

Court of Common Pleas of Philadelphia County  
 Trial Division  
**Civil Cover Sheet**

For Prothonotary Use Only (Docket Number)  
**OCTOBER 2011** **002902**  
 E-Filing Number: 1110033096

PLAINTIFF'S NAME CHRISTINE WATSON	DEFENDANT'S NAME CITIZENS BANK OF PENNSYLVANIA , ALIAS: CITIZENS BANK
--------------------------------------	---

PLAINTIFF'S ADDRESS 1206 NORTH GLEN DRIVE GLEN MILLS PA 19342	DEFENDANT'S ADDRESS 1701 JOHN F. KENNEDY BOULEVARD 22ND FLOOR PHILADELPHIA PA 19103
---	---

PLAINTIFF'S NAME	DEFENDANT'S NAME
------------------	------------------

PLAINTIFF'S ADDRESS	DEFENDANT'S ADDRESS
---------------------	---------------------

PLAINTIFF'S NAME	DEFENDANT'S NAME
------------------	------------------

PLAINTIFF'S ADDRESS	DEFENDANT'S ADDRESS
---------------------	---------------------

TOTAL NUMBER OF PLAINTIFFS 1	TOTAL NUMBER OF DEFENDANTS 1	COMMENCEMENT OF ACTION <input checked="" type="checkbox"/> Complaint <input type="checkbox"/> Petition Action <input type="checkbox"/> Notice of Appeal <input type="checkbox"/> Writ of Summons <input type="checkbox"/> Transfer From Other Jurisdictions
---------------------------------	---------------------------------	---

AMOUNT IN CONTROVERSY <input type="checkbox"/> \$50,000.00 or less <input checked="" type="checkbox"/> More than \$50,000.00	COURT PROGRAMS <input type="checkbox"/> Arbitration <input type="checkbox"/> Mass Tort <input type="checkbox"/> Commerce <input type="checkbox"/> Settlement <input type="checkbox"/> Jury <input type="checkbox"/> Savings Action <input type="checkbox"/> Minor Court Appeal <input type="checkbox"/> Minors <input type="checkbox"/> Non-Jury <input type="checkbox"/> Petition <input type="checkbox"/> Statutory Appeals <input type="checkbox"/> W/D/Survival <input checked="" type="checkbox"/> Other: CLASS ACTION
--	---

CASE TYPE AND CODE  
 C1 - CLASS ACTION

STATUTORY BASIS FOR CAUSE OF ACTION

RELATED PENDING CASES (LIST BY CASE CAPTION AND DOCKET NUMBER)	<b>FILED</b> <b>PRO PROTHY</b> <b>OCT 21 2011</b> <b>M. TIERNEY</b>	IS CASE SUBJECT TO COORDINATION ORDER? YES    NO
--	--	---

TO THE PROTHONOTARY:  
 Kindly enter my appearance on behalf of Plaintiff/Petitioner/Appellant: CHRISTINE WATSON  
 Papers may be served at the address set forth below.

NAME OF PLAINTIFF'S/PETITIONER'S/APPELLANT'S ATTORNEY R. ANDREW SANTILLO	ADDRESS THE WINEBRAKE LAW FIRM, LLC TWINING OFFICE CENTER 715 TWINING ROAD, SUITE 211 DRESHER PA 19025
PHONE NUMBER (215) 884-2491	FAX NUMBER (215) 884-2492

SUPREME COURT IDENTIFICATION NO. 93041	E-MAIL ADDRESS asantillo@winebrakelaw.com
---	--

SIGNATURE OF FILING ATTORNEY OR PARTY R. ANDREW SANTILLO	DATE SUBMITTED Friday, October 21, 2011, 06:00 pm
---	--



Plaintiff Christine Watson (“Plaintiff”) brings this class action lawsuit against Defendant Citizens Bank of Pennsylvania (d/b/a Citizens Bank) (“Defendant”), seeking all available relief under the Pennsylvania Minimum Wage Act of 1968 (“PMWA”), 43 P.S. §§333.101, *et seq.*<sup>1</sup> The following allegations are based on personal knowledge as to Plaintiff’s own conduct and are made on information and belief as to the acts of others.

### **JURISDICTION AND VENUE**

1. The Court has personal jurisdiction over this lawsuit as a result of Defendant’s substantial contacts with Philadelphia County, including the physical presence of Defendant in Philadelphia County, its numerous business activities in Philadelphia County and its employment of many residents of Philadelphia County.

2. This Court has subject matter jurisdiction over this lawsuit because Plaintiff asserts claims under the PMWA, 43 P.S. §§ 333.101.

3. Venue is proper in this Court under Pa. R. Civ. P. 2179(a), because Defendant is headquartered in Philadelphia County and regularly conducts business in Philadelphia County.

### **PARTIES**

4. Plaintiff is an adult citizen of the Commonwealth of Pennsylvania who resides in Glen Mills, Pennsylvania.

5. Defendant “is a Pennsylvania corporation, incorporated and chartered in the state of Pennsylvania, with headquarters in Philadelphia at 1701 John F. Kennedy Boulevard 22nd

---

<sup>1</sup> On October 21, 2010, Plaintiff became a party plaintiff pursuant to 29 U.S.C. §216(b) to *Bell v. Citizens Financial Group, Inc., et al.*, 2:10-cv-00320-GLL (W.D. Pa.), *see* Doc. 66, which asserted similar overtime claims under the federal Fair Labor Standards Act (“FLSA”), 29 U.S.C. §§ 201, *et seq.* and the PMWA. The FLSA claims were asserted as a collective action pursuant to 29 U.S.C. §216(b) and the PMWA claims were brought as a class action pursuant to Fed. R. Civ. P. 23. *See* Doc. 12. On June 8, 2011, Chief Judge Gary Lancaster held that plaintiffs could not pursue their PMWA claims under Fed. R. Civ. P. 23 along with a collective action claims under the FLSA in the same federal court proceeding. *See Bell v. Citizens Financial Group, Inc.*, 2011 U.S. Dist. LEXIS 64629 (June 8, 2011 W.D. Pa.). Chief Judge Lancaster did not address whether the plaintiffs fulfilled any of the class action requirements described in Fed. R. Civ. P. 23(a)-(b). *Id.* On August 4, 2011, Plaintiff moved to be dismissed as a party from the *Bell* matter so that she could pursue her PMWA claims as a class action in this Court. *See* Docs. 114-15. This motion was granted by Chief Judge Lancaster on October 20, 2011, *see* Doc. 119, removing Plaintiff from the *Bell* matter in its entirety.

Floor, Philadelphia, PA 19103.” See Declaration of Joel Brinkman (“Brinkman Decl.”), attached as Exhibit A at ¶ 3.

6. Defendant is an employer covered by the PMWA.

#### **FACTS PERTAINING TO PLAINTIFF**

7. From approximately October 2007 to May 2011, Plaintiff was employed by Defendant as an Assistant Branch Manager (“ABM”) and assigned to a retail banking branch of the Defendant located in Springfield, Pennsylvania.

8. Throughout Plaintiff’s employment for Defendant as an ABM, Plaintiff was paid a fixed salary regardless of hours worked and regularly worked in excess of 40 hours per workweek. In particular, Plaintiff estimates that during her tenure of employment as an ABM she worked on average 42 hours during a typical workweek. However, Plaintiff would work as many as 46 hours in a single workweek.

9. Defendant did not pay Plaintiff any overtime premium compensation for hours worked over 40 during the workweeks she was employed as an ABM.

10. Plaintiff spent the great majority of her time as an ABM performing the same duties as Defendant’s hourly non-exempt personal bankers and tellers. These duties included, *inter alia*, servicing bank customers and performing basic, non-managerial bank teller duties. As a result, Plaintiff did not qualify for any of the exceptions to the overtime pay mandates of the PMWA. *See* 43 P.S. § 333.105.

11. Throughout her employment with Defendant as an ABM, Plaintiff was improperly classified as exempt from the mandates of the PMWA.

## **FACTS PERTAINING TO DEFENDANT**

12. In addition to Plaintiff, Defendant employs hundreds of ABMs at its “approximately 360” Citizens Bank branch locations throughout Pennsylvania, *see* Brinkman Decl. (Ex. A) at ¶ 12, during the relevant time period.

13. Regardless of branch location, Defendant’s ABMs in Pennsylvania are paid a fixed salary.

14. Regardless of branch location, Defendant’s ABMs in Pennsylvania regularly work in excess of 40 hours per week.

15. Regardless of branch location, Defendant’s ABMs in Pennsylvania receive no overtime premium compensation for hours worked over 40 during the workweek.

16. Regardless of branch location, Defendant’s ABMs in Pennsylvania work pursuant to companywide practices and procedures that strictly limit their ability to perform meaningful executive or administrative functions within the branch locations.

17. Regardless of branch locations, Defendant’s ABMs assigned to branches within the Commonwealth of Pennsylvania have been classified by Defendants as exempt from the overtime requirements of the PMWA.

## **PENNSYLVANIA CLASS ACTION ALLEGATIONS**

18. Plaintiff brings this action pursuant to Pa. R. Civ. P. 1701-16 on behalf of a Class defined to include:

All citizens of the Commonwealth of Pennsylvania who were employed by Defendant as Assistant Branch Managers at Citizens Bank retail branches in Pennsylvania during any workweek since April 29, 2007, who were paid a salary and classified by Defendant as exempt from the PMWA’s overtime pay mandates (“the Class”).

19. Over three hundred individuals fall within the definition of the Class in paragraph 18, *supra*.

20. The members of the Class are so numerous that joinder of all its members would be impracticable.

21. This action challenges Defendant's common business practice of failing to pay time-and-one-half overtime compensation to Class members when they work over 40 hours in a single seven-day workweek.

22. This action may be properly maintained as a class action pursuant to Pennsylvania Rules of Civil Procedure 1702, 1708, and 1709. The Pennsylvania Superior Court recently observed as part of its review of the certification of a class asserting wage and hour violations under Pennsylvania law: "it is the strong and oft-repeated policy of this Commonwealth that, in applying the rules for class certification, decisions should be made liberally and in favor of maintaining a class action." *Braun v. Wal-Mart Stores, Inc.*, 24 A.3d 875, 892 (Pa. Super. Ct. 2011) (internal citations and quotations omitted).

23. Defendant's conduct with respect to Plaintiff and the Class raises questions of law or fact that are common to the entire Class. For example, during the relevant class period, Defendant maintained the common, company-wide practice of classifying all members of the Class under standardized job titles and failing to pay them time-and-one-half overtime compensation for workweeks in which they work over 40 hours. The facts and evidence pertaining to these companywide practices are common to the Class. Furthermore, this action presents common questions of law, including, *inter alia*, whether members of the Class are exempt from the PMWA's overtime pay provisions.

24. Plaintiff's claims are typical of the claims of the entire Class because, *inter alia*, all claims are based on the same legal theories and remedies. Furthermore, Plaintiff's legal position regarding her entitlement to overtime compensation under the PMWA is sufficiently

aligned with the interests of the Class as a whole so that pursuit of Plaintiff's own interests will address the Class as a whole.

25. Plaintiff will fairly and adequately assert and protect the interests of the class because, *inter alia*, (a) Plaintiff is represented by experienced class action counsel who are well-prepared to vigorously and competently litigate this action on behalf of the Class; (b) Plaintiff and her counsel are free of any conflicts of interest that prevent them from pursuing this action on behalf of the Class; and (c) Plaintiff and her counsel have adequate financial resources to assure that the interests of the Class will not be harmed.

26. A class action provides a fair and efficient method for adjudication of the controversy because, *inter alia*,

(a) The previously mentioned common questions of law and fact predominate over any questions affecting Plaintiff or any individual member of the Class;

(b) All members of the Class are easily identifiable through Defendant's records and computer files, and no foreseeable difficulties in the management of this action as a class action exists;

(c) The monetary damages sought on behalf of the Class are readily calculated and attributable to Class members;

(d) Maintenance of the instant litigation as a class action protects against the risks of inconsistent or varying adjudications that might result if individual members of the Class were to commence independent actions in various courthouses throughout the Commonwealth;

(e) Plaintiff is not aware of any other private civil class actions currently commenced by or against the Class members concerning the issues

raised in this action under the PMWA. Plaintiff was previously a member of *Bell v. Citizens Financial Group, Inc, et al.*, 2:10-cv-00320-GLL (W.D. Pa.) which asserted class action claims under the PMWA pursuant to Fed. R. Civ. P. 23. However, on June 8, 2011, Chief Judge Gary Lancaster held that the plaintiff's PMWA claims could not be pursued in federal court along with similar claims for unpaid overtime wages under the FLSA. *See Bell v. Citizens Financial Group, Inc.*, 2011 U.S. Dist. LEXIS 64629 (June 8, 2011 W.D. Pa.). Chief Judge Lancaster did not address whether the plaintiffs fulfilled any of the class action requirements described in Fed. R. Civ. P. 23(a)-(b) in his opinion. *See id.*;

(f) Because Defendant conducts a substantial amount of business in Philadelphia County and resides within Philadelphia County, this Court is an appropriate forum for the litigation of the claims of the entire Class;

(g) The complexities of the issues and the expense of litigating the separate claims of individual member of the Class weigh in favor of class certification. For example, in the instant action, Plaintiff will seek and present evidence concerning, *inter alia*, Defendant's common timekeeping, compensation, and payroll practices. The gathering and presentation of such evidence in multiple proceedings would be inefficient, redundant, and unjustifiably expensive. The class action device, when compared to multiple proceedings, presents far fewer management difficulties and provides the benefits of unitary adjudication, economies of scale, and comprehensive supervision by a single court. Concentrating this litigation in one forum promotes judicial economy and efficiency and promotes parity among the claims of individual Class Members as well as judicial consistency. Thus, the conduct of this action as a

state-wide class action conserves the resources of the parties and the court system, protects the rights of each member of the Class, and meets all due process requirements as to fairness to Defendant. Adequate notice of this class action can be provided to the Class by hand distribution and direct mail to Defendant's current and former Assistant Branch Managers; and

(h) Because the damages sustained by individual Class members are relatively small compared to the resources of Defendant and the costs of individual litigation, it is impracticable and unrealistic for individual Class members to independently pursue litigation against Defendant in order to vindicate their rights

#### COUNT I

#### **Violation of the Pennsylvania Minimum Wage Act**

27. All previous paragraphs are incorporated as though fully set forth herein.
28. Defendant is an employer covered by the overtime pay mandates of the PMWA.
29. Plaintiff and the Class are employees entitled to the PMWA's protections.
30. The PMWA entitles employees to compensation for every hour worked in a workweek. *See* 43 P.S. § 333.104(a).
31. The PMWA entitles employees to overtime compensation "not less than one and one-half times" the employee's regular rate of pay for all hours worked over 40 in a workweek. *See* 43 P.S. § 333.104(c).
32. Defendant violated the PMWA by failing to compensate Plaintiff and the Class for hours worked in excess of 40 during the workweek and, with respect to such hours, failing to compensate Plaintiff and the Class based upon the overtime premium pay rate of one and one-half times their regular hourly pay rate.
33. In violating the PMWA, Defendant acted willfully and with reckless disregard of

clearly applicable PMWA provisions.

**JURY TRIAL DEMANDED**

Plaintiff demands a jury trial as to all claims so triable.

**PRAYER FOR RELIEF**

WHEREFORE, Plaintiff seeks the following relief:

- a. Entry of an Order granting class certification on Count I, approving Plaintiff as the Class Representative for this action, and approving Plaintiff's counsel as Class Counsel for this action;
- b. Entry of an Order granting judgment in favor of Plaintiff and the Class on Count I and awarding unpaid wages, including overtime wages, to Plaintiff and the Class members to the fullest extent permitted under the law;
- c. Entry of an Order granting pre- and post-judgment interest to Plaintiff and the Class members on the damages awarded;
- d. Entry of an Order awarding the costs of suit, including reasonable attorneys' fees and litigation costs, to Plaintiff and the Class members; and
- e. Entry of an order maintaining jurisdiction over this action after judgment or verdict to ensure Defendant's compliance with the foregoing.
- f. Such other and further relief as this Court deems just and proper.

Date: October 21, 2011

/s/ R. Andrew Santillo

Peter Winebrake

R. Andrew Santillo

Mark J. Gottesfeld

THE WINEBRAKE LAW FIRM, LLC

Twining Office Center, Suite 211

715 Twining Road

Dresher, PA 19025

Phone: (215) 884-2491

Email: pwinebrake@winebrakelaw.com

asantillo@winebrakelaw.com

mgottesfeld@winebrakelaw.com

Brendan J. Donelon (*pro hac vice admission anticipated*)

Daniel W. Craig (*pro hac vice admission anticipated*)

DONELON, P.C.  
802 Broadway, 7<sup>th</sup> Floor  
Kansas City, Missouri 64105  
Phone: (816) 221-7100  
Email: brendan@donelonpc.com  
dan@donelonpc.com

*Counsel for Plaintiff and the Putative Class*

# EXHIBIT A

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF PENNSYLVANIA

KEVIN MARTIN, JOHN R. DEPAOLANTONIO,  
JR., PATRICIA A. GAHAN, JAMES  
HOLLIDAY, and MARY E. RYAN, on behalf of  
themselves and similarly situated employees

Civil Action No.: 2:10-cv-00260-MSG

Plaintiffs,

v.

CITIZENS FINANCIAL GROUP, INC., RBS  
CITIZENS, N.A. (d/b/a Citizens Bank), and  
CITIZENS BANK OF PENNSYLVANIA (d/b/a  
Citizens Bank),

Defendants.

**DECLARATION OF JOEL BRICKMAN**

I, Joel Brickman, hereby declare and state the following true facts:

1. I am currently employed as EVP & Chief Legal Counsel - Consumer and Business Banking and as the Corporate Secretary of Citizens Financial Group, Inc. (the "company") located at 28 State Street, Boston, Massachusetts. I have been employed by the company in various corporate capacities for over 14 years.
2. As Corporate Secretary, my responsibilities include overall corporate governance including governance of all subsidiaries, and I am familiar with the facts set forth herein.
3. Citizens Bank of Pennsylvania is a Pennsylvania corporation, incorporated and chartered in the state of Pennsylvania, with headquarters in Philadelphia at 1701 John F. Kennedy Boulevard 22nd Floor, Philadelphia, PA 19103.
4. Citizens Bank of Pennsylvania is a wholly owned subsidiary of Citizens Financial Group, Inc. ("CFG").

5. CFG is a bank holding company that is ultimately owned by RBS (The Royal Bank of Scotland Group plc). It is headquartered in Providence, Rhode Island at One Citizens Plaza, Providence, RI 02903, and has non-branch commercial offices in approximately 40 states.

6. CFG has several subsidiaries and divisions including, RBS Citizens, N.A. (which operates its retail branch network under the brand names of Citizens Bank and Charter One Bank), Citizens Bank of Pennsylvania, and RBS WorldPay, Inc. Attached hereto as Exhibit 1 is an organizational chart for CFG as of May 2010.

7. Citizens Bank of Pennsylvania is an entirely separate entity from RBS Citizens, N.A.

8. Two of CFG's subsidiaries operate retail bank branches: RBS Citizens, N.A., and Citizens Bank of Pennsylvania. Through these two subsidiaries, CFG has more than 1,500 individual retail bank branches, more than 3,500 ATMs and approximately 22,700 employees in 12 states, including Illinois, Michigan, Ohio, Connecticut, Delaware, Massachusetts, New Hampshire, New Jersey, Vermont, New York, Pennsylvania, and Rhode Island.

9. RBS Citizens, N.A. is a wholly owned subsidiary of CFG. RBS Citizens, N.A. was formed on or about September 1, 2007 through the merger of Charter One Bank, N.A., Citizens Bank, N.A., RBS National Bank, and several other banking subsidiaries of CFG, but not Citizens Bank of Pennsylvania.

10. Citizens Bank of Pennsylvania and RBS Citizens, N.A. are separate and distinct corporate entities. They are separately incorporated. Citizens Bank of Pennsylvania remained a separate bank after 2007 and is not a part of RBS Citizens, N.A.

11. RBS Citizens, N.A. operates approximately 726 retail bank branches under the d/b/a "Citizens Bank" in the states of Connecticut, Delaware, Massachusetts, New Hampshire,

Vermont, New York, and Rhode Island. It operates approximately 350 retail bank branches under the d/b/a "Charter One" in the states of Illinois, Michigan, and Ohio.

12. Citizens Bank of Pennsylvania has approximately 360 retail bank branches and more than 600 ATMs throughout Pennsylvania, and approximately 15 retail bank branches and 61 ATMs in southern New Jersey. It also operates a commercial loan office in Virginia.

13. Citizens Bank of Pennsylvania operates retail bank branches exclusively in Pennsylvania and New Jersey. It does not operate branches in any other states.

14. Citizens Bank of Pennsylvania also does not have any offices, facilities or real property in any states other than Pennsylvania, New Jersey or Virginia.

15. Citizens Bank of Pennsylvania is the only subsidiary of CFG that operates retail branches in Pennsylvania and New Jersey, and is the exclusive employer of the retail branch employees in these states.

16. Citizens Bank of Pennsylvania does not have any registered agents for service of process in Illinois.

17. Citizens Bank of Pennsylvania does not advertise its services or solicit customers in Illinois. It does not conduct business with Illinois residents over the Internet and does not enter into contracts with residents of Illinois through an active website.


18. Attached hereto as Exhibit 2 is a chart of the branch and staffing levels for all of the branches operated by RBS Citizens, N.A. and Citizens Bank of Pennsylvania.

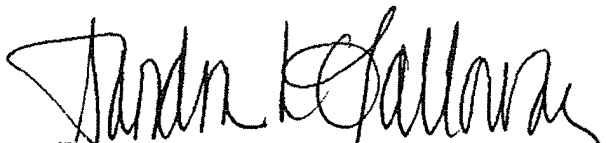
19. As shown by Exhibit 2, Citizens Bank of Pennsylvania has approximately 2,400 full-time employees in its retail bank branches in Pennsylvania and New Jersey. It does not have any employees outside in Illinois.

20. Also as shown by Exhibit 2, there was a period of time when retail bank branches in New York and Vermont operated as part of "Charter One Bank, N.A." not "Citizens Bank." This was because the branches in New York and Vermont originally were part of Charter One Bank, N.A., which was purchased by CFG. They now operate under the Citizens Bank name with the other states' branches operated by RBS Citizens, N.A.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed on this 23<sup>rd</sup> day of June, 2010.

  
\_\_\_\_\_  
JOEL BRICKMAN

  
\_\_\_\_\_  
Sandra L. Galloway, Notary Public



**SANDRA L. GALLOWAY**  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires 9/8/2013

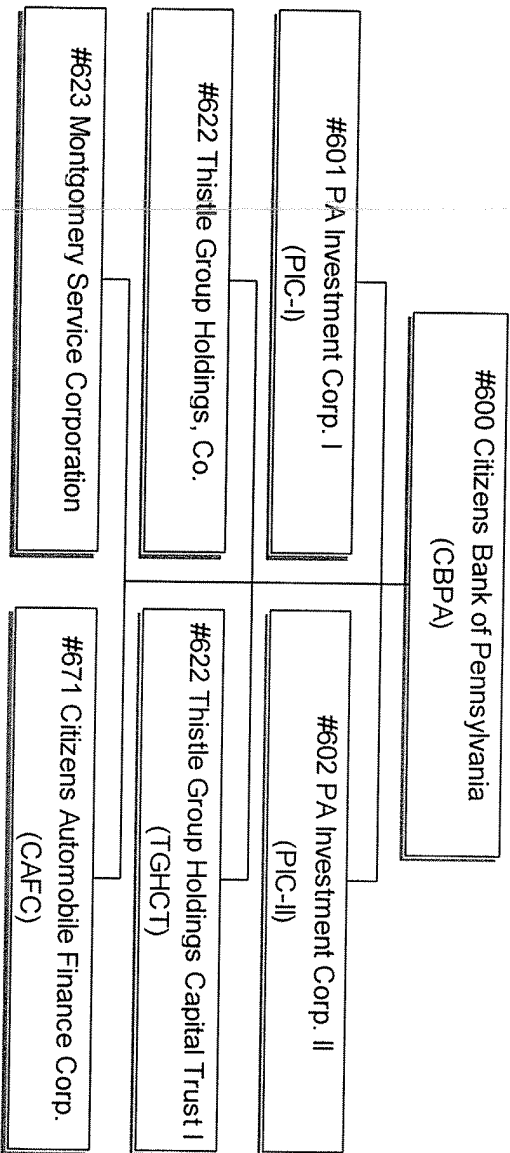
# EXHIBIT 1

---



# Citizens Bank of Pennsylvania

## May 31, 2010



# EXHIBIT 2



VERIFICATION

I, CHRISTINE WATSON, hereby state:

1. I am a plaintiff in this action;
2. I verify that the statements made in the foregoing Class Action Complaint are true and correct to the best of my knowledge information and belief;  
and
3. I understand that the statements in the Class Action Complaint are subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.

Dated: \_\_\_\_\_

10/20/2011

Christine Watson  
Signature