

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO, EASTERN DIVISION**

ROBERT JEAN, ET AL., PLAINTIFFS, VS. THE STANLEY WORKS, DEFENDANT.	CASE NO. 1:04 CV 1904 JUDGE CHRISTOPHER A. BOYKO
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RULE 30(b)(6) CORPORATE DEPOSITION NOTICE

TO: THE STANLEY WORKS
through their counsel of record:
Thomas S. Kilbane, Esq.
Joseph C. Weinstein, Esq.
Steven A. Friedman, Esq.
Squire, Sanders & Dempsey, L.L.P.
4900 Key Tower
127 Public Square
Cleveland, OH 44114-1304

PLEASE TAKE NOTICE that pursuant to the Federal Rules of Civil procedure,
Rule 30(b)(6), counsel for **PLAINTIFFS, VINCE BAINTER, HARLAN
GRANTHAM, KENNETH HANKINS, ROBERT JEAN, ROB LOVE, JERRY
MEAD, STAN SCHWARTZ, FIDEL TALLET, RICK WILLIAMS and JOSEPH
ZOLLO, individually and on behalf of the putative class, will take the video**

deposition of the designated representative or representatives of **THE STANLEY**

WORKS (“Stanley”) best qualified and most knowledgeable to testify as to the

following subject matters:

- a) The corporate structure of Stanley and its Divisions including but not limited to the Mac Tool Division (“Mac”). This includes, but is not limited to Mac’s management personnel, for the time period 1985 through the present.
- b) The financial structure, sales income and net worth of Stanley and its Divisions, including but not limited to Mac, for the period 1985 to present.
- c) Documents produced by Stanley in response to Plaintiffs’ First Request for Production of Documents. This includes, but is not limited to how those documents were kept by Stanley or Mac in the ordinary course of business, the authenticity of those documents, and other foundational issues.
- d) The make up and employment structure of the Mac sales force for the period 1985 to the present. “Sales force,” for purposes of this notice includes but is not limited to, employee distributors, traditional distributors and Mac Direct Sales Representatives (“MDSR’s”).
- e) Mac’s and/or Stanley’s planning and forecasting regarding the distributor sales force for the period 1985 to the present, annually if done on that basis.
- f) Mac’s sales force recruiting methods, practices, presentations and training for the period 1985 to the present.
- g) Mac’s marketing of the opportunity for new distributorships for the period 1985 to the present.
- h) Mac’s process or procedure and criteria for reviewing and/or evaluating new distributor applications for the period 1985 to the present. This request includes, but is not limited to Mac’s use of DFEF’s, and Mac’s minimum hiring qualifications or requirements, including financial requirements.
- i) Mac’s compensation matrix for employee distributors (including MDSR’s) from the beginning of Mac’s use of employee distributors to the present.

- j) Mac's pay scale(s), earnings potential, *pro forma* models or other such projection of financial expectation for new hires and seasoned mobile tool distributors to be hired as mobile tool distributors for the period 1985 to the present.
- k) Mac's accounting policies, practices and procedures regarding distributor trade accounts for the period 1985 to the present. This request includes, but is not limited to, electronic record keeping, reporting of inventory, returns, crediting and debiting of accounts generally, as well as holds and freezes, and warranty claims.
- l) Mac's accounting policies, practices and procedures regarding distributor tool inventory for the period 1985 to the present. This request includes, but is not limited to, starter inventory, replenishing inventory, cumulating inventory, electronic reporting of inventory, inventory return policies and practices, credit to and/or amounts due distributors exiting the business, storage of returned inventory, and ultimate disposition of returned inventory.
- m) Mac's policies regarding mandatory purchases and/or mandatory sales by distributors for the period 1985 to the present. This request includes, but is not limited to, calculation of the National Sales Average, and all means and methods of tracking distributor sales and/or purchases, and related policies.
- n) Mac's policies and practices regarding distributor credit transactions, distributor T.P. (Time Payment) accounts and T.P. collections for the period 1985 to the present.
- o) Mac's policies and practices regarding warranty services required of distributors for the period 1985 to the present. This request includes, but is not limited to, Mac's distributor warranty service protocol, and all related policies and practices regarding any obligations of distributors to provide warranty service to customers. Also included are Mac's policies and practices regarding reimbursement to distributors who satisfied warranty claimants with replacement tools, money, or credit.
- p) Mac's damaged tool return policies and procedures for the period 1985 to the present. This request includes but is not limited to, Mac's damaged tool return protocol, all related policies and practices regarding any obligations of distributors to provide replacement tools to their customers.
- q) All manner and methods by which Mac Tools are sold to end-users for the period 1985 to the present. This request includes, but is not limited to, Mac's direct sales, sales through retailers, catalog, newspaper, trade journal, trade show and/or

internet sales and Mac's efforts to determine how these sales impacted sales by distributors to their customers.

- r) Mac's policies and practices regarding assignment, development and/or adjustment of new and established distributor routes and/or territories and each version of Mac's written policies or protocols relating to same, for the period 1985 to the present.
- s) Mac's policies and/or practices for determining the allocation and application of payments received from Mac distributors to, between, or among: trade account balances, time payments, old debt, new debt, warranty items, principle, interest and/or similar accounting, for the period 1985 to the present.
- t) Mac's requirements of its mobile tool distributors relating to purchasing computer hardware and software for the period 1985 to the present.
- u) Complaints reported to Mac, and problems experienced by Mac, regarding computer hardware or software purchased by distributors for the period 1985 to the present. This request includes, but is not limited to, any system for auditing or confirming the accuracy of account balances and tool orders and Mac's policy and methodology for resolving any such discrepancies or disputes.
- v) The evolution and requirements of each version of Mac Tool Distributor Sales manuals, handbooks, guides and directives; including but not limited to: Field Operations Manuals for Sales Representatives, MDSR Manuals, Program Packets, Mac Handbooks and other such material (however denominated), distributed by Mac to its sales force from 1985 to present.
- w) The details and specifics of all Mac sales force recruitment, training, orientation and career development programs; including but not limited to: New distributor orientation, motivation, income projections, *pro forma* information, personnel development and/or financial growth.
- x) Any and all contractual and financial arrangements by and between Mac and its mobile tool distributors; including but not limited to: each and every version of the Mac Tool Distributor Agreement, Acknowledgment forms and any related documents signed by or supplied to tool distributors in connection with same.
- y) Mac's follow up training for its mobile tool distributors, including periodic sales force seminars, conference calls, meetings, and tool fairs whether held at or from Mac Headquarters or elsewhere.

- z) The identity and description of any and all websites, IP addresses, internet addresses and service providers employed by Mac for internal and external email, advertising, Mac's business, distributor notices, bulletins, postings and messages.
- aa) The identity and description of all hardware and software used for the recordation, storage or tracking of Mac Direct Sales Representatives and individual distributor sales, performance, efficiency, income, debt and/or financial status.
- bb) The system design for hardware and software used for distributor account management at Mac headquarters in Columbus, Ohio, and any affiliated/related operations regardless of physical location; including but not limited to: the hardware and software used to interface with distributor transactions.
- cc) The content and preservation of all hard drives, tapes, diskettes or other electronic data storage media and the search-ability of same, from 1985 to the present.
- dd) The location, status and content of all correspondence, memoranda, e-mails and reports by and between Mac Sales Managers, District Managers and corporate HQ and/or its/their designee.
- ee) The current location, status and retrieval of all data, files, records or reports which reflect the total volume/value of tool sales by Mac from 1985 through present.
- ff) Any and all database materials that reflect, describe, contain or otherwise involve the profitability of each distributor individually and mobile tool distributors as a whole, as well as their respective failure rates.
- gg) Mac's policy and procedures regarding delinquent T.P. (Time Payment) Accounts for the period 1985 to the present. This request includes, but is not limited to, the identity, location and content of any and all letters, notices, or collection papers and/or other efforts sent to or instituted against customers of mobile tool distributors for delinquent T.P.
- hh) Mac's MSDR-to-distributor "conversion" program. This request includes, but is not limited to, when, why and how it was devised, the number of distributors who accepted/rejected the proposal and the reason (or reasons) it was terminated, informational packets provided to prospective distributors, priority for conversion, training/re-training provided to distributors who accepted conversion offers, resolution of old account balances, determination of amounts due to/from

- converted distributors and any promotional or other information promulgated by Mac to encourage or induce MDSR's to convert.
- ii) Mac's decision to form a "Make Mac Profitable" Committee, the composition of such committee, any activities of such committee and all written materials generated or used by such committee.
 - jj) Mac's policies and procedures regarding the return of mobile tool distributors' trucks and inventory upon retirement, termination of distributorship or sale of business for the period 1985 to the present. This request includes, but is not limited to, shipping, receiving, processing, valuation, accounting, payment, settlement and final disposition of any such truck or tools returned to Mac.
 - kk) Mac's decision to comply with the Federal Trade Commission's regulations regarding franchises by including disclosures required by those regulations in all packets of distributor forms provided to new distributors. This request includes, but is not limited to, when, why and how Mac decided to comply with the disclosure requirements of the FTC, and any and all studies, surveys, market reports or other such (non-privileged) research which formed a basis or which was otherwise relied upon for such decision.
 - ll) Return, receipt, inventory protocols and related accounting policies and procedures for, and the ultimate disposition of, any and all trucks and tool inventory received from failed distributors and/or converted distributors from 1985 to the present. This request includes, but is not limited to, the volume and value of all returned trucks and tool inventories, the storage, warehousing and preservation of same, and any and all accounting entries on Mac's or Stanley's corporate records relating to same, as well as, the current status or ultimate re-sale and/or re-distribution of same.
 - mm) The net worth of The Stanley Works and the Mac Tool Division, as well as, their officers, directors and CEO for the period 1985 to present.
 - nn) The document and/or powerpoint presentation entitled, "Mac Tools U.S. Automotive Service Equipment Project Business Presentation dated May 4, 1993." This request includes, but is not limited to, what the document is; who prepared it; to whom was it presented; who learned of it; what the phrases in the document mean; when was it created; how was it created; how was it used by Mac.
 - oo) Any documents purportedly signed by the ten named Plaintiffs, or about them.

The corporate deposition will take place at **Mac Tool Division of the Stanley Works**, 505 N. Cleveland Ave., Westerville, Ohio 43082 on the 19th of December, 2006, or such other and further time and date as the parties can agree upon, beginning at **9:00 A.M.** The deposition is noticed for all purposes authorized by the Federal Rules of Civil Procedure and will be taken consecutively before a Notary Public or other officer authorized by law to administer oaths, and a videographer, and will continue from day to day until completed. You are hereby invited to attend and to participate in the deposition, as you deem fit and proper.

Respectfully submitted,

THE MAC TOOL LITIGATION GROUP:

THE TOCE' FIRM, APLC

Andre' F. Toce, T.A.(#La. #16769, TX #00795900)

E-mail : andre@toce.com

Joseph Arshawsky (NM Bar #679, CA #135891)

Of Counsel

E-mail: joe@toce.com

P.O. Box 6892

35 Bay Tree Drive

Miramar Beach, Florida 32550-6982

Phone (850) 424 6135

Fax: (866) 306 9336

LAW OFFICE OF ELWOOD C. STEVENS
(A Professional Law Corporation)

Elwood C. Stevens, Jr. (La. Bar. #12459)
Post Office Box 2626
1205 Victor II Blvd.
Morgan City, LA 70381-2626
Telephone: (985) 384-8611
Fax: (985) 385-4861
E-mail: attyecs@aol.com

W. B. Latta, Jr. (CA Bar #69786, ID #2000)
Attorney at Law
P. O. Box 2192
Boise, ID 83701-2192
Phone: (208) 344-9443
Fax: (208) 338-9256
E-mail: lattaslaw@msn.com

Lance Houghtling (OK Bar #13899)
4001 S. 4100 Road
Talala, OK 74080
Phone: (918) 275-4252
Fax: (918) 275-4731
E-mail: lhoughtling@innovative-gis.com

CERTIFICATE OF SERVICE

The foregoing Notice of 30(b)(6) Deposition of The Stanley Works was served on all parties by U.S. Mail this ___th day of November, 2006. In addition, Counsel for Stanley received a courtesy copy by hand delivery at the hearing on November 16, 2006.

Elwood C. Stevens, Jr.