13 -- you know, we were like fighting for our lives.
14 It really didn't come down to personalities there at
15 the end. It was just like where can we make do.

16 Q. Cherie was an income earner for the service
17 department; right?

18 MS. WALKER: Objection to the form.

19 THE WITNESS: Not really.

20 BY MR. KIMMEL:

21 Q. No?

22 A. No.

23 Q. In relationship to the other service
24 managers at the other dealerships, where would you

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1 say that she fell as far as revenue earning goes?

2 MS. WALKER: Objection to the form.

3 THE WITNESS: I'd have to look at
4 the financials.

5 BY MR. KIMMEL:

6 Q. Do you want to do that now?

7 A. What would you want me to look at?

8 Q. I just want you to give me an honest answer
9 as to where you view my client as far as --

10 A. When you say "revenue," I don't know what
11 you mean. What I'll tell you is her selling gross
12 was not good. It was one of the worst. And the
13 selling gross is what we bring to the bottom line.
14 So it was below our standard. How was that in
15 relation to everybody else? I don't know off the
16 top of my head. I'd have to go back and get the
17 financial statements that we store and rank them, I
18 guess, if you will.

19 Q. Well, there were no other service managers
20 eliminated that day; is that correct?

21 A. Yes, there were.

22 Q. Who was the other service manager
23 eliminated?

24 A. Service manager at Ford, Pat Reagan.

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1 Q. Was that one of a number of service managers
2 or just one service manager?

3 A. I don't recall. All I recall is there was
4 numerous people let go that day. I don't recall how
5 many were in service. I know of one other off the
6 top of my head.

7 Q. Was there any other store besides the
8 Hyundai store that was left without at least one
9 service manager?

10 A. Yes.

11 Q. What store was that? Do you understand the
12 question?

13 A. Yeah. I'm just trying to remember what
14 store it was, because I don't remember off the top
15 of my head what store it was. But I know we didn't
16 have service managers in every single store all the
17 time.

18 Q. Maybe I can refine the question. The layoff
19 occurred in October of 2008; correct?

20 A. Yes.

21 Q. On that day, how many stores had lost their
22 only service manager?

23 MS. WALKER: Objection to the form.

24 THE WITNESS: I think one, maybe

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1 another one. I feel like we didn't have one
2 in one of our GM stores, but I don't know.

3 BY MR. KIMMEL:

4 Q. Was it at the time that the Buick and
5 Cadillac, and I believe at the time it might have
6 been Pontiac, was coming together as one group or is
7 that Buick Oldsmobile Cadillac?

8 A. Oldsmobile's been gone for a while.

9 Q. Right. But there was a consolidation of
10 several divisions around that time; do you recall
11 that?

12 A. Yeah, but that wasn't until later. What
13 time was this?

14 Q. I think there were two consolidations.
15 There was the first consolidation of Buick
16 Oldsmobile Cadillac, and there was a second
17 consolidation at your store of the brands within the
18 store.

19 MS. WALKER: Objection to the form.

20 Is that a question?

21 BY MR. KIMMEL:

22 Q. Is that accurate or is that not accurate?

23 A. I don't know. It's accurate, but I don't
24 know the timing, if the timing was the same, I don't

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1 remember.

2 Q. Were there any sales staff, not managers,
3 fired in October of 2008?

4 A. I don't remember.

5 Q. Was there any one type of employee that was
6 let go more than any other type of employee, like
7 janitorial or lot people?

8 A. You mean that one particular day or in
9 general?

10 Q. In that one group of terminations?

11 A. Not that I'm aware of.

12 Q. Was there anybody, besides the other
13 individual who you can't say who it was, who was let
14 go from a service position?

15 A. Pat Reagan.

16 Q. In the Ford store?

17 A. Yes.

18 Q. But you don't know if the Ford store was
19 left with a service manager after that?

20 MS. WALKER: Objection to the form.

21 BY MR. KIMMEL:

22 Q. In other words, was the position eliminated
23 at the Ford store?

24 A. No. I don't remember. Maybe for a while.

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1 I don't remember. I don't remember.

2 Q. Does the manufacturer require your company
3 to maintain a service manager for purposes of
4 warranty work?

5 A. I don't think so.

6 Q. Did you ever check with the manufacturer or
7 check your dealership agreement before making these
8 changes?

9 A. Not recently, no. Because I think you can
10 have a clerk do warranty work because we do. We
11 don't always have service -- only some of our stores
12 have a service manager doing warranty work.
13 Sometimes it's a GM. Sometimes it's a clerk. It
14 depends on how the job's structured.

15 Q. Are you familiar with the term warranty
16 audit?

17 A. Yes.

18 Q. Can you tell me what that means?

19 A. It means that the manufacturer audits your
20 warranty policies and procedures to make sure you're
21 compliant with the rules and regulations that the
22 manufacturer sets in place. Sometimes it costs you
23 money; sometimes it doesn't, depending on how
24 compliant you are.

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1 Q. Does the manufacturer meet with somebody
2 from the dealership for those audits?

3 A. Sometimes. Usually we like to get involved
4 in that. They're supposed to let us know, the
5 operations team, if there's a warranty audit.
6 That's what they're supposed -- the alleged chain
7 of command is if you're going to have a warranty
8 audit, we get alerted first and meet with them
9 first.

10 Q. Does a service manager ever participate in
11 the audit?

12 A. Sometimes. Depends on the audit. Depends
13 on what it's about. Depends on the severity of it.
14 Sometimes it's Greg Thrasher. Me, I've been
15 involved in some of them; Fred, depends. It depends
16 on the manufacturer and what it's all about.

17 Q. Going back to the corporate structure for a
18 second, I think you indicated, tell me if I'm
19 correct, that your father is the president of all
20 the companies?

21 MS. WALKER: Objection to the form.

22 THE WITNESS: He's the president?

23 BY MR. KIMMEL:

24 Q. Is he the president? I'm speaking of the

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1 corporate structure.

2 A. I don't know if he's president of every
3 corporation. I don't know that. I know I'm
4 president of a couple here and there.

5 Q. Do you know which ones?

6 A. No. It depends. If somebody gives me
7 something to sign and tells me I'm the president, I
8 sign. I think I'm president of Saturn.

9 Q. Which is defunct?

10 A. Right. I think I'm president of Mitsubishi.
11 I don't know.

12 Q. Who would be the president of Hyundai; do
13 you know?

14 A. No. Fred, I'm assuming. I'm sure it's Fred
15 the more I think about it.

16 Q. Do you know if there's a vice president of
17 the Hyundai store?

18 A. No. We don't have any vice presidents. We
19 only have a secretary and a president at each of our
20 corporations. That much I do know.

21 Q. Who would be the secretary of the Hyundai
22 store?

23 A. Probably Fred.

24 Q. So he's the president and secretary. Are

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1 there any shareholders of the Hyundai store?

2 A. No.

3 Q. So it's entirely Fred's?

4 MS. WALKER: Objection to the form.
5 I don't know what you mean by "entirely
6 Fred's."

7 MR. KIMMEL: I'm trying to ask some
8 questions.

9 MS. WALKER: I mean, they're
10 officer positions you're talking about. I'm
11 not sure what you mean by "entirely Fred's."

12 THE WITNESS: Officers aren't
13 necessarily owners. I was an officer of --
14 for example, I'm an officer of the VW store,
15 but yet -- well, no, there I am an owner.
16 I've been an officer of some of the
17 corporations but not an owner, a
18 shareholder, if that makes sense.

19 I assume we're structured that he
20 owns it.

21 BY MR. KIMMEL:

22 Q. Are corporate meetings held for the Hyundai
23 store?

24 MS. WALKER: Objection to the form.

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1 THE WITNESS: What's that mean?

2 BY MR. KIMMEL:

3 Q. I think you've answered.

4 MS. WALKER: She's not an officer.

5 THE WITNESS: I'm not an officer
6 there.

7 BY MR. KIMMEL:

8 Q. Do you know if corporate meetings were held?

9 MS. WALKER: This is beyond the
10 scope of any designation.

11 THE WITNESS: Was that a board
12 meeting? Then, yes. Our board oversees the
13 whole company and we have minutes from our
14 board meetings. So yes, but they're not --
15 it's not like a Hyundai board.

16 BY MR. KIMMEL:

17 Q. When the question was asked earlier how many
18 stores there were today, did you ever come to a
19 number as to how many stores there are?

20 A. No, but I can go look real quick.

21 MR. KIMMEL: Off the record.

22 (At this time, there was a brief
23 break in the proceedings.)

24 BY MR. KIMMEL:

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1 Q. How many stores with the brands --

2 A. You're saying stores, not body shops?

3 MS. WALKER: Do you want to know
4 the franchises or the rooftops?

5 THE WITNESS: Here's this
6 (indicating).

7 BY MR. KIMMEL:

8 Q. How many franchises?

9 A. I have thirteen Fred Beans rooftops, two
10 Langhorne rooftops, one Mechanicsburg rooftop, and
11 two New Holland rooftops. Now you want to know how
12 many franchises --

13 Q. So the total of that would be?

14 A. Eighteen. New Holland's actually in one
15 building. Then you want to know how many
16 franchises?

17 Q. That's okay. That's fine.

18 Do you know how many employees are on the
19 payroll of all the companies, all the franchises?

20 A. I know about.

21 Q. Okay, about.

22 A. About 1800. I'm talking New Holland,
23 Mechanicsburg, Langhorne. That's including
24 part-time, full-time.

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1 Q. Do you know how many full-time?

2 A. No.

3 Q. Have those numbers changed much since 2008?

4 A. Yes.

5 Q. How have they changed?

6 A. They've gone up and down.

7 Q. In 2008 before the layoffs, can you give me
8 an idea of how many employees there were?

9 A. Close to 2200.

10 Q. And then immediately after the layoffs?

11 A. We lost a lot of people just in general
12 during the whole 2007 to 2009 -- we stopped hiring.
13 We lost a lot of people. I want to say it got down
14 to that probably, somewhere around 1800, because we
15 haven't really geared back up. We're starting to
16 gear back up.

17 Q. Would you agree with what Mr. Tucker said
18 about the organization of the Hyundai store, as far
19 as his role, the role of his assistant service
20 managers, the role of his sales and service manager,
21 parts manager; would you disagree with what he had
22 testified to about that?

23 MS. WALKER: Objection to the form.

24 THE WITNESS: No.

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1 BY MR. KIMMEL:

2 Q. Was my client, to the best of your
3 knowledge, ever given a demotion during her
4 employment at the company for any reason at any
5 time?

6 A. Not that I recall.

7 Q. Did my client have supervisory duties in her
8 capacity as a service manager for Fred Beans
9 Hyundai?

10 A. Yes.

11 Q. Can you describe those?

12 A. She was responsible for the people that
13 worked on the service drive, which would be the ASMs
14 and the technicians and that would be managing the
15 day-to-day if they were going to be late, I need a
16 vacation day, that kind of stuff. If they did
17 something wrong, she should have been writing them
18 up, with or without Matt.

19 Again, it depends on the service manager.
20 Some of these people can do it without their GM and
21 some can't. And I can't speak for how she was with
22 that type of thing. If she was good at handling her
23 own problems or needed Matt involved with
24 everything, I don't know that.

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1 And hiring, she'd be involved in the hiring
2 process and termination. And again, I don't know
3 how much she would do and not do without the aid of
4 Matt and/or Greg Thrasher and/or -- you know what I
5 mean.

6 Q. You don't have personal information about
7 those issues?

8 A. Well, no, they can do it, but some of them
9 are not good at it. Some of them are weak at it.
10 Some of them need a manager. It's like that right
11 now.

12 Q. But you can't speak to Cherie herself as to
13 what her experiences were?

14 A. I don't know if she -- I know when she
15 worked with me with technicians she was good at
16 speaking with technicians if they had problems,
17 which I believe is a gift. Only certain people can
18 handle a technician. If they've got some kind of
19 issue, she was good at that. Now, whether or not
20 she had someone always in the room with her or not
21 or she did it by herself, I don't know.

22 Q. Are layoffs typically or terminations
23 typically communicated by your father?

24 MS. WALKER: Objection to the form.

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1 THE WITNESS: Meaning?

2 BY MR. KIMMEL:

3 Q. When there's a termination, is it something
4 that your father gets involved in and tells the
5 employee?

6 A. I would say -- you mean, would he tell Matt,
7 I want somebody terminated or would he tell the
8 employee they are terminated?

9 Q. Would he tell the employee?

10 A. Oh, yeah, he does.

11 Q. And you said that --

12 A. Well, because I think it's -- he's my dad.
13 I don't -- I think that's what you hire -- when
14 people run a store, I think that's what you hire
15 them to do, but I think that my dad likes to do it
16 -- he doesn't like to do it. That's the wrong word.
17 He does it because he prefers that the person he is
18 terminating understands why they're being terminated
19 and he sometimes is concerned that the message
20 doesn't get delivered properly. In other words, we
21 are letting you go because da, da, da, da, da. I
22 didn't mean he likes to do it.

23 He tends to, I think, sometimes -- it's a
24 disagreement that we have that he tends sometimes to

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1 get involved when personally I think that the person
2 who's running the store should handle it, but I
3 understand why he does it because -- and we tend to
4 take a very paternal role with people, especially
5 people that we have a history with or have been with
6 us a long time, we are attached to and probably want
7 to give a reason why they're -- if it's someone
8 who's been stealing from us that we've caught, he
9 wants to be the person who -- or if it's somebody
10 who's been with us a long time who's let us down or
11 we've let down or is leaving us, he likes to be
12 involved.

13 Q. Are you aware of any requirement by law that
14 mandates the employer to give a reason for
15 termination?

16 MS. WALKER: Objection to form.

17 THE WITNESS: I thought we were an
18 at will state.

19 BY MR. KIMMEL:

20 Q. I'm just asking the question of whether
21 you're aware of any --

22 A. I'm aware of at will.

23 Q. Do you understand my question?

24 A. I think I do.

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1 Q. Let me rephrase it because I'm not sure you
2 do. When you said the word at will state, do you
3 know what that means?

4 A. I think.

5 Q. What does that mean?

6 A. It means that you can terminate anyone for
7 any reason; if you don't like their necktie. You
8 can terminate someone for any reason. You don't
9 have to have cause.

10 Q. So with that in mind, is there a reason why
11 the employee is given a meeting where somebody tells
12 them the reason why they're being terminated?

13 A. The same reason my dad goes to people's
14 houses when he interviews them for a job. That's
15 his -- that's his nature. It's the way he does
16 things. It's his company.

17 Q. Earlier we went through some documents,
18 specifically a letter --

19 A. I'll say I think he was involved -- I know
20 he wanted to be involved with Cherie because she was
21 with us for so long, and I think she was like a
22 daughter. You know what I mean? She was -- she
23 grew up with us, and this was not easy for him. And
24 I think he felt -- I hope this doesn't come off

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1 wrong and it's not the wrong thing to say, but you
2 should never ask someone else to put your dog to
3 sleep or shoot your dog. You know what I mean?

4 I think his philosophy was -- if Cherie has
5 to leave, for whatever reason, this company, I will
6 be the one that tells her because I owe that to her.
7 You know what I mean? And that's why -- even I
8 wasn't present because he felt strongly about every
9 single one of those people that day, and that was a
10 very, very difficult thing for us to do that day.

11 Q. Was the fact that she was pregnant part of
12 the decision-making process?

13 A. No.

14 Q. Either one way or the other? Did anybody
15 say, hey, wait a second, she's about to go on
16 maternity leave, should we really include her on
17 this?

18 A. No, because we were looking at the role. We
19 were looking at what Matt could do. Stupidly
20 enough, no, I don't think it was -- it should have
21 been looked at but it wasn't.

22 Q. Was Cherie given a regular review?

23 A. I was a little disappointed at Matt's
24 answer, because you were asking him about our review

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1 process, and he was like, I don't know. Do you know
2 how many meetings I had on how to do the review? I
3 wanted to smack him at the end of the table.

4 We, in the last few years, I guess with this
5 whole -- after the date, after we let people go, we
6 then had a hiring freeze. We then had a wage
7 freeze. We then cut the 401(k). We took the
8 personal days away. We did all these horrible
9 things. But we decided that we needed to have
10 reviews with people so people knew where they stood,
11 but they were going to be reviews without pay
12 increases.

13 So we rolled out a whole new review process.
14 That got rolled out last year. So I'm going to say
15 2009. They had to have them done at end of 2009.
16 They had to do a review last year, 2010. With no
17 raise, they had to do a review, and I was the person
18 responsible. I redid with the committee -- I had a
19 committee, and we redid all our review forms, and we
20 made them easier to work with, da, da, da, da, da.

21 And that was the big goal last year. Every
22 GM attended a meeting on how to fill out the new
23 forms and was told they were allowed to pick however
24 they wanted to do it. They could do it

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1 alphabetically. They could do it by department, but
2 they had to review every single person in their
3 dealership or have them removed by the supervisor
4 and turn them in by that date. They had one year to
5 complete the project.

6 So I was surprised that Matt had no
7 recollection of that. Disappointed. Story of my
8 life. But that is our new review process.

9 Prior to that, our review process stinks,
10 and we had a review form for a service manager, for
11 any position in the company, and it really wasn't
12 mandated with any -- you know, should everybody be
13 reviewed? I think we even have in our handbook that
14 people will get a review. Did we do it? No. I
15 mean, some dealerships are perfect. Was Matt
16 perfect? I doubt it.

17 So I can't tell you if Cherie -- I haven't
18 looked at her folder in forever, so I can't even
19 tell you -- I was probably the last one who reviewed
20 -- joking. I don't know. I can't tell you how
21 often she was reviewed or -- I have some managers
22 review people every week. Some don't do it forever.

23 Q. If there was a criticism to somebody's work
24 performance in 2008, what would be the medium of

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1 delivering that message?

2 A. Could be through -- well, sometimes my dad
3 writes a letter to somebody's home, sometimes. He
4 doesn't do that so much anymore. Usually it's
5 delivered to the general manager and filtered down.
6 Sometimes with my dad it's straight -- sometimes
7 he'll just be like, I'm going to talk to the person,
8 and it's supposed to be like either through the ops
9 team or the general manager, but we're not
10 consistent. And of course there's our write-up
11 process which is also not consistent.

12 Q. So something could have happened and not be
13 in the write-up?

14 A. Yes.

15 Q. What is the function of HR in 2008 -- some
16 of these things you mentioned seem to be something
17 that HR would get involved in or was that not done?

18 A. No, because we don't have that kind of HR
19 department, but we're thinking about moving --
20 because my dad always says, It would be nice if I
21 had an HR department where I could call up and say,
22 I don't like how this person's not following a dress
23 code today; can you handle it.

24 We don't have that kind of an HR department.

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1 Our HR department is: I'm a manager. I don't like
2 how someone's dressed. I call Linda for advice on
3 what to do. Linda tells me what to do, and then I
4 do it.

5 Q. It's advisory?

6 A. Yes.

7 Q. How big is the HR department?

8 A. It's Linda full-time, and she has two
9 part-time assistants that are like secretaries --
10 that do all the benefits administration, and then I
11 have another -- so two full-time assistants, but two
12 of them job share. So it's four people or four and
13 a half -- does that make sense? It's not making
14 sense.

15 Linda who has Jean and another woman, Stacy,
16 and they job share. So they both work part-time to
17 make a full-time person. So it's actually two
18 people. And then I have Natalia who does like grunt
19 work in payroll. She'll stuff folders, file, set up
20 for our orientations, make name badges, do paperwork
21 with employees, that kind of thing. And then I have
22 two people in payroll that run our payroll for the
23 whole company because the payroll I have
24 centralized. And they report to Linda too, but I'm

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1 actually changing that.

2 Q. In 2008 --

3 A. It was just like this. I don't know if
4 Natalia -- yeah, Natalia was here. Same staff.

5 Q. In 2008 before the layoffs, was the size of
6 the department the same for the HR?

7 A. I guess. I don't know if I had Natalia yet
8 or not.

9 Q. Am I correct, then, that if it was the same
10 size, that would be the HR department for all 1800
11 to 2200 people?

12 A. They don't do HR for all of the stores.

13 Q. That's what I'm trying to get at.

14 A. They don't do HR for New Holland, just
15 advice, not payroll. And they don't do payroll for
16 Langhorne. Mechanicsburg we do payroll. It's
17 confusing. We don't do everything for every single
18 store. And I don't think we had the one part-time
19 girl. I think Linda was only operating with -- I
20 think we lost one of the part-time girls, and then
21 we didn't replace her for a while. I think she --
22 well, Stacy just started with us -- I can't exactly
23 answer. We might have had half a less a person,
24 maybe one and a half less.

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1 Q. Do you recall any incidents when my client
2 had to discipline any people below her?

3 A. I can't recall one, but I sure as hell hope
4 she did. I can't recall one though.

5 Q. Would you say that in executing her
6 responsibilities as a manager that she was
7 evenhanded in her approach?

8 A. Evenhanded meaning?

9 Q. Fair.

10 A. I'm only going to speak to when she -- when
11 I was a GM, she was a service manager for me. She
12 was great with the technicians. So yeah, no
13 problem.

14 Q. That means that she was fair?

15 A. So I'm assuming she was the same at Hyundai,
16 but I don't know.

17 Q. In your experience, was she fair?

18 A. Yes.

19 Q. Are any standardized tests or ratings given
20 to the service managers at all the franchises?

21 A. When they're hired, we have a standard
22 battery of tests that people have to take to get
23 through our hiring process. And then if someone
24 were to want to -- let's say Cherie would want to

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1 become a service director, then she would go take a
2 battery of tests for that, or if she wanted to
3 become a general manager. So that would be the only
4 time you would be tested, once you're in your job if
5 you want to go do something else.

6 Q. And I guess she would also receive training
7 based upon what the manufacturer required?

8 A. For tests, you mean?

9 Q. Yes.

10 A. Yes.

11 Q. How is that information disseminated? Is it
12 in a manufacturer's manual or is it through
13 bulletins given to the dealership?

14 A. What information?

15 Q. About training for service personnel?

16 A. I think most of it's web-based now.

17 Q. How about in 2008?

18 A. I wouldn't know that for Hyundai.

19 Q. Are you aware of any disciplinary action
20 involving my client at all during her employment at
21 the company?

22 A. That she was disciplined for?

23 Q. Yes.

24 A. The only thing I ever heard about, again, is

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1 that she had trouble getting to work or was like
2 leaving -- you know, left a lot. I don't know how
3 Matt handled that.

4 Q. But would you classify that as disciplinary
5 action or was that something that you would classify
6 differently?

7 A. I think someone -- yeah, if she had an
8 understanding with him, and they -- I don't know
9 what went on with the two of them in terms of -- you
10 know what I mean? If someone says to you, well, I
11 have to leave early today, and you say, oh, okay, no
12 problem, make the time up -- you know what I mean?
13 But I don't know that that was always transgressed
14 to us. You know what I mean? It might be more
15 like, well, she's not here again. I find that
16 happens a lot. I don't know -- I'm not saying Matt
17 did that. I don't know.

18 Q. Did you recall Mr. Tucker talking about a
19 modified work schedule for my client?

20 A. No.

21 MS. WALKER: Today?

22 MR. KIMMEL: Yes, today.

23 BY MR. KIMMEL:

24 Q. Today he testified that her start time was a

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1 little different?

2 A. Yes.

3 Q. Were you aware of that back when she worked
4 here?

5 A. Yes and no.

6 Q. Give me the yes and then give me the no.

7 A. The yes is I know she's had several modified
8 -- during her career with us, and I cannot remember
9 where she worked before she worked for Matt. I
10 think it was Mitsubishi. I don't know if she was at
11 a place in between. And I remember there was a
12 problem with her hours, and I remember there was
13 talk of -- or someone gave her, whether it was Greg
14 Thrasher, a modified schedule. Because I remember
15 my dad saying or giving the order to Greg Thrasher
16 of, look, instead of having her have to lie and
17 cover and calling every day and saying this, that,
18 and the other, I'd rather you just give her a
19 schedule that she can -- you know what I mean?
20 Like, give her something realistic so that when she
21 shows up, she's there to work, and it's not this BS
22 of I got caught on the road.

23 So I remember that conversation, that order
24 coming down to whoever she was working for at the

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1 time. I don't recall who that was, either Greg
2 Thrasher did it or the general manager at Mitsubishi
3 did it.

4 Somehow that piece was not well communicated
5 to Matt Tucker, and shame on Matt, because if you're
6 acquiring an employee from another location -- and
7 you asked if they communicate well. Sometimes they
8 do. Sometimes they don't. Sometimes they're too
9 competitive with each other. If I was inheriting
10 somebody's employee, I would come over to HR and
11 review their file and learn everything I could about
12 them. But unfortunately not everybody does that.

13 Q. Would a modification of that type be
14 something that was typically extended for employees?

15 A. No. I think Cherie got special treatment
16 because she was Cherie. We loved her. It was like,
17 okay -- we liked her. It was give her whatever she
18 wants. She's a good girl. We knew she was
19 struggling. Again, it's probably me going, oh, it's
20 so hard to be a mom. Help her out.

21 Q. You say you have employee handbooks; is that
22 correct?

23 A. Yes.

24 Q. How often are they consulted with before

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1 actions are taken against employees of any type,
2 disciplinary, termination, hiring?

3 A. If somebody calls me for advice, I consult
4 my handbook. They're supposed to -- a manager is
5 supposed to call HR, go to the handbook, before they
6 do anything. Do they do that? I have no idea. You
7 know, I can't control that, but they're supposed to
8 refer to the handbook. If they write somebody up
9 for something, they're supposed to note -- I mean, I
10 always say, make a copy of the page of the handbook
11 and attach it to the write-up, but half the time I
12 go in these stores and I'll walk in a manager's
13 office and the freaking handbook is out of date.
14 I'm like, how does that happen?

15 Q. Would Ms. Bell be the person who would know
16 best how often somebody's contacting her for help?

17 A. Yes. And about twice a year I put out a big
18 e-mail telling the managers like --

19 MR. KIMMEL: Excuse me. Can we go
20 off the record?

21 (At this time, there was a brief
22 break in the proceedings.)

23 BY MR. KIMMEL:

24 Q. We just came in from our break and you told

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1 me you have the answer, and I'm waiting because I
2 want to know the answer.

3 A. It's the ownership question. So Fred Beans
4 Hyundai is an operating division of Fred Beans Ford.
5 Fred Beans Ford is owned by Fred Beans Holdings, and
6 Fred Beans Holdings is owned by Fred Beans.

7 Q. So that might explain why Cherie --

8 A. You said the paychecks were on Fred Beans
9 Ford. I didn't know that. Fred Beans Hyundai isn't
10 actually a corporation. It's an operating division
11 of Fred Beans Ford, Inc., which is owned by Fred
12 Beans Holdings, Inc., which is owned by Fred Beans.

13 MR. KIMMEL: This may seem
14 unrelated, but it actually is related so
15 just give me one or two questions leeway,
16 Counsel.

17 BY MR. KIMMEL:

18 Q. Does your dad fly a private jet?

19 MS. WALKER: Objection to
20 relevance.

21 THE WITNESS: Yes. Not often, but
22 yeah.

23 BY MR. KIMMEL:

24 Q. Did he ever take a trip with my client in

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1 the private jet?

2 A. I don't know. I hope not, because I'm
3 rarely in it.

4 Q. When the decision was made to terminate a
5 number of people in October of 2008, would you agree
6 with Mr. Tucker that the decision was made sometime
7 in the previous 30 days or so?

8 A. I think it seemed longer than that. I mean,
9 we were -- maybe more.

10 Q. Is there a reason why if it had been longer
11 than that, why you wouldn't tell a long-time
12 employee that perhaps they should start looking?

13 MS. WALKER: Objection to the form.

14 THE WITNESS: I don't know why we
15 wouldn't have done that.

16 BY MR. KIMMEL:

17 Q. Do you know when the decision was made to
18 terminate?

19 MS. WALKER: Objection to the form.

20 THE WITNESS: Not without pulling
21 out my calendars and trying to figure it
22 out.

23 BY MR. KIMMEL:

24 Q. When you say pulling out your calendars and

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1 trying to figure it out, am I correct then in
2 assuming that that means you didn't make any
3 memoranda of such a meeting?

4 A. No.

5 Q. Who would have been present at the time that
6 decision was made; if you recall?

7 A. We had several like discussions in what we
8 were doing in terms of dealerships. You know what I
9 mean? Sometimes it was Fred and Rob and I.
10 Sometimes it was Fred, Rob, and Matt. Sometimes it
11 was all of us. Sometimes Greg Thrasher. Because we
12 were just dealing with each entity and what we were
13 doing at each entity. You know, each place had
14 certain cuts they had to make. Some were personnel
15 cuts. Some were monetary cuts. We were keeping a
16 spreadsheet of the things that we were cutting, like
17 it would be, like, Beth, go get rid of the
18 such-and-such plants, for example, we had like
19 plants in the dealerships.

20 Q. You mean like biological plants?

21 A. Yeah.

22 Q. You're not talking about factories. You're
23 talking about living, breathing, photosynthesis
24 plants?

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1 A. Yeah. So things like that, janitorial
2 services, different things we started cutting. You
3 know what I mean? Like we kind of -- it seems like
4 it was going on -- like I said, my dad got -- when
5 like the banks notified us, and I'd have to look at
6 those dates and times and then the FedEx trucks
7 start rolling in eliminating our franchises and
8 stuff, everything just got crazy, which probably
9 explains why we didn't tell her. Everything was
10 like secret and scary and definitely you didn't know
11 what to think -- every day I came to work, it was
12 like another freaking something.

13 Q. Does your company have -- and by the
14 company, I mean the one that is called Fred Beans
15 Holdings, Inc. that owns Fred Beans Ford, Inc. that
16 owns the operating division of Fred Beans Hyundai,
17 Inc., is there an outside auditor that comes in and
18 audits your books and audits your procedures?

19 A. We have an accounting firm because we have
20 to. The banks all have to have certified financial
21 statements, so Boyer and Ritter comes in and does
22 that.

23 Q. Other than the financial statements, is
24 there any auditor that comes in and does compliance

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1 checks for compliance with state and federal laws as
2 to HR issues?

3 MS. WALKER: Objection to the form.

4 THE WITNESS: Not that I'm aware
5 of.

6 BY MR. KIMMEL:

7 Q. Do your insurance companies require any type
8 of --

9 A. Yeah, our insurance company does audits.
10 They do like safety audits, and right now, we're
11 going through -- they're checking everybody's
12 driver's license that works for us to make sure
13 everybody's for real and valid. It's been an
14 interesting week. Some people don't have driver's
15 licenses that work for us, and we check it on the
16 way in. So, yeah, the insurance does different
17 things.

18 Q. In the Hyundai store, is there a place where
19 mandatory federal disclosures are made to employees
20 about their rights at the workplace?

21 A. Are they posted on a bulletin board?

22 Q. Yes.

23 A. Yes.

24 Q. There's one at the Hyundai store?

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1 A. Yes.

2 Q. Where is it?

3 A. The building's no longer there, but it would
4 have been on the bulletin board by the time clocks
5 and possibly in -- it should have been in the -- I
6 don't know if they had a lunchroom there, but if
7 they had a lunchroom, it would have been there, but
8 we put them -- they're on all the -- well, now we
9 don't have time clocks, but we've got like bulletin
10 boards. Like ours is between the bathroom and here.
11 We call them like our HR boards with everything like
12 that on it. Some dealerships have two copies; some
13 have one, depending on the size.

14 Q. Are supervisors, such as Mr. Tucker, trained
15 in HR issues, as far as compliance with federal law,
16 compliance with state law, any of those types of
17 things?

18 A. Can you give me an example?

19 Q. Sure. For example, not having a hostile
20 work environment and how to avoid having a hostile
21 work environment in a store, are your general
22 managers provided that type of training?

23 A. Yes.

24 Q. How is that training given to the general

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1 managers?

2 A. Well, we've got a couple things that happen.
3 If you're talking about discrimination, that's a
4 separate piece, but that's done in our new employee
5 orientation via a video and then a quiz that they
6 have to take, turn in, and also fill out the form.

7 Then we have an EAP, which is an employee
8 assistance program -- when you said state and stuff
9 you mixed me up because I thought you meant does the
10 state come in and do it. We have a couple things.
11 We have an EAP that comes in twice a year and does
12 training with our employees -- just our managers
13 rather on exactly what you said: How to discipline
14 people if you have an issue, how to spot a potential
15 substance abuse problem, talk to people.

16 We also have like our right to know
17 training, which is done on the computer. It's
18 pushed out on everybody's computer and they have to
19 go through the OSHA training and then they have to
20 -- when they finish, they have to take a quiz. So
21 you can't just go through it and not participate
22 because you have to take a test at the end.

23 We've had different law firms come out and
24 do training. I'm trying to think what the example

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1 -- like we've surveyed our employees. We survey our
2 employees once a year to find out how we're doing as
3 supervisors and what we can improve upon, and that's
4 what happened with the reviews. That's how we ended
5 up doing the reviews. We had a law firm come out,
6 and the attorney did a whole two day -- I can't
7 remember what the class was called. I can't think
8 of what he called it. Anyway, it was workplace
9 practices, if you will, I guess is what it was. And
10 then we surveyed all of our employees at each
11 location and each location got a book and then each
12 location had different things they had to work on.
13 Some dealerships it was communication. Some it was
14 whatever. But the big takeaway was that we needed
15 to review our employees and they weren't necessarily
16 -- that's when we came up with this whole review
17 process that we do now.

18 We also developed one of these 800 numbers
19 where somebody can call in anonymously because they
20 wanted to be able to have a place that they could --
21 if they didn't want to go directly to their
22 supervisor if they saw something, somebody stealing
23 or something, they could call in, and we'd conduct
24 an investigation through HR and report back to the

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1 -- so those were some of the stuff we put in place
2 as a result -- so, yes, we do training.

3 Q. After the layoffs in 2008, was there a
4 newsletter, e-mail, or other announcement by
5 management to the employees describing what had just
6 happened and what was going on at the company?

7 A. There was a -- there were two letters that I
8 recall because I was the person who would have done
9 the main scribing of them. You know, sort of state
10 of the company from the board of directors about how
11 bad things were and some of the things that we were
12 putting in place.

13 Q. Do you have a copy of those?

14 A. I could. One specifically was the one that
15 was -- and again, as a result, we did the employee
16 survey. One of them was where we took the personal
17 days away, and because we did that via a letter and
18 didn't personally go around to every single person
19 and tell them what we were doing, that didn't go
20 over well. I learned from that. Again, panic mode
21 was, okay, we're going to -- we have a board of
22 directors meeting and we're going to take back the
23 personal days from five to three, and we did it in
24 writing, and that did not go over well. And lessons

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1 learned was we should have -- and what we didn't do
2 when we sent it was we didn't tell the managers of
3 the stores what we were doing. So people got this
4 letter at their house, and the managers were like --
5 you know. So it was a bad thing.

6 And then we wrote a letter recently -- maybe
7 it was last year; I lose track of time -- another
8 letter reinstating that, and we reinstated -- we
9 took the 401(k) away, but we did something -- we
10 grandfathered back certain -- not new people -- we
11 grandfathered back the older people the personal
12 days. So yeah, I have two letters.

13 Q. I'm going to ask you to please produce those
14 for your attorney so that I could have a copy.

15 A. Do you want them right now?

16 Q. That's between you and your attorney. I
17 would appreciate if I could have them right now to
18 make things easier if I could ask you questions if I
19 had any.

20 MS. WALKER: Why don't we take a
21 break.

22 (At this time, there was a brief
23 break in the proceedings.)

24 BY MR. KIMMEL:

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1 Q. Did my client report to you directly on
2 anything that she did for the company?

3 MS. WALKER: At what point in time?

4 BY MR. KIMMEL:

5 Q. Let's say the last three years of her
6 employment?

7 A. It would depend. It could be --

8 Q. I mean on a regular basis, any of her job
9 responsibilities where she had --

10 A. It could be something stupid like our
11 healthy living committee or an employee hardship
12 thing she could come directly to me for.

13 Q. I don't know if I'm being specific. I
14 apologize. What I'm asking is for my client in her
15 role as an employee here at the company Fred Beans
16 Hyundai, was she required to report to you on a
17 regular basis directly with you as her supervisor?

18 A. No.

19 Q. Did you ever socialize with my client
20 outside of work?

21 A. No.

22 Q. Did she always treat you with respect?

23 A. Yes.

24 Q. Were other pregnant persons laid off from

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1 employment in October of 2008?

2 A. Not that I'm aware of.

3 Q. Have you ever been contacted by a subsequent
4 employer of my client who said that they had put her
5 in a position for employment with them?

6 A. No.

7 Q. Have you ever been asked to give a
8 reference?

9 A. No, not to the best of my knowledge. I
10 don't think so, no.

11 Q. Have you ever given any written statements
12 with regard to this case?

13 A. No.

14 Q. Did you ever communicate with your father or
15 anybody else about the termination of my client
16 prior to the filing of the lawsuit?

17 A. Say that again.

18 Q. Between the time the decision to terminate
19 was made and the filing of a lawsuit, did you send
20 any e-mail communication either to your father or to
21 anybody else about my client?

22 MS. WALKER: Other than counsel?

23 BY MR. KIMMEL:

24 Q. Other than counsel?

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1 A. No.

2 Q. Did you receive any such e-mail with the
3 same qualifiers?

4 A. No.

5 Q. What is the e-mail retention policy of the
6 company; do you know?

7 A. Yes, but not off the top of my head. Do you
8 want me to get it? It's not long.

9 Q. Are you aware of any other employee who has
10 been terminated while pregnant in the last five
11 years?

12 A. No idea.

13 Q. No names, no situations come to mind?

14 A. I don't always know who's pregnant, so I
15 don't know.

16 Q. I'm just asking if you know.

17 A. No.

18 Q. You said that the 401(k) policy had been
19 terminated at some point?

20 A. We changed the match.

21 Q. When was that?

22 A. It looked like in -- based on the letter I
23 pulled up -- sometime around November of -- well, I
24 don't know to be sure because I didn't actually

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1 review the letter, but after 2009.

2 Q. You heard the testimony earlier today of
3 Mr. Tucker regarding the additional hours he worked
4 after Ms. Santai had been let go; did you hear that
5 testimony?

6 A. Yes.

7 Q. Do you disagree with anything Mr. Tucker
8 said about the additional time he's had to put in?

9 A. No.

10 Q. Did your compensation change after the
11 layoffs occurred?

12 A. Yes.

13 Q. In what way, downwards or upwards?

14 A. Downwards.

15 Q. Has it returned to pre-2008?

16 A. No.

17 Q. Do you have any documents or other materials
18 that you maintain personally that might serve as a
19 record or compilation of information that directly
20 speaks to my client's claim involving Fred Beans?

21 MS. WALKER: Objection to the form.

22 THE WITNESS: Example?

23 BY MR. KIMMEL:

24 Q. Anything that you kept for yourself, any

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1 notations, memoranda, mental impressions, anything
2 that you kept for yourself for future use?

3 A. The only thing I would have is what's in her
4 personnel file.

5 Q. At some point there was an offer letter that
6 went out from Ms. Bell offering my client a return
7 to the dealership; is that correct?

8 A. Yes.

9 Q. Can you tell me how that came about? Did
10 you participate in that?

11 A. The only participation I had in that was
12 when we were ready to bring a service manager back,
13 it was run by me of, you know, questioning Cherie's
14 work ethic because she had at one point worked for
15 me, and I seemed to be of valued opinion of whether
16 or not someone should be recommended for rehire, and
17 I said absolutely.

18 Q. Do you know where this whole idea started
19 from, if not you?

20 MS. WALKER: Objection to the form.

21 THE WITNESS: It didn't start from
22 me. No, I don't.

23 BY MR. KIMMEL:

24 Q. You don't know if it was your father or

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- 1 someone from the Hyundai dealership?
- 2 A. I don't know.
- 3 Q. Do you know if it was as a result of the
4 PHRC complaint?
- 5 A. The what?
- 6 Q. The complaint that we filed that you went to
7 Philadelphia for?
- 8 A. No. Actually, at one point, I thought she
9 was coming back. That's what I heard. I guess I
10 misheard.
- 11 Q. Where did you hear that?
- 12 A. Through the vine. I don't know. Greg
13 Thrasher maybe. Somewhere I heard she was coming
14 back, you know, one of the many vines.
- 15 Q. In the complaint, we've alleged in paragraph
16 36, defendants Beans and Gilbert repeatedly told
17 plaintiff that a pregnant woman and new mother could
18 not work as a service manager.
- 19 Do you agree that statement was made?
- 20 A. Absolutely not.
- 21 Q. Do you know if your father said it?
- 22 A. He wouldn't have said that. Look at me.
23 Look at my role. Four pregnancies.
- 24 Q. Do you think your dad would let you go?

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1 A. Would he let me go?

2 Q. Would your dad terminate you if he didn't
3 think your position was needed any longer?

4 A. Yes.

5 Q. Has he ever laid you off?

6 A. No, no. But he's very quick to let me know
7 that I'm a hundred percent replaceable, and he could
8 probably find someone cheaper. It's one of the
9 things he likes to remind me of.

10 Q. Paragraph 37, plaintiff alleged that
11 defendant Beans stated to the plaintiff that he was
12 shifting her to a lesser position because of her
13 pregnancy and told her, quote, don't sue me for
14 saying that. We already were served with one of
15 those claims this week, close quote.

16 Do you recall reading that in the complaint?

17 A. I recall reading it.

18 Q. Did you ever ask your father about that
19 quote?

20 A. According to that, I was sitting there, so I
21 never even heard that. He doesn't say stuff like
22 that.

23 Q. I don't know if it says you were sitting
24 there, but my question is, did you ever ask your

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1 father about that quote?

2 A. I never asked him or heard him say it.

3 Q. Do you know if my client's responsibilities
4 were shifted after she announced her pregnancy
5 before she was terminated?

6 A. Not that I'm aware of.

7 Q. When you said earlier that you would have
8 asked Cherie -- and tell me if I'm wrong for
9 characterizing it this way -- that you would have
10 asked Cherie what was her plan in the event that
11 something happened; do you remember saying that?

12 A. I do.

13 Q. In paragraph 38, we've alleged that
14 defendant Gilbert asked plaintiff if she had, quote,
15 made or thought of contingency plans for the service
16 department if she had to go out on maternity leave,
17 close quote.

18 Did you make that statement?

19 A. I made something similar to it because I
20 remember being -- I remember trying to find the
21 right way to say it because I was trying to say, if
22 something was wrong with the child, which no one
23 ever wants to think about when you're pregnant, and
24 I'm thinking, you know, what is your plan. As soon

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1 as I said it, realized I probably said it too
2 prematurely because she was just telling us she was
3 pregnant and probably hadn't thought all that
4 through, but who knows. Me being a person who
5 thinks those things through, yes, I said that,
6 something similar.

7 Q. In paragraph 39, there's reference that from
8 May 2008 up until termination plaintiff was required
9 to assist with the hiring and training of her
10 replacement having been informed by both defendants,
11 Beans and Gilbert, that another position would be
12 found for her at defendant Fred Beans Ford, Inc.

13 MS. WALKER: Can she read it, as
14 opposed to you reading it to her?

15 THE WITNESS: No, I'm okay.
16 Because I do remember reading that. That
17 didn't go down like that at all.

18 BY MR. KIMMEL:

19 Q. How did it go down?

20 THE WITNESS: One second.

21 (At this time, there was a brief
22 break in the proceedings.)

23 BY MR. KIMMEL:

24 Q. I think the last thing you said was that's

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1 not the way it went down, and I had asked you what
2 you meant by that; do you recall?

3 A. We were talking about --

4 Q. Paragraph 39 of the complaint.

5 A. Yes. It wasn't her replacement. It was a
6 service writer, an ASM.

7 Q. What's an ASM versus a service writer?

8 A. The same thing, a service writer and an ASM,
9 we call it ASM because it sounds better.

10 Q. What is a service writer?

11 A. Assistant service manager or service writer,
12 it's just a nicer word, assistant service manager
13 than service writer. Like, go see my service writer
14 versus go see my assistant service manager, which
15 sounds better but it's the same.

16 Q. We're going to have to go into this for a
17 few minutes because I think Mr. Tucker testified
18 there was something called a writing service
19 manager?

20 A. That's different.

21 Q. What is that?

22 A. Well, that was -- I would have to have the
23 two job descriptions in front of me, but that was
24 the position that was giving a service writer, or an

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1 ASM if you will, a little bit more to do than an
2 average service -- a little bit more responsibility.
3 So service writer is the old -- any old-school
4 dealership calls somebody a service writer. We use
5 the word ASM, and I still use the old verbiage, so
6 it's just my slang.

7 Q. Paragraph 40, plaintiff alleged --

8 A. So we were hiring -- and this is to the best
9 of my recollection -- we were losing -- so not only
10 was Cherie pregnant, we were losing an ASM, service
11 writer, to another location, either transferring or
12 something. So being the way that the shop has
13 operated with two groups -- so each group needs a
14 writer. So we had to hire another writer for that
15 store.

16 Q. Was that Mr. Engel?

17 A. Yeah. So he got hired and Cherie would have
18 absolutely been the person who trained, bring him
19 on, whatever. We were a little bit more involved
20 with Mr. Engel from an HR standpoint because there
21 was something that was a concern with his credit.
22 We don't usually hire people for -- they have
23 certain criteria they have to meet to be hired and
24 then certain criteria they have to meet if they're

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1 going to be a manager or whatever -- you know,
2 different things, and Engel had some issues.

3 Q. How does a guy who's hired to be a writing
4 service manager --

5 A. He was hired as an ASM.

6 Q. How does somebody go from being hired as an
7 ASM to being used in recordings identified as the
8 service manager of Fred Beans Hyundai?

9 A. I don't know why we used that on that
10 recording. That whole thing I had to listen to I
11 was like thank God we don't use that company
12 anymore. It sounds like shit. That's probably what
13 that company recommended we say on there or
14 whatever. Who knows.

15 Q. And you know there was a postcard campaign
16 also?

17 A. I heard. I never was a proponent of that
18 particular company, and when I heard his voice on
19 that, I personally wouldn't have put him on there.
20 I would have put somebody else on there and said
21 they were somebody else.

22 Q. Who would have been the appropriate person
23 to identify --

24 A. I personally think -- first of all, it

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1 should always be the service writers that are --
2 whoever's going to deal with the customer should be
3 the person on there.

4 Q. With what title?

5 A. Well, because we say ASM, that's what we
6 call them, it sounds stupid, so that's probably why
7 they said service manager to make it sound better.
8 It was literally a cosmetic thing.

9 Q. But an ASM and a service manager are not the
10 same thing; are they?

11 A. No, they're not. But in a customer's eyes
12 -- like if you're going to a dealership, you're
13 going to be like, I want to deal with the service
14 manager. You're not going to be like, I'm going to
15 see my ASM. So that's why. It was just a cosmetic,
16 if you will, or I don't know what the word would be.
17 It sounds better. But you can check his file. He
18 wasn't a service manager for us. He didn't have
19 business cards that said service manager. He wasn't
20 our service manager.

21 Q. But you know my client was a customer of the
22 company; right?

23 A. I guess. I don't know.

24 Q. And you know she bought a car here, and

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1 she's the one who received that recording. She's
2 the one who received that postcard?

3 MS. WALKER: Objection to the form.

4 THE WITNESS: I don't know why --
5 I'm sure she was part of setting it up. I
6 would assume she's the one who set it up and
7 did it. That's my guess. My guess is she
8 was the one who put the whole thing in play
9 with Julian or whoever set that company up.

10 BY MR. KIMMEL:

11 Q. That's your guess?

12 A. I'm sure if you check the other guy, because
13 we had two ASMs, his said service manager too, so
14 whoever the other person was --

15 Q. Beth, before you continue, do you know that
16 this recording was received after my client left the
17 company?

18 A. Right. Well, Bob Engel worked when she was
19 there.

20 Q. She was a service manager. He was not.

21 A. I understand that. But all of the
22 recordings in all of the stores say service manager
23 no matter who it was. We use this company in our
24 other stores too. Do you know what I'm saying?

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1 Q. Are other ASMs being identified as service
2 managers?

3 A. I'm sure they were.

4 Q. Do you have any evidence of that?

5 A. No, but I can find out. I don't know how to
6 get those recordings. I don't even know if the
7 company still exists, but I can find out.

8 Q. This is the one my client --

9 A. I am sure she is the one who put that whole
10 thing in place if you ask her.

11 Q. I would suggest to you that you might want
12 to think carefully before you say things because you
13 might be disappointed in what you find.

14 MS. WALKER: Objection to the form,
15 although I don't disagree with the comment.

16 MR. KIMMEL: Off the record.

17 (At this time, there was a brief
18 discussion off the record.)

19 BY MR. KIMMEL:

20 Q. We've alleged in paragraph 42 that a Denise
21 Reed, a fleet administrator, was let go on the same
22 day; is that correct?

23 A. I don't recall.

24 Q. Do you know if Dawn Sheets, a marketing

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1 assistant in the advertising department, was let go
2 that day?

3 A. Yes.

4 Q. Was that because -- she wasn't at a
5 dealership though?

6 A. She worked in our Ford dealership.

7 Q. Was the Ford dealership performing poorly?

8 A. Yes. She did stuff for the whole company
9 though.

10 Q. Was she not doing her job well?

11 A. To the best of my knowledge, she was. What
12 I can remember is we eliminated the position.

13 Q. Has that position been reinstated at any
14 time?

15 A. We have a part-time person doing that job
16 that was just hired a couple months ago.

17 Q. Is that the first time the position has been
18 reopened?

19 A. Yes.

20 Q. Other than yourself and your father, can you
21 say with any certainty who else participated in the
22 decision to terminate my client?

23 MS. WALKER: Objection to the form.

24 THE WITNESS: Matt Tucker, Greg

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1 Thrasher. I guess Linda Bell because Matt
2 said Linda Bell was there; right? She said
3 she talked to Cherie afterwards?

4 MS. WALKER: After Fred talked to
5 her.

6 BY MR. KIMMEL:

7 Q. Do you recall in the exit report that there
8 was a statement that the lack of work was permanent?

9 A. I didn't see the exit report.

10 Q. It's not a good copy, but I'm going to show
11 you Exhibit C to the complaint. If counsel wants to
12 review it --

13 MS. WALKER: It's a page in the
14 personnel file too. It's a two page -- it's
15 front and back essentially. This is the
16 front page and that's the back.

17 BY MR. KIMMEL:

18 Q. So page 2 of a two-page document, do you see
19 where I'm referring to?

20 A. Where? Right here (indicating)?

21 Q. No. Is lack of work temporary? No. Is
22 lack of work permanent? Yes.

23 What does it mean, is lack of work
24 permanent?

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1 A. I don't know. I was going to ask you the
2 same question. Is lack of work permanent? This I
3 believe has something to do with unemployment, these
4 questions. I don't know. I'd have to ask whoever
5 filled it out.

6 Q. It's entitled Fred Beans Employee Exit
7 Report; right?

8 A. Right.

9 Q. Is there anything in here that refers to
10 unemployment compensation?

11 MS. WALKER: Objection to the form.

12 THE WITNESS: No. I'd have to ask
13 my dad. I don't know.

14 BY MR. KIMMEL:

15 Q. What's the purpose of this report; do you
16 know?

17 A. For us?

18 Q. For you, since it's called Fred Beans
19 Employee Exit Report?

20 A. Well, what I use it for is to make sure we
21 get back whatever we have to get back before we give
22 the final paycheck out. That's what I use it for.

23 Q. What do you mean, like a laptop?

24 A. Yeah, phones, laptops, handbooks, keys to.

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1 buildings, that type of thing.

2 Q. And that's what you would use it for?

3 A. That's what I use it for.

4 Q. Page 2 refers to the type of relationship
5 going forward. And here it said the lack of work is
6 permanent; is that correct?

7 A. I'm just confused on these questions. I
8 don't know what this means: Is lack of work
9 temporary? Is lack of work permanent? I guess that
10 means, are you just laying someone off -- I believe
11 this means are you laying someone off for a certain
12 amount of time, if so, put the date. And if you're
13 not laying them off for a certain amount of time,
14 hit permanent. That's what I would do if I was
15 filling it out.

16 Q. Have you ever received any instruction on
17 how to fill this out?

18 A. Yes.

19 Q. You just don't remember or --

20 A. I don't remember.

21 MR. KIMMEL: Can we mark that as
22 Gilbert-1.

23 (At this time, a document was
24 marked for identification as Exhibit No.

ELIZABETH BEANS-GILBERT

1 Gilbert-1.)

2 BY MR. KIMMEL:

3 Q. Do you recall from paragraph 51 of our
4 complaint, plaintiff alleged defendant, Fred Beans
5 Ford, Inc., announced Mr. Engel's hiring as
6 plaintiff's replacement by sending service mailers
7 out to its customers identifying Mr. Engel as a
8 service manager for Hyundai; do you recall that?

9 A. No.

10 Q. Did you ever investigate that allegation
11 after receiving and reading the complaint?

12 A. No.

13 Q. You had said earlier that the problems, if
14 any, with my client's employment at the dealership
15 was she had problems getting in on time because of
16 her children?

17 MS. WALKER: Objection to the form.

18 BY MR. KIMMEL:

19 Q. Is that an accurate recitation of what you
20 had testified to?

21 A. Yeah. I don't know why, but from what I
22 heard, she was late all the time. I guess I assumed
23 that. I don't know.

24 Q. You heard Mr. Tucker talk about that this

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1 morning; right?

2 A. Yeah. That's what I was told.

3 Q. So you don't have any firsthand knowledge of
4 that?

5 A. Well, a couple times when I was there for
6 like a meeting or something, she was like, oh, I got
7 caught up at Children's Village or something like
8 that.

9 Q. What's Children's Village?

10 A. I think that's where she had her children or
11 one of them at one point in time.

12 Q. Was there ever a concern that now that she
13 was going to be a mother again that she might be
14 late more because she had a newborn?

15 A. Well, I think that's why I said to her that
16 she should speak to me about putting a schedule
17 together.

18 Q. So there was a concern?

19 A. Yeah.

20 Q. Can I see those letters, please?

21 A. These are letters that we did find from the
22 board.

23 Q. This was a letter that was sent out when? I
24 don't see it dated.

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1 A. I don't know why that doesn't have a date on
2 it.

3 MS. WALKER: Referencing it to the
4 next letter, it appears to be sometime in
5 November of 2008.

6 THE WITNESS: I can tell you if I
7 look at my computer. November 2008 is what
8 it is.

9 BY MR. KIMMEL:

10 Q. With regard to the first letter that you've
11 handed to me --

12 MS. WALKER: Can we mark that
13 Gilbert-2?

14 MR. KIMMEL: Yes.

15 (At this time, a document was
16 marked for identification as Exhibit No.
17 Gilbert-2.)

18 BY MR. KIMMEL:

19 Q. It's not signed, the first letter; correct?

20 A. No, but we did sign them.

21 Q. There was no typewriting reflecting a
22 signature? You just hand signed them?

23 A. Yeah. We didn't hand sign -- we -- what do
24 you call that when we put our signatures on?

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1 MS. WALKER: Stamped them?

2 THE WITNESS: Lasered them on, they
3 laser the logo and everything.

4 BY MR. KIMMEL:

5 Q. And these went out to all the employees?

6 A. Yes. This was our entire platform, New
7 Holland, everybody.

8 Q. In 2008 --

9 A. And all three were from our board of
10 directors.

11 Q. So we've got November of 2008 is the first
12 letter; correct?

13 A. Yes.

14 MR. KIMMEL: I'm going to ask that
15 the November 2009 letter be marked as
16 Gilbert-3.

17 (At this time, a document was
18 marked for identification as Exhibit No.
19 Gilbert-3.)

20 BY MR. KIMMEL:

21 Q. Is that a copy of the letter that was sent
22 out in November of 2009?

23 A. Yes.

24 Q. And the March 10th, 2010 letter you've given

ELIZABETH BEANS-GILBERT

1 to me, was that the letter that was sent out in
2 March of 2010?

3 A. Yes.

4 (At this time, a document was
5 marked for identification as Exhibit No.
6 Gilbert-4.)

7 BY MR. KIMMEL:

8 Q. Does your company do e-mail messaging with
9 these types of newsletters or updates?

10 A. No.

11 Q. Just mail?

12 A. Yeah, because the problem is our entire
13 company doesn't have access to e-mail. Only about
14 -- like, the technicians, the parts drivers, so we
15 can't hit everybody with e-mail. So anything that
16 we think is pertinently important, we mail to the
17 home.

18 Q. Have there been any other letters to discuss
19 the financial viability of the company?

20 A. No.

21 Q. Have you ever spoken to my client since she
22 was terminated?

23 A. No.

24 Q. Have you ever asked anybody how she's doing

ELIZABETH BEANS-GILBERT

1 or obtain any information about what she's doing now
2 with her life?

3 A. No.

4 Q. Are you Facebook friends?

5 A. No.

6 Q. On page 63 of your employee handbook, which
7 has been Bates stamped page 239, the handbook
8 discusses termination or resignation. Are you
9 familiar with that provision?

10 MS. WALKER: Can you show it to
11 her?

12 MR. KIMMEL: I was about to do
13 that.

14 BY MR. KIMMEL:

15 Q. Would you like to see it?

16 A. Yes.

17 Q. Do you see that?

18 A. Yes.

19 Q. Down below in that section it refers to if
20 you have to resign, we would appreciate two weeks
21 notice. Do you see that?

22 A. Yes.

23 Q. How many weeks notice were provided to my
24 client before she was terminated; do you know?

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1 MS. WALKER: Objection to the form.

2 THE WITNESS: None, I would assume.

3 We don't give notice to people who are
4 getting terminated.

5 BY MR. KIMMEL:

6 Q. So if somebody resigns, the company wants
7 two weeks notice, but if somebody's terminated, they
8 get none?

9 MS. WALKER: Objection to the form.

10 THE WITNESS: Correct.

11 BY MR. KIMMEL:

12 Q. Does that seem fair to you?

13 MS. WALKER: Objection to the form.

14 THE WITNESS: Yes.

15 BY MR. KIMMEL:

16 Q. Even if they've done nothing wrong to be
17 terminated?

18 MS. WALKER: Objection to the form.

19 THE WITNESS: Yes.

20 BY MR. KIMMEL:

21 Q. Even if they're pregnant and going to have
22 maternity leave in another month later?

23 MS. WALKER: Objection to the form,
24 argumentative.

ELIZABETH BEANS-GILBERT

1 BY MR. KIMMEL:

2 Q. You don't think there's a fairness issue
3 there?

4 MS. WALKER: Objection to the form.

5 THE WITNESS: Does that mean I'm
6 not supposed to answer?

7 MS. WALKER: If you understand the
8 question, you can answer it.

9 THE WITNESS: I think it depends on
10 the circumstances.

11 BY MR. KIMMEL:

12 Q. These circumstances, do you think it's fair?

13 MS. WALKER: Objection to the form.

14 THE WITNESS: Yes. I think it's
15 fair because we didn't have anything to
16 give. We were bleeding in that store. You
17 know what I mean? It wasn't like there was
18 money to give to somebody.

19 BY MR. KIMMEL:

20 Q. It also says in this policy that discharged
21 employees forfeit unused vacation pay and personal
22 days; do you see that?

23 A. Yes.

24 Q. Do you think that that's fair for somebody

ELIZABETH BEANS-GILBERT

1 who saved their vacation time to go on maternity
2 leave?

3 MS. WALKER: Objection to the form.

4 THE WITNESS: Yes, because I've
5 been burnt the other way, so I have to say
6 yes. I've been on both sides of it.

7 MR. KIMMEL: Thank you. I have
8 nothing further.

9 (At 3:40 p.m., the witness was
10 excused and the deposition was concluded.)

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ELIZABETH BEANS-GILBERT

C E R T I F I C A T I O N

I, EMILIE S. POSNAN, Professional Court Reporter and Notary Public, do hereby certify that the foregoing is a true and accurate transcript of the stenographic notes taken by me in the aforementioned matter.



Emilie S. Posnan

The foregoing certification does not apply to any reproduction of the same by any means unless under the direct control and/or supervision of the certifying shorthand reporter.

ELIZABETH BEANS-GILBERT

1 INSTRUCTIONS TO WITNESS FOR READING & SIGNING

2 Read your deposition over carefully.

3 It is your right to read your deposition and make
4 changes in form or substance. You should assign
5 a reason in the appropriate column on the errata
6 sheet for any corrections that are made.

7 After making any changes in form or
8 substance which have been noted on the following
9 errata sheet along with the reason for any
10 change, please sign your name on the errata sheet
11 and date it.

12 Then sign your deposition at the end
13 of your testimony in the space provided. You are
14 signing it subject to the changes you have made
15 in the errata sheet, which will be attached to
16 the deposition before filing. You must sign it
17 in front of a witness. Have the witness sign in
18 the space provided. The witness need not be a
19 notary public. Any competent adult may witness
20 your signature.

21 Return the original errata sheet to
22 your counsel promptly. Court rules require
23 filing within 30 days after you receive the
24 deposition.

ELIZABETH BEANS-GILBERT

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ERRATA SHEET

Attach to the Deposition of: ELIZABETH BEANS-GILBERT
Taken on: April 14, 2011
In the matter of: Santai vs. Fred Beans, et al.

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SIGNATURE PAGE

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I hereby acknowledge that I have read the foregoing transcript, dated April 14, 2011, and the same is a true and correct transcription of the answers given by me to the questions propounded, except for the changes, if any, noted on the errata sheet.

- - -

SIGNATURE:

ELIZABETH BEANS-GILBERT

DATE:

WITNESSED BY:

ELIZABETH BEANS-GILBERT

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EXHIBIT
Gilbert-1
4-14-11 ep

Fred Beans

Everything Automotive

EMPLOYEE EXIT REPORT

Employee Name: CHERIE SANTAI Employee #: 1942
Dealership: HYUNDAI Position: SERVICE MGR Last Working Day: 10/21/08

- | | |
|--|---|
| <input checked="" type="checkbox"/> Lack of Work | <input type="checkbox"/> Voluntary Quit (Attach Resignation Letter) |
| <input type="checkbox"/> Retirement | <input type="checkbox"/> Seasonal Help |
| | <input type="checkbox"/> Discharge |

REASON FOR LEAVING:
REORGANIZATION - POSITION ELIMINATED
DUE TO ECONOMIC CONDITIONS

- ITEMS DUE FROM EMPLOYEE:**
- | | | |
|--|--|-------------------------------------|
| <input type="checkbox"/> Uniform | <input type="checkbox"/> Safety Glasses | <input type="checkbox"/> Keys |
| <input type="checkbox"/> Alarm Code | <input type="checkbox"/> Beeper | <input type="checkbox"/> Dealer Tag |
| <input type="checkbox"/> Accounts Receivable | <input type="checkbox"/> Computer ID Access | <input type="checkbox"/> Handbook |
| <input type="checkbox"/> Quality Process Manual(s) | <input type="checkbox"/> Shop Towels/Supplies | <input type="checkbox"/> ID Badge |
| <input type="checkbox"/> Insurance ID Card | <input type="checkbox"/> Co. Documents, Records & Listings | <input type="checkbox"/> Cell Phone |
| <input type="checkbox"/> Other _____ | | |

- ITEMS DUE FROM EMPLOYER:**
- | | | |
|---|--------------------------------|--|
| <input checked="" type="checkbox"/> COBRA | <input type="checkbox"/> 401K | <input checked="" type="checkbox"/> Vacation |
| <input type="checkbox"/> Employee Savings Account | <input type="checkbox"/> Other | |

EMPLOYEE'S SUGGESTIONS AND COMMENTS FOR DEALER IMPROVEMENT:

- PERFORMANCE EVALUATION:**
- Outstanding Satisfactory Marginal Unsatisfactory

- ATTENDANCE RECORD:**
- Outstanding Satisfactory Unsatisfactory

Is this employee rehirable? Yes No In the same capacity? Yes No
If you answered no to either question, please explain: _____

Comments: _____
Employee's Signature Cherie Santai Date 10/21/08
Manager's Name (Please Print) _____
Manager's Signature Fred Beans Date 10/21/2008

A. VOLUNTARY QUILTS

- 1. Another job
- 2. Relocated to another area
- 3. Personal reasons/retirement
- 4. Health or pregnancy
- 5. Dissatisfied with job/working conditions
- 6. Family obligations
- 7. Attend school or military service
- 8. Abandoned the job for an unknown reason
- 9. Other reason (explain on separate sheet)

If you checked an item in section A...

If health or pregnancy, was a doctor's statement submitted? ... YES NO

If health, family, school, or military, was leave of absence requested? ... YES NO

If a leave was requested, was a leave of absence granted? ... YES NO

B. DISCHARGES

- 1. Misconduct or negligence
- 2. Insubordination
- 3. Violation of company policy
- 4. Unexcused absenteeism
- 5. Unexcused tardiness
- 6. Falsifying company records/job application
- 7. Unable to work
- 8. Did not show up, did not call in
- 9. Substance abuse
- 10. Other reason (explain on separate sheet)

If you checked an item in section B...

Please explain:

C. LACK OF WORK

- 1. Position was discontinued/reorganization
- 2. No work after return from leave
- 3. Quit prior to recall
- 4. Banquet employee
- 5. On-call employee
- 6. End of job/location closed
- 7. Reduced hours
- 8. Work year reduction
- 9. Other reason (explain on separate sheet)

If you checked an item in section C...

- 1. Was employee offered another job? YES NO
- 2. Is lack of work temporary? YES NO

Recall date: _____

3. Is the lack of work permanent? YES NO

- 4. Did employee receive vacation pay? YES NO
- 5. Did employee receive lump sum severance? YES NO
- 6. Did employee receive Wages in lieu of Notice? YES NO

Wages in lieu paid from: 10/22/08 to 10/25/08

IMPORTANT:

This form was prepared by: _____ Title: _____ Phone: _____

To Be Completed By Payroll

Employee: _____

Social Security #: _____ Dealership: _____

Date of Hire: _____ Date of Term: _____

Rate of Pay: _____
 Hourly _____ Commission _____ Salary _____
 Flat Rate _____ Salary & Commission _____

Dear Valued Employee:

I felt it important to write you today to give you some insight into our current thoughts and strategies during these difficult times. As I am sure you know we are in the midst of experiencing some tremendous challenges. It is our plan to meet these challenges head on and come out stronger as a company on the other side.

On February 28, 1975 I came to Doylestown and in that month the dealership sold 37 new and used vehicles and had approximately 27 employees. Today, through good people like you and good products we have continued to grow selling over 1000 cars a month with over 1500 employees. I personally have lived through three major economic down turns with this being the fourth. However, I have never seen one like this, where the companies we represent are so financially weak, along with our banks and other financial institutions. It seems like our whole way of life is under attack. These are truly unimaginable times for our industry.

At this time I believe we must prepare ourselves and our company for the uncertainty that lies ahead. We want to assure you that we will do everything we can to get through this together, but we will need your help. We ask for your 100% commitment to your job and to our customers. You can help us by offering your suggestions on ways we can reduce cost and eliminate waste in our company. We will be asking your Managers to collect the attached suggestion forms. Every idea you have will be considered. In exchange, we will keep you informed of the steps we will take using your suggestions. If conditions continue to decline in 2009, we must continue to prepare our company and take appropriate action looking for new and more efficient ways to conduct our business operations and remain competitive in the marketplace.

In addition, it is my hope that each of you has developed a personal plan to deal with the financial uncertainty ahead in 2009. I encourage you to look at what you can do to lessen your weekly expenses. It can be as simple as eliminating that daily cup of coffee, can of soda, lottery ticket or even a take-out lunch. Please remember we offer an Employee Assistance Program (EAP) should you or an immediate family member need confidential guidance or counseling services during these troubled times. They can be reached at 800-343-2186 or www.hmsincorp.com.

As a company we must make tough decisions to ensure that our team will endure. As you know, we have made reductions in staff. We will be working over the next days, weeks and months to reduce our other expenses.

- Effective immediately and until further notice all wages will be frozen and all guarantees will be removed.



- All overtime will need to be requested in writing and reviewed by your manager and your manger will need to seek sign off from your general manager.
- Our 401k company match will be reduced to 25% (now 50%) on the first 4% contribution effective January 1, 2009.
- Payout of unused vacation and personal time will be made next month for 2008, but will be discontinued in 2009.

You can also work with us during these difficult times by referring anyone you know in the market for a new or used vehicle. We have enclosed the new 2009 bird dog card. Please keep in mind this is a great way for you to supplement your income while making a great contribution to our company. Last year our top bird dog employee earned \$2,050.00 by referring 18 people in a year!

Finally, we ask for your understanding, your support, and your prayers for America and for the safety of the men and women serving our country. Our hope is that America can once again be strong.

November 2009

At this time last year we sent everyone a letter. As everyone knows we were challenged and we said that we would do our best to meet these challenges head on as Americans.

This year, General Motors & Chrysler filed for bankruptcy. This bankruptcy was orchestrated by our Federal Government and was put through in a short period of time. This year over 120 Banks have failed and we're told that there are at least another 200 yet to fail. Ford Motor Company continues to make progress and moves forward. Even though Ford Motor Company is heavily in debt our greatest concern as Ford dealers is that they will have a difficult job competing in the future because of their debt and high carrying costs. In contrast, General Motors & Chrysler have been able to shed their responsibilities.

The Federal Government's new health care program is one that none of us know how to deal with and is actually over 1900 pages and weighs 9.6 lbs. It's also larger than the King James Version of the Bible. It just passed the House of Representatives 220 to 215 which is really not a 5 point spread but instead was a 3 point spread. If 3 people would have voted the other way, the Bill would not have passed. We must all now get involved with this Healthcare Bill so we all understand it and know how it will effect each one of us.

On a personal note, I don't understand how the Federal Government can do more for an individual than the individual can do for himself. I'd certainly rather have my money in my own pocket then send it to Washington to have it sent back to me. It probably would be cut in half.

Since this time last year, the following dealers around us have gone out of business, Penske Chevrolet, Weed Chevrolet, Stockburger Chevrolet, Chevrolet of Limerick, Pottstown Chevrolet, Peruzzi Chevrolet, Peruzzi Buick Pontiac GMC, Bergey's Dodge, Cadillac Quakertown, Cadillac Lansdale, Sands Chevrolet of Allentown, just to name a few. Two of our Saturn dealerships have closed. We lost our Pontiac Buick GMC dealership in Limerick. We lost our Pontiac franchise in Doylestown and we're not sure about the fate of Saab in Doylestown at this time. Even though we have closed one Saturn dealership and will be closing another, we're proud to say that we're able to offer positions to our salespeople, office staff, service manager, assistant service manager and all technicians.

Unemployment has reached over 10% and if properly accounted for would be 12.5%-14%.

On a good note, our 401K over the last 12 months has grown to 12.75% and for the last year 11.185% and 8.22% since its inception. For New Holland, it's been 12.77% year to date and for 1 year 10.79% and 7.99% since its inception. I believe the reason Doylestown is slightly above New Holland is because our retirement plan began back in 1975.



Some ideas on a positive note –

We feel everything that can happen has happened. Gm and Chrysler are stronger than they ever have been. We have confidence in our banking relationship which is the lifeline to our businesses. We're proud we have a good relationship with our Banks, without that we don't exist.

On another good note, (401K notes)

Still moving forward. Ford Motor Company continues to strengthen its produce line every day.

5 of Chevrolet's new vehicles beat Honda and Toyota in fuel economy.

Looking ahead – we believe business will slowly recover in 2010.

10 March 2010

Board of Directors
Fred Beans Automotive Group
3960 Airport Boulevard
Doylestown, PA 18902

Dear [employee],

I truly believe our economy has bottomed out and that we will see a slight up-tick in our business in 2010, now that customers and companies are adjusting to the great changes of the last two years. The manufacturers we represent that filed for bankruptcy are now stabilized and planning their futures as smaller, leaner organizations. We cautiously celebrate this and many other improvements that show us the economy is turning around.

However, the first two months of the year have been challenging, especially with the record snowfalls that lost us so many selling days. Although the Toyota debacle may seem helpful, I want to warn you that what's happened at Toyota could happen to any other manufacturer. The negative publicity that results affects the whole industry and shakes consumer confidence.

As business owners, we carry the financial risk of putting our names and financial strength on the line every day in order to make this company successful. We recognize that the majority of our employees rely on our organization for their families' financial survival and stability. That's why, as stewards of our company, each member of our Board of Directors is committed to honoring our responsibilities to each of you. At the same time, we all must recognize every day the value of a customer and what a customer truly means to us. During the uncertain times of recovery in our industry and our country, our strategy is to make changes slowly, watching for continued improvement ahead of us and correcting when new challenges arise.

The fact of the matter is that we all work hard. When things were going great, we all benefited; and when the economy took a huge downturn a year and a half ago, we all made sacrifices.

With all that in mind, here's what we can celebrate today:

- Spring is on its way. In a few weeks we'll be driving our cars with our windows down.
- Fred Beans Chevrolet of Limerick has received its first Chevrolet vehicles from General Motors. Despite last year's wind-down letter from General Motors, the employees of that dealership are still employed. We're taking new pride in the fact that we will continue in business.
- Our 401K has produced a return of 14.84 percent for the last 12 months. With our company match, that's a 10.30 percent return since inception.
- Last year during the worst of the economic downturn, our longer-term employees sacrificed two of their personal days. We are reinstating those personal days, effective immediately.



We wish to thank you for your sacrifices and your continued support for our organization. We appreciate your loyalty, hard work and creative solutions in this great struggle to keep us going so we can all thrive.

Sincerely,

Fred Beans, President

Beth Beans Gilbert, Vice President

Chris Gilbert

Geoff Class

Rob Szpanka

John Haines