

# Exhibit 3

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF TEXAS  
TYLER DIVISION**

ROBERTO RAMIREZ and THOMAS  
IHLE,

Plaintiffs,

-against-

J.C. PENNEY CORPORATION, INC.,  
MICHAEL DASTUGUE, JANET  
DHILLON, KENNETH HANNAH,  
MICHAEL KRAMER, RONALD  
JOHNSON, and MYRON E. ULLMAN,  
III,

Defendants.

Civil Action No. 6:14-cv-00601-RWS-KNM

CLASS ACTION

**DECLARATION OF MADELINE C. REA**

MADELINE C. REA, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am an associate in the law firm of Proskauer Rose LLP, counsel to Defendants J.C. Penney Corporation, Inc., Michael Dastugue, Janet Dhillon, Kenneth Hannah, Michael Kramer, Ronald Johnson, and Myron E. Ullman, III (“Defendants”), in the above-captioned matter.

2. I submit this Declaration detailing Defendants’ compliance with the notice requirements of the Class Action Fairness Act, 28 U.S.C. § 1711, *et seq.* (“CAFA”).

3. Attached hereto as Exhibit 1 is a true and correct copy of the letter sent pursuant to CAFA (“CAFA Notice”) on June 9, 2016, to the United States Attorney General. *See* 28 U.S.C. § 1715(a)-(b). A substantially similar letter was sent to Office of the Comptroller of the Currency, the Federal Deposit Insurance Corporation, Board of Governors of the Federal

Reserve System, Internal Revenue Service, and the Attorneys General for all United States and United States Territories in which a class member resided. *See* 28 U.S.C. § 1715(b).<sup>1</sup>

4. The CAFA Notice provided the definition of the Settlement Class and a reasonable estimate of the number of class members in each state. Enclosed with the CAFA Notice were copies of: (i) the First Amended Class Action Complaint (and all previously filed complaints); (ii) the Motion for Preliminary Approval; (iii) Plaintiffs' Memorandum of Law in Support of the Motion for Preliminary Approval; (iv) the Attachments to the Motion for Preliminary Approval, which contained copies of the (a) Settlement Agreement, (b) proposed Order Granting Preliminary Approval of Class Action Settlement, Preliminary Certifying a Class for Settlement Purposes, Approving Form and Manner of Class Notice, Preliminarily Approving Plan of Allocation, and Scheduling a Date for a Fairness Hearing, (c) Notice, (d) Summary Notice, (e) Plan of Allocation; and (v) the Declaration of Samuel E. Bonderoff in Support of Plaintiffs' Motion for Preliminary Approval of Settlement and for Related Relief, which contains a copy of (a) Class Counsel's resume.

5. In response to the CAFA Notice, the Office of the Attorney General of the State of Washington sent an email dated July 26, 2016, to Proskauer acknowledging receipt of the CAFA Notice. Attached hereto as Exhibit 2 is a true and correct copy of that email.

6. Other than the communication described in this Declaration, Proskauer has not

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<sup>1</sup> Specifically, notices were sent to the Attorneys General for Alabama; Alaska; Arizona; Arkansas; California; Colorado; Connecticut; Delaware; District of Columbia; Florida; Georgia; Hawaii; Idaho; Illinois; Indiana; Iowa; Kansas; Kentucky; Louisiana; Maine; Maryland; Massachusetts; Michigan; Minnesota; Mississippi; Missouri; Montana; Nebraska; Nevada; New Hampshire; New Jersey; New Mexico; New York; North Carolina; North Dakota; Ohio; Oklahoma; Oregon; Pennsylvania; Puerto Rico; Rhode Island; South Carolina; South Dakota; Tennessee; Texas; Utah; Vermont; Virginia; Washington; West Virginia; Wisconsin; Wyoming. We will make available for the Court's review, upon request, all of the CAFA Notices sent.

received any communications from the recipients of the CAFA Notice.

7. To the best of my knowledge, Defendants have fully complied with CAFA and have satisfied all their obligations thereunder.

I declare under penalty of perjury that the foregoing statements are true and correct.

/s/ Madeline C. Rea  
MADELINE C. REA

Dated: June 22, 2017  
New Orleans, Louisiana