

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

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| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
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**DECLARATION OF CO-LEAD COUNSEL W. JOSEPH BRUCKNER IN SUPPORT OF  
CO-LEAD COUNSEL’S REVISED SUPPLEMENTAL PETITION FOR INTERIM  
PAYMENT OF ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES**

I, W. Joseph Bruckner, declare and state as follows:

1. I am a partner with the law firm Lockridge Grindal Nauen P.L.L.P. (“LGN”). I submit this Declaration in support of Co-Lead Counsel’s Revised Supplemental Petition for an Interim Payment of Attorneys’ Fees and Reimbursement of Expenses in this case, as directed by the Court in its August 27, 2013 Order (ECF No. 866). I make this declaration based on my personal knowledge and my review of records received and maintained by my firm, and can testify to the matters described in this declaration.

2. Together with counsel from the law firms of Lovell Stewart Halebian LLP, Cotchett, Pitre & McCarthy, LLP, and Gustafson Gluek PLLC, my firm and I have acted as Interim Co-Lead Counsel (“Co-Lead Counsel”) in this litigation, as appointed by this Court in its Order of June 3, 2009 (ECF No. 115). Co-Lead Counsel, with the assistance of a small number of other firms (collectively, “Class Counsel”), have prosecuted, and continue to prosecute, this

case on behalf of the Class. At all times, the work of Class Counsel was directed by Co-Lead Counsel.

3. In this Declaration, I describe three aspects of this litigation:

I. All Class Counsel's efforts in obtaining the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements;

II. All Class Counsel's revised time and expense submission as directed by the Court's August 27, 2013 Order, Class Counsel's total time and expenses incurred with respect to obtaining the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, and my firm's maintenance of a common cost litigation fund; and

III. The work of my own firm, Lockridge Grindal Nauen P.L.L.P., as Co-Lead Counsel and individually with respect to obtaining the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, and the time and expenses my firm has incurred in this case.

**I. CLASS COUNSEL'S EFFORTS IN OBTAINING THE TEN SETTLEMENTS**

4. Plaintiffs' first complaint was filed in January 2008, following many months of preparation, investigation, and research by Co-Lead Counsel into the freight forwarding industry. Since the inception of the case and in the more than five and one-half years since then, Co-Lead Counsel has worked tirelessly both to advance this litigation, and where appropriate, to obtain settlements that benefitted the Class and advanced the case.

5. Shortly after we commenced this case, my firm and the other Co-Lead Counsel sought to learn whether the DOJ had granted conditional amnesty under its Corporate Leniency Program to one of the Defendants in this case. To that end, upon our appointment as Interim Co-Lead Counsel, Co-Lead Counsel wrote to all Defendants exhorting any amnesty applicant

(whose identity at that time was unknown to us) to come forward immediately and begin cooperating with Plaintiffs prior to Plaintiffs' July 2009 deadline for filing the First Amended Class Action Complaint. If the amnesty applicant did not do so, we told Defendants, it would prejudice – not benefit – the Class, and as a result Plaintiffs would ultimately oppose any petition to the Court by the amnesty applicant for the damages limitations available upon satisfactory cooperation under the Antitrust Criminal Penalty Enhancement and Reform Act of 2004, P.L. 108-237 (“ACPERA”). The amnesty applicant refused to come forward until after the FACAC was filed. Faced with the refusal of the amnesty applicant to cooperate with Plaintiffs at that time, for the benefit of the Class, we sought cooperation from other Defendants. We then reached an initial “ice-breaker” settlement with the Schenker Defendants, which included both a substantial cash payment and material cooperation. Although the Schenker Settlement is a good result for the Class in and of itself, the fact that the amnesty applicant refused to come forward and cooperate at that material stage in the litigation changed the tenor of settlement talks with Schenker and forced Co-Lead Counsel to expend additional resources that we would not otherwise have needed to had the amnesty applicant come forward in a timely fashion.

6. As Co-Lead Counsel, we invested significant resources researching, analyzing, and evaluating contested legal and factual issues, in order to negotiate favorable settlements. These efforts were composed in large part of review and analysis of information and documents provided by settling defendants and by DHL, the amnesty applicant. As part of their efforts on behalf of the Class to obtain each of the settlements from Settling Defendants, Class Counsel reviewed a significant percentage of over 1.3 million documents obtained from Settling Defendants and the amnesty applicant, and conducted more than 30 fact interviews of current and former employees of the amnesty applicant and Settling Defendants, both in the United

States and abroad. Co-Lead Counsel further obtained evidence proffers from many of the Settling Defendants. The information Class Counsel thus obtained related both to Defendants who have subsequently settled and to Defendants who remain in the litigation. Furthermore, each Defendant is jointly and severally liable for the damages caused by its co-conspirator Defendants. For these reasons, all of the information and evidence Class Counsel obtained through these reviews, interviews, proffers and other methods has been used by Co-Lead Counsel both to advance the case overall and to obtain settlements with each subsequent Settling Defendant.

7. In light of the ten settlements, Co-Lead Counsel have worked with the Claims Administrator to obtain customer data from Settling Defendants, and successfully moved the Court to obtain customer data from non-settling Defendants, in order to provide the best class notice practicable under the circumstances. Co-Lead Counsel also prepared a Class Notice Program, and is working with the Claims Administrator to address Class Member questions, including questions about the claims filing process and the settlements. On behalf of the Class, Co-Lead Counsel also researched and responded to motions filed by intervening Class Members who challenged the Schenker settlement, and motions by non-Settling Japanese Defendants, who challenged the Vantec and Nishi settlements. Co-Counsel has also worked to develop a Plan of Allocation and address questions about the Plan of Allocation from the Class.

## **II. CLASS COUNSEL'S TIME AND EXPENSE REPORTING TO CO-LEAD COUNSEL**

8. Among the Co-Lead Counsel firms, my firm is responsible for collecting on a monthly basis the contemporaneously-prepared attorney and paralegal time and expense reports of all Class Counsel. At the outset of this case, Co-Lead Counsel devised a protocol for such reports, and sent a copy of our time and expense protocol memo, together with templates of the

required Microsoft Excel reporting form, to each Class Counsel firm in this litigation. In our protocol, we required that each firm contemporaneously record and transmit to us each month, via email, a detailed, task-based spreadsheet with time entries. The reports contain a chronological listing of time reported for work performed by attorneys and paralegals in specified activity categories, a complete and accurate categorization of work performed, the name and title of the person who performed the work, the hourly rate associated with each attorney and paralegal at the time the work was performed (*i.e.*, the professional's "historical" rate), and the firm's resulting lodestar reported for that month.

9. In an effort to control Class Counsel's lodestar, the protocol instructed Class Counsel not to submit time for work not requested by Co-Lead Counsel, for duplicative work, reading and reviewing, preparing time and expense reports, routine clerical tasks, or for work related to any client not retained. Additionally, the protocol required that each firm submit, via email, all litigation-related expenses incurred by the firm for the month. Finally, time in this fee petition that was spent reviewing documents has been capped at \$400 per hour.

10. To ensure that time and expense entries submitted by each firm were reported in a uniform matter, the protocol required that all reports be submitted to Co-Lead Counsel in a Microsoft Excel format, by the 20th day of each month for time and expenses incurred in the preceding month. This uniform, electronic monthly reporting simplified our review of each firm's reports.

11. All monthly attorney and paralegal time and expense reports submitted to my firm by Class Counsel are retained and preserved on a computer server and on back-up media at my office.

A. **WORK PERFORMED IN CONJUNCTION WITH THE TEN SETTLEMENTS**

12. Following the August 27, 2013 Order, Co-Lead Counsel established guidelines for all Class Counsel to prepare their supplemental fee application and expense request, specifically to include work related to the ten settlements, and to exclude work not related. This task was different from that performed in the *Air Cargo MDL* supplemental fee application and expense request related to the Lufthansa settlement (case no. 1:06-md-01775-JG-VVP, ECF No. 895) because in this case substantial work in reviewing and analyzing documents, proffers, and other information flowing from initial settlements and limited cooperation from the amnesty applicant led to subsequent settlements. These guidelines were provided to all Class Counsel and are attached as Exhibit A. Class Counsel were directed to follow these guidelines when preparing their revised time and expense submissions.

13. Time unrelated to the ten settlements has been excluded. Under the guidelines, the following activities were excluded from Class Counsel's revised supplemental fee petitions:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

14. Co-Lead Counsel identified the following activities directly related to the ten settlements to be included in the revised time and expense reports:

- Meetings and communications regarding settlement.
- Pre-settlement attorney proffers and meetings.
- Drafting settlement agreements.
- Claims Administration.
- Class Notice work.
- Plan of Allocation work.
- Discovery of class member information for purposes of class notice.
- Work pertaining to preliminary and final approval of settlements, including meetings and discussions with class members about the settlements and responding to objections to the settlements.
- Meetings and negotiations with intervenors and objectors pertaining to any settlement.

Other than time related to (1) responding to objections to the ten settlements, (2) briefing and appearing at the hearing on final approval of the ten settlements and the plan of allocation, (3) working with class members to respond to inquiries about the settlements and claims filing process, and (4) working with the claims administrator in relation to class member questions and other matters relating to administration of the settlement funds and claims process, no time was submitted for work performed after January 28, 2013.

15. As part of their efforts to identify time related to obtaining the ten settlements. Co-Lead Counsel also identified certain work performed by Class Counsel that was related *both* to obtaining the ten settlements *and* the continued litigation of the case. As a result, some time that was originally categorized under categories other than settlement, after careful review, has been included. These activities involved:

- Post-settlement review of documents and other information provided by a settling defendant prior to January 28, 2013.
- Post-settlement attorney proffers prior to January 28, 2013.
- Witness interviews provided by a settling defendant prior to January 28, 2013.
- Review of documents and other information provided by DHL prior to January 28, 2013.

- Attorney proffers by DHL prior to January 28, 2013.
- Witness interviews provided by DHL prior to January 28, 2013.

Because this work both led directly to one or more of the ten settlements *and* advanced the litigation as a whole, and because Co-Lead Counsel determined that it was not feasible to disaggregate such time on the basis of individual time entries, only a portion of the time for these activities is included in this revised submission.

**B. CLASS COUNSEL'S TOTAL RECORDED LODESTAR**

16. Based on the monthly attorney and paralegal time reports submitted to Co-Lead Counsel, Class Counsel have reported over 33,060.04 hours of professional time in compliance with the Court's August 27, 2013 Order, as described in Paragraphs Nos. 12-15 above. This represents a lodestar of \$13,796,633.27 using Class Counsel's current hourly rates. This work was performed on an entirely contingent basis.

17. Attached as Exhibit H to this declaration is a summary chart with lodestar figures for attorney and paralegal time resubmitted by each firm in compliance with the Court's August 27, 2013 Order. The total lodestar figure for each firm is reflected in the right-hand column of the chart, and at the end of that column is the combined lodestar for all firms. The lodestar figure reflects the reduction in lodestar made by Class Counsel for the activities described in Paragraph 15 of this Declaration.

18. Exhibit H was prepared at my direction and under my supervision by Elizabeth M. Sipe, a paralegal employed at LGN, based on data reported in the monthly attorney and paralegal time reports submitted to me by Class Counsel and in the attached Declarations of Class Counsel (attached as Exhibits B-G). All data submitted by Class Counsel took into account Guidelines for Revised Fee and Expense Submissions (attached as Exhibit A and described in Paragraphs Nos. 12-15 above), and Co-lead Counsel reviewed all submissions prior

to filing them with the Court to insure their compliance with the categories described in the Guidelines.

19. Based on the data available to me and my firm, I hereby attest that the lodestar amounts reported in Exhibit H accurately reflect the data reported to me by Class Counsel. These underlying data are available for review by the Court upon request.

20. Attached as Exhibits B-G are declarations from Class Counsel attesting that the time and expenses reported to Co-Lead Counsel by each such firm have complied with the reporting requirements in the protocol, and to the truth and accuracy of the time and expenses reported by such firm in this case.

**C. CLASS COUNSEL'S RECORDED EXPENSES**

21. With respect to expenses, Class Counsel attempted to identify all expenses that could be specifically related to the ten settlements. This included expenses related to the work described in Paragraph Nos. 14 and 15 above. Where items in certain categories – such as assessment payments, computer research, internal reproduction/copies, telephone/fax and postage/express delivery/messenger – could not be specifically identified as relating to the ten settlements, or otherwise disaggregated, Class Counsel included the amount of such expenses that represented the percentage of their time related to the ten settlements compared to their total time in the case.

22. As part of the Class Notice program, Class Counsel incurred \$96,275.30 in outstanding expenses to the Claims Administrator, Epiq Systems. These expenses were incurred in providing notice to the class of the ten settlements, and answering class member questions about the settlements and about the submission of class members' claims against the settlement fund (the deadline for submission of claims is November 22, 2013, so the Claims Administrator has received many calls, claims and questions in the past several months), Consequently, Class

Counsel has included these expenses in their revised supplemental fee petition, as being directly related to the ten settlements.

23. In addition to the claims and settlement-related expenses incurred and described in Paragraph No. 22 above, and taking into account the guidelines described in Paragraph 21, Class Counsel have incurred \$517,110.54 in recorded expenses in in their efforts to obtain the ten settlements for which they now seek reimbursement. This total is based on monthly expense reports submitted to Co-Lead Counsel and records reflecting disbursements from the Litigation Fund.

24. Exhibit I hereto summarizes the expenses reported as having been incurred by all Class Counsel in connection with the ten settlements and paid by those firms, separately from those expenses that were paid out of the Litigation Fund (Litigation Fund expenses are summarized in Exhibit J). Class Counsel have itemized their costs separately in their requests for reimbursement accompanying this motion (*see* Exhibits B-G, K), and have thereby attested to the reasonableness and accuracy thereof.

25. Therefore, the total amount of settlement-related expenses for which Class Counsel now seek reimbursement in this revised submission is \$613,385.84. This is the total of \$96,275.30 in outstanding expenses to the Claims and Settlement Administrator (described in Paragraph No. 22 above), plus Class Counsel's settlement-related out-of-pocket expenses of \$517,110.54 (described in Paragraphs Nos. 23 and 24 above).

**D. CLASS COUNSEL'S COMMON COST LITIGATION FUND**

26. On behalf of all Class Counsel, my firm has established, monitored and administered a Common Cost Litigation Fund ("Litigation Fund") from which to pay litigation costs incurred for the case overall in its prosecution. The Litigation Fund is used as a source to pay ongoing litigation expenses on behalf of the Class in this matter. The Litigation Fund

initially was funded and is replenished, as required, from assessment payments from Class Counsel. The total received in Litigation Fund assessments to date is \$317,500.00.

27. The expenses paid from the Litigation Fund that were reasonably incurred and necessary to obtaining and administering the ten settlements from inception of the case through August 27, 2013 total \$222,050.41, and are itemized in Exhibit J.

28. The expenditures of the Litigation Fund are in addition to expenses incurred by each Class Counsel, described in Section C above and summarized in Exhibit I. As noted above, the Litigation Fund is funded by assessments paid by Class Counsel. As part of this revised submission to the Court for reimbursement of settlement-related expenses, we have included a reduced portion of each Class Counsel's assessments paid to the Litigation Fund (to reflect only that portion of assessments related to the settlements). Therefore, to avoid double-counting, we are not seeking reimbursement of any of the Litigation Fund's expenditures described below and in Exhibit J. Nevertheless, we are describing the Litigation Fund's expenditures here to fully describe all settlement-related expenses incurred in this case and to attest to their accuracy and necessity.

29. Class Counsel incurred \$202,050.41 in expenses for electronic data management that were paid from the Litigation Fund. These services were necessary to enable Class Counsel to house, review and code documents produced by the amnesty applicant and the Settling Defendants, which was essential for Class Counsel to conducted informed negotiations with each of the ten settlements.

30. Class Counsel incurred \$20,000.00 in expenses for a mediator that were paid from the Litigation Fund. This reflects the services of a mediator in conjunction with two of the ten settlements.

31. As of September 10, 2013, the Litigation Fund had a balance remaining of \$21,266.14. Those funds will be retained for payment of on-going expenses related to the litigation including claims administration. Co-Lead Counsel will inform the Court in a subsequent petition, or sooner if the Court wishes, as to how such amounts are being spent, whether additional expenses were incurred, and the proper treatment of any amounts that remain in the Litigation Fund at the end of the litigation.

**III. LOCKRIDGE GRINDAL NAUEN'S EFFORTS, TIME AND EXPENSES.**

**A. LGN's EFFORTS IN OBTAINING THE TEN SETTLEMENTS.**

32. Since the inception of this case, my firm, Lockridge Grindal Nauen P.L.L.P., in connection with Co-Lead Counsel, have helped lead the prosecution of this matter in all regards, including obtaining the ten settlements. We supervised the activities of all Class Counsel, and strategized and executed decisions regarding the overall prosecution of this litigation. We took evidence proffers and interviewed witnesses produced by Settling Defendants. We assigned responsibility for review of documents produced by the Amnesty Applicant and Settling Defendants, we assisted in designing the review program to identify relevant material from this information, we participated in this review as necessary ourselves, and we reviewed and put to use the results of counsel's review of these productions. We participated extensively in all settlement negotiations. We prepared motions for preliminary approval of settlements in this case, and we helped prepare and execute the class notice and claims administration program for the settlements. We have responded to many inquiries from class members regarding the proposed settlements as well as settlement and claims administration.

**B. LGN LODESTAR AND EXPENSES**

33. The schedule attached hereto as Exhibit K was prepared in response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of

attorneys' fees and reimbursement of costs and expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements.

34. Following the guidelines prepared by Co-Lead Counsel, Lockridge Grindal Nauen P.L.L.P. reviewed the amount of time spent by the partners, attorneys and other professional support staff on this case and eliminated all time entries related to the following activities from Exhibit H:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

35. After eliminating time related to the activities described in Paragraph 34, the number of hours expended on this litigation by my firm in relation to the ten settlements from inception through August 27, 2013 is 9,220.23 hours. The total lodestar for my firm is \$4,163,185.31. My firm's lodestar figures are based on the firm's current hourly billing rates.

36. At the direction of Co-Lead Counsel, I eliminated from my firm's expenses any expenses related to the activities described in Paragraph 34. As detailed in Exhibit K, my firm has incurred a total of \$106,277.66 in unreimbursed expenses from the inception of the litigation through August 27, 2013 in connection with the ten settlements.

37. The expenses my firm incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10th day of September 2013 in Minneapolis, Minnesota.

s/W. Joseph Bruckner

W. Joseph Bruckner

## EXHIBIT A

## **FREIGHT FORWARDER ANTITRUST LITIGATION**

### ***Guidelines for Revised Fee and Expense Submissions August 30, 2013***

#### **I. Categories Which May Be Included:**

- Meetings and communications regarding settlement.
- Pre-settlement attorney proffers and meetings.
- Drafting settlement agreements.
- Claims Administration.
- Class Notice work.
- Plan of Allocation work.
- Discovery of class member information for purposes of class notice.
- Work pertaining to preliminary and final approval of settlements, including meetings and discussions with class members about the settlements and responding to objections to the settlements.
- Meetings and negotiations with intervenors and objectors pertaining to any settlement.
- Review and culling of documents related to pending settlement discussions.
- Drafting Complaint *only if the work identifies and pertains to a settled defendant.*
- Responding to motions to dismiss *only if the work identifies and pertains to a settled defendant.*
- Investigating Freight Forwarding industry *only if the work identifies and pertains to a settled defendant.*
- Post-settlement review of documents and other information provided by a settling defendant prior to January 28, 2013.
- Post-settlement attorney proffers prior to January 28, 2013.
- Witness interviews provided by a settling defendant prior to January 28, 2013.
- Review of documents and other information provided by DHL prior to January 28, 2013.
- Attorney proffers by DHL prior to January 28, 2013.
- Witness interviews provided by DHL prior to January 28, 2013.

#### **II. Categories Which May Not Be Included:**

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.

- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

## EXHIBIT B

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

|  |                                       |
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| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,<br/><br/>Plaintiffs,<br/><br/>v.<br/><br/>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i><br/><br/>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
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**DECLARATION OF STEVEN N. WILLIAMS IN SUPPORT OF  
PLAINTIFFS' REVISED PETITION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF  
COTCHETT, PITRE & McCARTHY, LLP**

I, Steven N. Williams, declare and state as follows:

1. I am a Partner of the law firm of Cotchett, Pitre & McCarthy, LLP. I submit this Declaration in support of Plaintiffs' revised petition for an interim award of attorneys' fees and reimbursement of costs and expenses in connection with services rendered and expenses incurred by my firm in connection with this litigation. I make this declaration pursuant to 28 U.S.C. § 1746.

2. My firm is Interim Co-Lead Counsel and Settlement Class Counsel for plaintiffs and the class. From the inception of this case through August 27, 2013, my firm has been involved in the following activities on behalf of the Plaintiffs and *relating to the settling defendants and the ten settlements which have received final approval*: (a) investigations and factual research relating to the settling defendants and their role in the conduct alleged by plaintiffs; (b) preparation of portions of complaint and amended complaints relating to settling defendants; (c) informal discovery, including review and analysis of documents and information

produced by the putative amnesty applicant and by the settling defendants; (d) briefing and arguing multiple rounds of motions to dismiss relating to claims asserted against the settling defendants; (e) court appearances and preparation for court appearances relating to claims against the settling defendants, motions for production of class member contact information for the purposes of class notice, and final approval of the settlements and plan of allocation; (f) settlement negotiations; (g) mediations; (h) proffers of information from settling defendants and the putative acpera applicant; (i) developing and implementing the program for class notice and claims administration; (j) correspondence and communications with class members about the proposed settlements and claims process; and (k) responding to objections to the settlements, including meet-and-confer with objectors and potential objectors.

3. In response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of attorneys' fees and reimbursement of costs and expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, and at the direction of Co-Lead Counsel, my firm has reviewed the amount of time spent by the partners, attorneys and other professional support staff on this case and eliminated all time entries related to the following activities:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.

- Work related to any fee petition.
- Time and expense reporting.

4. After eliminating time related to the activities described in paragraph 3, the number of hours expended on this litigation by my firm in relation to the ten settlements from inception of the case through August 27, 2013 is 6044.01 hours. The total lodestar for my firm is \$2,027,685.08. My firm's lodestar figures are based on the firm's current hourly billing rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters. The total hours was determined by the examination of contemporaneous, daily time records regularly prepared and maintained by my firm and which have been provided to co-lead counsel for their review.

5. At the direction of Co-Lead Counsel, I eliminated from my firm's expenses any expenses related to the activities described in paragraph 3. As detailed in Exhibit 1, my firm has incurred a total of \$102,864.79 in unreimbursed expenses during the period from inception through August 27, 2013 in connection with the ten settlements.

6. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10th day of September, 2013 at Burlingame, California

  
\_\_\_\_\_  
Steven N. Williams

## EXHIBIT 1

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit 1 - Summary of Expenses**  
**Firm Name: Cotchett, Pitre & McCarthy, LLP**  
**Inception through August 27, 2013**

| Type of Expense  | Cumulative Total    |
|--|---------------------|
| Assessments to Common Cost Litigation Fund                             | \$58,900.00         |
| Commercial Copies  | \$38.23             |
| Internal Reproduction / Copies   | \$4,606.00          |
| Court Costs & Filing Fees  | \$38.75             |
| Court Reporters & Transcripts  | \$14.14             |
| Computer Research  | \$2,290.06          |
| Telephone & Fax  | \$434.77            |
| Postage / Express Delivery / Messenger                                 | \$1,032.45          |
| Professional Fees (expert, investigator, accountant, etc.)(describe)   |                     |
| Witness / Service Fees   |                     |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.        | \$35,480.26         |
| Clerical Overtime  |                     |
| Miscellaneous (Necessary materials purchased during overseas proffers) | \$30.13             |
|  |                     |
| <b>TOTAL EXPENSES</b>  | <b>\$102,864.79</b> |

## EXHIBIT C

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

|  |                                       |
|--|---------------------------------------|
| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
|--|---------------------------------------|

**DECLARATION OF DANIEL C. HEDLUND IN SUPPORT OF  
PLAINTIFFS' REVISED PETITION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF  
GUSTAFSON GLUEK PLLC**

I, Daniel C. Hedlund, declare and state as follows:

1. I am a member of the law firm of Gustafson Gluek PLLC. I submit this Declaration in support of Plaintiffs' revised petition for an interim award of attorneys' fees and reimbursement of costs and expenses in connection with services rendered and expenses incurred by my firm in connection with this litigation.

2. My firm has acted as counsel to Plaintiffs and the Plaintiff class in this class action. From the inception of this case through August 27, 2013, my firm has been involved in the following activities on behalf of the Plaintiffs and *relating to the settling defendants and the ten settlements which have received final approval*: (a) investigations and factual research relating to the settling defendants and their role in the conduct alleged by plaintiffs; (b) informal discovery, including review and analysis of documents and information produced by the putative amnesty applicant and by the settling defendants, as well as, conducting several witness interviews; (c) briefing and arguing multiple rounds of motions to dismiss relating to claims

asserted against the settling defendants; (d) court appearances and preparation for court appearances relating to claims against the settling defendants, motions for production of class member contact information for the purposes of class notice, and final approval of the settlements and plan of allocation; (e) settlement negotiations; (f) mediations; (g) proffers of information from settling defendants and the putative ACPERA applicant; (h) developing and implementing the program for class notice and claims administration; (i) correspondence and communications with class members about the proposed settlements and claims process; and (j) responding to objections to the settlements, including meet-and-confers with objectors and potential objectors.

3. In response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of attorneys' fees and reimbursement of costs and expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, my firm has reviewed the amount of time spent by the partners, attorneys and other professional support staff on this case and eliminated all time entries related to the following activities:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

4. After eliminating time related to the activities described in paragraph 3, the number of hours expended on this litigation by my firm in relation to the ten settlements from the inception of this case through August 27, 2013 is 8,602 hours. The total lodestar for my firm is \$3,549,428.75. My firm's lodestar figures are based on the firm's current hourly billing rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters. The total hours was determined by the examination of contemporaneous, daily time records regularly prepared and maintained by my firm and which have been provided to co-lead counsel for their review.

5. I eliminated from my firm's expenses any expenses related to the activities described in paragraph 3. As detailed in Exhibit 1, my firm has incurred a total of \$109,794.85 in unreimbursed expenses from inception of this case through August 27, 2013 in connection with the ten settlements.

6. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10th day of September 2013 at Minneapolis, Minnesota.

/s/Daniel C. Hedlund  
Daniel C. Hedlund

## EXHIBIT 1

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit 1 - Summary of Expenses**  
**Firm Name: Gustafson Gluek PLLC**  
**Inception through August 27, 2013**

| Type of Expense   | Cumulative Total    |
|---|---------------------|
| Assessments to Common Cost Litigation Fund                      | \$46,645.00         |
| Commercial Copies   | \$11.66             |
| Internal Reproduction / Copies                                  | \$8,008.19          |
| Court Costs & Filing Fees                                       | \$58.92             |
| Court Reporters & Transcripts                                   |                     |
| Computer Research   | \$4,015.61          |
| Telephone & Fax   | \$570.48            |
| Postage / Express Delivery / Messenger                          | \$271.87            |
| Professional Fees (translator fees)                             | \$279.28            |
| Witness / Service Fees  |                     |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc. | \$45,163.16         |
| Clerical Overtime   |                     |
| Miscellaneous (Outside IT Support)                              | \$4,770.67          |
|   |                     |
|   |                     |
| <b>TOTAL EXPENSES</b>   | <b>\$109,794.85</b> |

## EXHIBIT D

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

|  |                                       |
|--|---------------------------------------|
| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
|--|---------------------------------------|

**DECLARATION OF BENJAMIN M. JACCARINO IN SUPPORT OF  
PLAINTIFFS' REVISED PETITION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF LOVELL  
STEWART HALEBIAN JACOBSON LLP AND INTERIM CO-LEAD COUNSEL**

I, Benjamin M. Jaccarino, declare and state as follows:

1. I am an associate at the law firm of Lovell Stewart Halebian Jacobson, LLP ("Lovell Stewart" of "Firm"). I submit this Declaration in support of Plaintiffs' revised petition for an interim award of attorneys' fees and reimbursement of costs and expenses in connection with services rendered and expenses incurred by Lovell Stewart in connection with professional services rendered herein.

2. The firm has acted as counsel to Plaintiffs and was appointed on June 2, 2009 by this Court as interim co-lead counsel for the Plaintiff class in this class action. During the period of January 3, 2008 through August 27, 2013, and at the request of Plaintiffs' Co-Lead Counsel, Lovell Stewart has been involved in the following activities on behalf of the Plaintiffs.

A. From January 3, 2008 until December 31, 2009, the Firm performed, among others, the following professional services.

- i. Lovell Stewart researched Defendants, investigated their related companies, and searched for facts supporting antitrust claims against Defendants and resulting impact on Class members.
- ii. The Firm strategized with co-counsel, investigated and drafted language for various allegations in the first filed complaint in this action.
- iii. As pressure was placed from the defense for a date for the filing of the consolidated amended complaint, the Firm researched Antitrust Criminal Penalty Enhancement and Reform Act, Pub. L. No. 108-237, 118 Stat. 661, 666-67 (2004) (“ACPERA”) obligations of any Defendant who may have applied for amnesty from criminal prosecution under the Department of Justice’s (“DOJ”) Corporate Leniency Program. We drafted portions of a letter to all Defendants demanding that any Defendant who was an amnesty applicant with the DOJ come forward and begin to cooperate with Plaintiffs.
- iv. Christopher Lovell represented Plaintiffs before the Court (Magistrate Judge Viktor V. Pohorelsky) on June 2, 2009 in the initial pre-trial conference during which the Court established the deadline for the filing of the amended complaint. In response to this defense pressure for the filing of an amended complaint, Mr. Lovell explained in open court that any amnesty applicant among the Defendants had not come forward to cooperate with the Plaintiffs. He then stated in open Court that the Court would likely have to rule at some point in this litigation upon the waiver of ACPERA benefits by any amnesty applicant who continued to fail to come forward and cooperate with Plaintiffs.

- v. Lovell Stewart consulted, and has since 2009 had primary responsibility for communications with an economist familiar with the analysis of freight/cargo pricing and price fixing issues.
- vi. The Firm was contacted by, and met separately with counsel for two separate Defendants about, in each instance, the parameters of resolving the claims against such defendant.
- vii. With the approval of interim co-lead counsel, the Firm then began negotiating with one of these defendants, defendant Schenker<sup>1</sup>, the terms of a settlement. Interim co-lead counsel and Schenker agreed on or about July 9, 2009 to the full written terms of a settlement agreement.
- viii. The firm had been investigating with interim co-lead counsel and preparing the allegations for an amended consolidated complaint that would pass muster under *Bell Atlantic Corp. v. Twombly*, 550 U.S. 544 (2007). After such settlement, the Firm drafted large portions of the consolidated amended complaint based upon proffers received from Schenker's counsel, as well as interim co-lead counsel's investigation and research.
- ix. Working with interim co-lead counsel, we completed the amended complaint on July 21, 2009.
- x. After service of the greatly expanded complaint, which alleged seven new specific conspiracies which were not alleged in the original complaint, and named twenty nine new Defendants, the Firm was contacted during August 2009 by the amnesty applicant regarding Rule 408 matters and potential cooperation. As the Firm

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<sup>1</sup> Schenker Deutsche Bahn AG, Schenker AG, Schenker, Inc., Bax Global Inc. and DB Schenker (collectively, "Schenker")

conferred with the other interim co-lead counsel, the Firm had numerous meetings and phone calls with counsel for the amnesty applicant. These ultimately resulted in Plaintiffs' maintaining the position that the amnesty applicant had waived its rights, and the amnesty applicant disputing any such waiver. In the context of such dispute, the amnesty applicant finally began cooperating with Plaintiffs in March 2010 by, initially, producing documents.

- xi. During the foregoing process, interim co-lead counsel and the Firm performed extensive research and wrote numerous detailed letters to the amnesty applicant arguing their obligations under ACPERA, asserted waiver, etc.
  - xii. Lovell Stewart continued to communicate with counsel for Schenker including asking questions about further proffers and arranging for further proffers to be made by Schenker's counsel to interim co-lead counsel.
  - xiii. The Firm was also contacted by another Defendant about resolving the claims during the latter part of 2009 and met and negotiated with this Defendant including obtaining information about revenues and other financial matters.
  - xiv. In December 2009, the Firm was contacted by counsel for a third Defendant about the parameters of resolving the claims against it. The Firm negotiated and obtained revenues and financial and other information to permit Plaintiffs to investigate same.
- B. Between January 1, 2010 and December 31, 2011, the Firm performed, among others, the following professional services.

- i. Lovell Stewart continued to engage in emails and phone calls with the amnesty applicant in order to convince it to produce documents by on or about March 3, 2010.
- ii. The Firm provided proprietary document review software which interim co-lead counsel used to process, index and analyze millions of pages of documents that began in March 2010 to be provided by the amnesty applicant and, later, by settling defendants who were cooperating. Also, attorneys from the Firm were assigned to and did perform first level document review and coding of documents.
- iii. Lovell Stewart drafted oppositions to motions to dismiss, researched and prepared responses to various arguments, and worked and strategized with the other interim co-lead counsel in presenting Plaintiffs' opposition papers on the motions to dismiss.
- iv. Lovell Stewart ran quality control checks throughout the document review process, maintained and updated the software, and had regularly scheduled calls with interim co-lead counsel to work through any issues in document review.
- v. Lovell Stewart participated in strategy conferences with leadership, and attended hearings before the Court and Magistrate Judge in connection with motion practice and related matters.
- vi. The Firm coordinated with interim co-lead counsel regarding Plaintiffs' input into an investigation by the DOJ of the freight forwarders, and Christopher Lovell personally met with Hays Gorey Esq., of the Department of Justice in Washington D.C. regarding such investigation.

- vii. The Firm was approached by a fifth defendant about a resolution of the claims against its client and hosted a meeting at our offices concerning same.
- viii. Throughout 2011, the Firm continued to code documents in first level review of documents, and analyzed the coded documents.
- ix. The Firm took part in multiple in person and teleconference proffers with the Schenker Counsel.
- x. During the briefing in connection with the motion to dismiss, the Firm was contacted by another Defendant about a sixth settlement and obtained revenues and other financial information from them. The Firm continued to negotiate with this defendant and report to interim co-lead counsel during 2011.
- xi. During the briefing in connection with the motion to dismiss, the Firm was contacted by another Defendant about a seventh settlement and obtained revenues and other financial information from them. The Firm continued to negotiate with this defendant and report to interim co-lead counsel during 2011.
- xii. During the briefing in connection with the motion to dismiss, the Firm was contacted by another Defendant about an eighth settlement and obtained revenues and other financial information from them. The Firm continued to negotiate with this defendant and report to interim co-lead counsel during 2011.
- xiii. The Firm coordinated with interim co-lead counsel and Christopher Lovell argued the omnibus motion to dismiss and various other issues before Magistrate Judge Viktor V. Pohorelsky.
- xiv. After oral argument, the Firm was contacted by another defendant about a settlement and obtained revenues and other financial information from them. The

firm continued to negotiate with this defendant and report to interim co-lead counsel during 2011.

- xv. Interim co-lead counsel continued to receive proffers from Schenker and question Schenker's counsel to obtain information regarding numerous issues, and search the documents available to us for information about the culpability of Defendants who had contacted us with respect to settlement.
- xvi. Interim co-lead counsel sought to analyze the merits of the different claims against different defendants in order to determine which of the multiple defendants to settle with and obtain the best value for the Class from such Defendants.
- xvii. One of these Defendants, Defendant Vantec, executed a settlement agreement with Plaintiffs on or about April 26, 2011. The Firm and other interim co-lead counsel negotiated with Vantec. We prepared the preliminary approval papers for this settlement, and other related documents.
- xviii. Other interim co-lead counsel principally negotiated a settlement with EGL on or about May 12, 2011. An attorney from the Firm attended a proffer and confirmatory discovery meeting in Dallas, Texas with EGL's counsel.
- xix. The Firm prepared preliminary approval papers and worked with interim co-lead counsel to file the preliminary approval motions for the Schenker settlement, the Vantec settlement and the EGL settlement on or about September 20, 2011, Docket no. 527.

- xx. In order to conduct the multiple negotiations with multiple Defendants most efficiently, the Firm turned over the negotiations with certain Defendants to other members of interim co-lead counsel.
- C. From January 1, 2012 until March 31, 2013, the Firm performed, among others, the following professional services.
  - i. After lengthy negotiations with Defendant Expeditors, the Firm suggested that we engage in mediation. The interim co-lead counsel and Expeditors met before a nationally recognized mediator on or about November 10, 2011 in San Francisco, California. With the assistance of the mediator, Plaintiffs, much later, finally reached a settlement agreement with Expeditors on or about February 28, 2012. The Firm drafted preliminary approval papers as well as portions of numerous other documents for this settlement.
  - ii. The Firm then continued to have negotiations with defendant Nishi-Nippon Railroad Co., Ltd (“Nishi”) in person and by phone. As a result, interim co-lead counsel and Nishi entered a settlement agreement on or about May 9, 2012. The Firm then prepared the preliminary approval papers for this settlement, as well as other settlement related documents.
  - iii. Large Class members moved to intervene on April 26, 2012.
  - iv. Believing that other negotiations had reached an impasse, other interim co-lead counsel prepared and Plaintiffs moved for permission to send out notice to the class of the settlements on or about July 2, 2012. The intervenors objected.
  - v. The Firm helped prepare papers in opposition to the intervenors’ objections to approval of the class notice and the Schenker opt out provision. Chris Lovell

appeared to argue this motion before the Court on September 24, 2012. Pursuant to the suggestion of the Court, the parties thereafter negotiated to attempt to consensually resolve the intervenors' objections. Our attempts were unsuccessful. The Firm helped prepare further submissions to the Court. The Court overruled the objections and granted preliminary approval on September 25, 2012.

- vi. The Firm continued to perform first level review of document and analyzed the coded documents.
- vii. Meanwhile, settlement negotiations intensified with multiple other Defendants. As with Expeditors, Chris Lovell suggested mediation to Defendant Kuehne + Nagel International AG and Kuehne + Nagel, Inc. (collectively, "KN"). After a full day mediation session in San Francisco, numerous open issues remained with defendant KN. The Firm continued to negotiate with KN until September 2012. On or about September 14, 2012, interim co-lead counsel and KN reached and execute a settlement agreement. The Firm prepared the preliminary approval papers which were filed with the Court on September 17, 2012.
- viii. During this time, I continued to negotiate with defendant United Aircargo Consolidators ("UAC"). As a result, interim co-lead counsel and UAC reached a settlement on or about August 9, 2012. We drafted the preliminary approval papers for this settlement, as well as other settlement related documents.
- ix. Also, other interim co-lead counsel negotiated with Morrison Express. The Firm hosted a meeting at our offices with Morrison Express and co-lead counsel during which substantial progress was made. Other interim co-lead counsel continued to negotiate with Morrison Express and we reached an agreement with them on or

about October 5, 2012.

- x. The Firm provided comments on the drafts of the Third Amended Class Action Complaint. Unlike Plaintiffs' First Amended Class Action Complaint filed on July 21, 2009, Docket No. 117, the Firm was not primarily responsible for drafting the Third Amended Class Action Complaint that was filed on November 15, 2012.
- xi. The Firm was also involved with numerous proffers from Nishi and, later, KN during the latter half of 2012. We continued to review documents and a Japanese speaking attorney with the Firm continued to review materials relating to the Japanese defendants including significant media reports.
- xii. During 2013, the Firm worked on the preparation of nine memoranda in opposition to motions to dismiss the Third Amended Class Action Complaint. Another attorney and I also read through the opposition memoranda prepared by other interim co-lead counsel and provided suggestions and comments.
- xiii. The Firm performed other legal research for other motions filed before the Court and fielded questions and comments from Class members and clients.
- xiv. In the latter regard, the Firm continued to consult with an economist, prepared draft answers to frequently asked questions from Class members, met with representatives of large class members in my offices, and communicated with other interim co-lead counsel regarding their communications with Class members and the preparation and posting of FAQs. The Firm drafted and worked on a proposed plan of allocation with other interim co-lead counsel.

xv. Finally, Lovell Stewart has been in contact with our clients about the progress, filings and other matters relating to the prosecution of their claims.

3. In response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of attorneys' fees and reimbursement of costs and expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, and at the direction of Co-Lead Counsel, my firm has reviewed the amount of time spent by the partners, attorneys and other professional support staff on this case and eliminated all time entries related to the following activities:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

4. After eliminating time related to the activities described in paragraph 3, the number of hours expended on this litigation by my firm in relation to the ten settlements from inception through August 27, 2013 is 7,708.50 hours. The total lodestar for my firm is \$3,825,954.90.

5. My firm's lodestar figures are based on the firm's current hourly billing rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters.

The total hours was determined by the examination of contemporaneous, daily time records regularly prepared and maintained by my firm and which have been provided to co-lead counsel for their review. However, I eliminated significant time from and reduced our standard rates for certain attorneys. The latter adjustment is consistent with the determination by interim class counsel that the maximum hourly rate for first level document review work should be \$400 per hour. The former determination was made in order to eliminate time by various attorneys for various reasons. The hourly rates for the partners, attorneys and professional support staff in the Firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters except where first level document reviewers have been capped at \$400 per hour. First level document review did not include quality control of document review or in-depth, project-specific analyses of documents.

6. At the direction of Co-Lead Counsel, I eliminated from my firm's expenses any expenses related to the activities described in paragraph 3. As detailed in Exhibit 1, my firm has incurred a total of \$124,913.24 in unreimbursed expenses during the period of inception through August 27, 2013 in connection with the ten settlements.

7. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10<sup>th</sup> day of August 2013 at New York, NY.

Benjamin M. Jaccarino  
Benjamin M. Jaccarino, Esq.

## EXHIBIT 1

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit 2 - Summary of Expenses**  
**Firm Name: Lovell Stewart Halebian Jacobson LLP**  
**Inception through August 27, 2013**

| <b>Type of Expense</b>   | <b>Cumulative Total</b> |
|--|-------------------------|
| Assessments to Common Cost Litigation Fund   | \$8,799.00              |
| Commercial Copies  | \$868.13                |
| Internal Reproduction / Copies   |                         |
| Court Costs & Filing Fees  | \$215.00                |
| Court Reporters & Transcripts  |                         |
| Computer Research  | \$22,193.08             |
| Telephone & Fax  | \$370.60                |
| Postage / Express Delivery / Messenger   | \$2,260.50              |
| Professional Fees (economists, consultants)  | \$77,979.83             |
| Witness / Service Fees   |                         |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.  | \$9,866.65              |
| Clerical Overtime  |                         |
| Miscellaneous (Hard drives purchased for copying document production and distributing same to counsel; software update required to process same) | \$2,360.45              |
|  |                         |
|  |                         |
| <b>TOTAL EXPENSES</b>  | <b>\$124,913.24</b>     |

## EXHIBIT E

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

|  |                                       |
|--|---------------------------------------|
| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
|--|---------------------------------------|

**DECLARATION OF JENNIE LEE ANDERSON IN SUPPORT OF  
PLAINTIFFS' REVISED PETITION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF  
ANDRUS ANDERSON LLP**

I, Jennie Lee Anderson, declare and state as follows:

1. I am a partner of the law firm of Andrus Anderson LLP. I submit this Declaration in support of Plaintiffs' revised petition for an interim award of attorneys' fees and reimbursement of costs and expenses in connection with services rendered and expenses incurred by my firm in connection with this litigation.

2. My firm has acted as counsel to Plaintiffs and the Plaintiff class in this class action. During the period October 17, 2007 through August 27, 2013, and at the request of Plaintiffs' Co-Lead Counsel, my firm has been involved in the following activities on behalf of the Plaintiffs:

- a) Conducting pre-filing investigation;
- b) Drafting the complaint;
- c) Conducting legal research;
- d) Drafting legal memoranda;

- e) Briefing issues in opposition to motions to dismiss;
- f) Conducting investigation in connection with amended pleadings;
- g) Reviewing documents;
- h) Drafting evidentiary memoranda;
- i) Drafting witness memoranda in preparation for depositions; and
- j) Participating in regular strategy calls with co-lead counsel firms.

3. In response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of attorneys' fees and reimbursement of costs and expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison UTI, and ABX settlements, and at the direction of Co-Lead Counsel, my firm has reviewed the amount of time spent by the partners, attorneys and other professional support staff of my firm who have been involved in this litigation, and eliminated all time entries related to the following activities:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

4. After eliminating time related to the activities described in paragraph 3, the number of hours expended on this litigation by my firm in relation to the ten settlements from October 17, 2007 through August 27, 2013 is 481.50 hours. The total lodestar for my firm is

\$104,698.28. My firm's lodestar figures are based on the firm's current hourly billing rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters. The total hours was determined by the examination of contemporaneous, daily time records regularly prepared and maintained by my firm and which have been provided to Co-Lead Counsel for their review.

5. At the direction of Co-Lead Counsel, I eliminated from my firm's expenses any expenses related to the activities described in paragraph 3. As detailed in Exhibit 1, my firm has incurred a total of \$11,497.77 in unreimbursed expenses during the period October 17, 2007 through August 27, 2013 in connection with the ten settlements.

6. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10th day of September 2013 at San Francisco, California.

/s/ Jennie Lee Anderson  
Jennie Lee Anderson

## EXHIBIT 1

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit 1 - Summary of Expenses**  
**Firm Name: Andrus Anderson LLP**  
**Inception through August 27, 2013**

| Type of Expense  | Cumulative Total   |
|--|--------------------|
| Assessments to Common Cost Litigation Fund                           | \$17,500.00        |
| Commercial Copies  |                    |
| Internal Reproduction / Copies                                       | \$102.00           |
| Court Costs & Filing Fees  |                    |
| Court Reporters & Transcripts  |                    |
| Computer Research  |                    |
| Telephone & Fax  |                    |
| Postage / Express Delivery / Messenger                               |                    |
| Professional Fees (expert, investigator, accountant, etc.)(describe) |                    |
| Witness / Service Fees   |                    |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.      |                    |
| Clerical Overtime  |                    |
| Miscellaneous (Describe)   |                    |
|  |                    |
|  |                    |
| <b>TOTAL EXPENSES</b>  | <b>\$17,602.00</b> |
| <b>TOTAL EXPENSES RELATED TO TEN SETTLEMENTS</b>                     | <b>\$11,497.77</b> |

## EXHIBIT F

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

|  |                                       |
|--|---------------------------------------|
| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
|--|---------------------------------------|

**DECLARATION OF JACK W. LEE IN SUPPORT OF  
PLAINTIFFS' REVISED PETITION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF  
MINAMI TAMAKI LLP**

I, Jack W. Lee, declare and state as follows:

1. I am a Partner of the law firm of Minami Tamaki LLP. I submit this Declaration in support of Plaintiffs' revised petition for an interim award of attorneys' fees and reimbursement of costs and expenses in connection with services rendered and expenses incurred by my firm in connection with this litigation.

2. My firm has acted as counsel to Plaintiffs and the Plaintiff class in this class action. During the period November 1, 2010 through August 27, 2013, and at the request of Plaintiffs' Co-Lead Counsel, my firm has been involved in the following activities on behalf of the Plaintiffs: extensive document review, reviewing, analyzing and drafting briefs and pleadings, extensive legal research, and significant communications with clients and class counsel.

3. In response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of attorneys' fees and reimbursement of costs and

expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, and at the direction of Co-Lead Counsel, my firm has reviewed the amount of time spent by the partners, attorneys and other professional staff on this case and eliminated all time entries related to the following activities:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

4. After eliminating time related to the activities described in paragraph 3, the number of hours expended on this litigation by my firm in relation to the ten settlements from November 1, 2010 through August 27, 2013 is 819.50 hours. The total lodestar for my firm is \$100,339.70. My firm's lodestar figures are based on the firm's current hourly billing rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters. The total hours was determined by examination of contemporaneous, daily time records regularly prepared and maintained by my firm and which have been provided to Co-Lead Counsel for their review.

5. At the direction of Co-Lead Counsel, I eliminated from my firm's expenses any expenses related to the activities described in paragraph 3. As detailed in Exhibit 1, my firm has

incurred a total of \$5,968.12 in unreimbursed expenses during the period November 1, 2010 through August 27, 2013 in connection with the ten settlements.

6. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10<sup>th</sup> day of September, 2013 at San Francisco, California.

/s/ Jack W. Lee  
Jack W. Lee

## EXHIBIT 1

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit 1 - Summary of Expenses**  
**Firm Name: MINAMI TAMAKI LLP**  
**Inception through August 27, 2013**

| Type of Expense  | Cumulative Total   |
|--|--------------------|
| Assessments to Common Cost Litigation Fund                           | \$12,500.00        |
| Commercial Copies  | \$0.00             |
| Internal Reproduction / Copies                                       | \$37.50            |
| Court Costs & Filing Fees  | \$0.00             |
| Court Reporters & Transcripts  | \$0.00             |
| Computer Research  | \$7.94             |
| Telephone & Fax  | \$243.88           |
| Postage / Express Delivery / Messenger                               | \$125.30           |
| Professional Fees (expert, investigator, accountant, etc.)(describe) | \$0.00             |
| Witness / Service Fees   | \$0.00             |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.      | \$0.00             |
| Clerical Overtime  | \$0.00             |
| Miscellaneous  | \$0.00             |
|  |                    |
| <b>TOTAL EXPENSES</b>  | <b>\$12,914.62</b> |
| <b>TOTAL EXPENSES RELATED TO TEN SETTLEMENTS</b>                     | <b>\$5,968.12</b>  |

## EXHIBIT G

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

|  |                                       |
|--|---------------------------------------|
| <p>PRECISION ASSOCIATES, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>PANALPINA WORLD TRANSPORT<br/>(HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p> | <p>CASE NO. 08-CV-00042 (JG)(VVP)</p> |
|--|---------------------------------------|

**DECLARATION OF DAVID S. CORWIN IN SUPPORT OF  
PLAINTIFFS' REVISED PETITION FOR ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF  
SHER CORWIN WINTERS, LLC**

I, David S. Corwin, declare and state as follows:

1. I am a member of the law firm of Sher Corwin Winters, LLC. I submit this Declaration in support of Plaintiffs' revised petition for an interim award of attorneys' fees and reimbursement of costs and expenses in connection with services rendered and expenses incurred by my firm in connection with this litigation.

2. My firm has acted as counsel to Plaintiffs and the Plaintiff class in this class action. During the period January 13, 2011 through August 27, 2013, and at the request of Plaintiffs' Co-Lead Counsel, my firm has been involved in the following activities on behalf of the Plaintiffs: Review of documents and other information provided by DHL prior to January 28, 2013.

3. In response to the Court's August 27, 2013 Memorandum and Order on Class Counsel's petition for an interim award of attorneys' fees and reimbursement of costs and expenses (ECF No. 866) ordering Class Counsel to submit a supplemental fee application and

expenses request that was limited to work performed with respect to the Schenker, Vantec, EGL, Expeditors, Nishi-Nippon, UAC, KN, Morrison, UTi, and ABX settlements, and at the direction of Co-Lead Counsel, my firm has reviewed the amount of time spent by the partners, attorneys and other professional support staff on this case and eliminated all time entries related to the following activities:

- Drafting Complaint, except for work relating to a settled defendant.
- Responding to motions to dismiss, except for work relating to a settled defendant.
- Investigating Freight Forwarding industry, except for work relating to a settled defendant.
- Retaining Clients.
- Any information collection and preservation from Plaintiffs, including reviewing their documents and ESI to prepare them for production.
- Service of complaint.
- General strategizing.
- Work related to any fee petition.
- Time and expense reporting.

4. After eliminating time related to the activities described in paragraph 3, the number of hours expended on this litigation by my firm in relation to the ten settlements from January 13, 2011 through August 27, 2013 is 184.30 hours. The total lodestar for my firm is \$25,341.25. My firm's lodestar figures are based on the firm's current hourly billing rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as the usual and customary hourly rates charged for their services in contingent billable matters. The total hours was determined by the examination of contemporaneous, daily time records regularly prepared and maintained by my firm and which have been provided to co-lead counsel for their review.

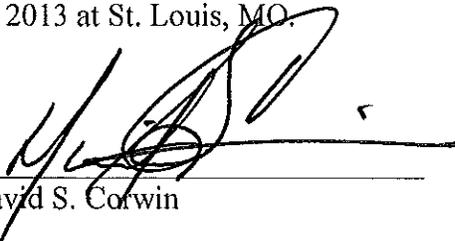
5. At the direction of Co-Lead Counsel, I eliminated from my firm's expenses any expenses related to the activities described in paragraph 3. As detailed in Exhibit 1, my firm has

incurred a total of \$7,205.82 in unreimbursed expenses during the period January 13, 2011 through August 27, 2013 in connection with the ten settlements.

6. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 10th day of September 2013 at St. Louis, MO.



David S. Corwin

## EXHIBIT 1

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit 1 - Summary of Expenses**  
**Firm Name: Sher Corwin Winters, LLC**  
**Inception through August 27, 2013**

| Type of Expense  | Cumulative Total   |
|--|--------------------|
| Assessments to Common Cost Litigation Fund                           | \$12,500.00        |
| Commercial Copies  |                    |
| Internal Reproduction / Copies                                       | \$546.60           |
| Court Costs & Filing Fees  |                    |
| Court Reporters & Transcripts  |                    |
| Computer Research  |                    |
| Telephone & Fax  |                    |
| Postage / Express Delivery / Messenger                               | \$220.39           |
| Professional Fees (expert, investigator, accountant, etc.)(describe) |                    |
| Witness / Service Fees   |                    |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.      |                    |
| Clerical Overtime  |                    |
| Miscellaneous (Describe)   |                    |
|  |                    |
| <b>TOTAL EXPENSES</b>  | <b>\$13,266.99</b> |
| <b>TOTAL EXPENSES RELATED TO TEN SETTLEMENTS</b>                     | <b>\$7,205.82</b>  |

## EXHIBIT H

**Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et al.**  
**[Freight Forwarders Antitrust Litigation]**  
**Exhibit H TIME REPORT SUMMARY**

**Plaintiffs' Counsel Summary Reporting Period: Inception through August 27, 2013**  
**(Discovery through January 28, 2013)**

| <b>Plaintiffs' Counsel</b>            | <b>Total Hours This Period</b> | <b>Lodestar This Period</b> |
|---------------------------------------|--------------------------------|-----------------------------|
| Andrus Anderson LLP                   | 481.50                         | \$104,698.28                |
| Cotchett, Pitre & McCarthy, LLP       | 6,044.01                       | \$2,027,685.08              |
| Flahavan Law Offices                  | 0.00                           | \$0.00                      |
| Gustafson Gluek PLLC                  | 8,602.00                       | \$3,549,428.75              |
| Lockridge Grindal Nauen P.L.L.P.      | 9,220.23                       | \$4,163,185.31              |
| Loveell Stewart Halebian Jacobson LLP | 7,708.50                       | \$3,825,954.90              |
| Minami Tamaki LLP                     | 819.50                         | \$100,339.70                |
| Sher Corwin Winters, LLC              | 184.30                         | \$25,341.25                 |
|                                       |                                |                             |
|                                       |                                |                             |
|                                       |                                |                             |
|                                       |                                |                             |
|                                       |                                |                             |
|                                       |                                |                             |
|                                       |                                |                             |
|                                       |                                |                             |
| <b>TOTALS</b>                         | <b>33,060.04</b>               | <b>\$13,796,633.27</b>      |

## EXHIBIT I

| <b>Exhibit I</b>   |                     |
|--|---------------------|
| <b>Precision Associates, Inc., et.al v.<br/>Panalpina World Transport (Holding) Ltd., et al.</b> |                     |
| <b>ED NY Case No. 1:08-cv-00042-JG-VVP</b>   |                     |
| <b>Plaintiffs' Counsels' Expenses</b>  |                     |
| <b>Inception through August 27, 2013</b>   |                     |
| <b>DESCRIPTION</b>   | <b>TOTALS</b>       |
| Assessments  | \$207,732.10        |
| Commercial Copies (Vendor)   | \$918.02            |
| Internal Reproduction / Copies (In-House)  | \$15,462.99         |
| Court Costs & Filing Fees  | \$312.67            |
| Court Reporters & Transcripts  | \$14.14             |
| Computer Research  | \$42,826.86         |
| Telephone & Fax  | \$4,564.30          |
| Postage, Delivery & Messenger  | \$4,381.53          |
| Professional Fees (Experts, Investigators,<br>Consultants, etc.)                                 | \$103,259.11        |
| Witness / Service Fees   |                     |
| Travel: Air Transportation, Ground Travel,<br>Meals, Lodging, etc.                               | \$127,196.86        |
| Clerical Overtime  |                     |
| Miscellaneous  | \$10,441.96         |
|  |                     |
| <b>TOTAL</b>   | <b>\$517,110.54</b> |
|  |                     |
|  |                     |

## EXHIBIT J

| <b>Itemization for Exhibit J</b>   |   |                     |
|--|---|---------------------|
| <b>Precision Associates, Inc., et.al v.<br/>Panalpina World Transport (Holding) Ltd., et al.</b> |   |                     |
| <b>ED NY Case No. 1:08-cv-00042-JG-VVP</b>   |   |                     |
| <b>Litigation Common Cost Fund Expenditures</b>  |   |                     |
| <b>Inception through August 27, 2013</b>   |   |                     |
| <b>Mediator A. Piazza</b>  | <b>Document Database Vendor<br/>Shepherd Data</b> | <b>TOTALS</b>       |
| \$10,000.00  | \$39,627.61                                       | \$49,627.61         |
| \$10,000.00  | \$12,500.00                                       | \$22,500.00         |
|  | \$6,175.90  | \$6,175.90          |
|  | \$5,950.00  | \$5,950.00          |
|  | \$5,950.00  | \$5,950.00          |
|  | \$13,338.50                                       | \$13,338.50         |
|  | \$9,906.51  | \$9,906.51          |
|  | \$7,914.64  | \$7,914.64          |
|  | \$7,232.52  | \$7,232.52          |
|  | \$13,825.07                                       | \$13,825.07         |
|  | \$6,262.23  | \$6,262.23          |
|  | \$8,069.09  | \$8,069.09          |
|  | \$7,899.44  | \$7,899.44          |
|  | \$17,050.00                                       | \$17,050.00         |
|  | \$12,480.00                                       | \$12,480.00         |
|  | \$22,118.90                                       | \$22,118.90         |
|  | \$5,750.00  | \$5,750.00          |
|  |   | \$0.00              |
|  |   | \$0.00              |
| <b>\$20,000.00</b>   | <b>\$202,050.41</b>                               | <b>\$222,050.41</b> |

## EXHIBIT K

**Precision Associates, Inc., et al., v. Panalpina World Transport (Holding) Ltd., et al.**  
**Eastern District of New York Case No. 1:08-cv-00042-JG-VVP**  
**Exhibit K - Summary of Expenses**  
**Firm Name: Lockridge Grindal Nauen P.L.L.P.**  
**Inception through August 27, 2013**

| Type of Expense  | Cumulative Total    |
|--|---------------------|
| Assessments to Common Cost Litigation Fund   | \$44,800.00         |
| Commercial Copies  |                     |
| Internal Reproduction / Copies   | \$2,162.70          |
| Court Costs & Filing Fees  |                     |
| Court Reporters & Transcripts  |                     |
| Computer Research  | \$14,320.17         |
| Telephone & Fax  | \$2,944.57          |
| Postage / Express Delivery / Messenger   | \$471.02            |
| Professional Fees (expert, investigator, accountant, database vendor, etc.)(describe)                              | \$16,000.00         |
| Witness / Service Fees   |                     |
| Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.  | \$23,479.55         |
| Clerical Overtime  |                     |
| Miscellaneous (Describe)(Late Filing Food & Beverges; document database translation software; translator services) | \$2,099.65          |
|  |                     |
| <b>TOTAL EXPENSES</b>  | <b>\$106,277.66</b> |