

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

PRECISION ASSOCIATES, INC.;
ANYTHING GOES LLC d/b/a MAIL BOXES
ETC., and JCK INDUSTRIES, INC., on
behalf of themselves and all others similarly
situated,

Plaintiffs,

vs.

PANALPINA WORLD TRANSPORT
(HOLDING) LTD., et al.,

Defendants.

Case No.: 08-CV-00042 (JG) (VVP)

[PROPOSED] ORDER FOR FINAL APPROVAL AND JUDGMENT AS TO UPS

Class Plaintiffs, on behalf of themselves and the Class Members, and United Parcel Service, Inc. and UPS Supply Chain Solutions, Inc. (the “Settling Defendants”) entered into a Settlement Agreement to fully and finally resolve the Class’s claims against the Settling Defendants and the other Released Parties. On December 18, 2014, the Court entered its Order granting preliminary approval of the proposed settlement and conditionally certifying the settlement class described therein (“Preliminary Approval Order”). ECF No. 1124. The Court’s Order granting Plaintiffs’ Proposed Notice Plan authorized the Class Plaintiffs to disseminate notice of the settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to those Orders, and the Court held a fairness hearing on November 2, 2015.

Having considered Plaintiffs’ Motion for Final Approval of the Second Round of Settlements and Plan of Allocation, oral argument presented at the fairness hearing, and the complete records and files in this matter:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Court has jurisdiction over the subject matter of this litigation, all members of the Class, and all Defendants.
2. The Notice Program, approved by this Court, outlined the form and manner by which the Plaintiffs would provide the Class with notice of the settlement, the fairness hearing, and related matters. The Notice Program included individual notice via U.S. Mail to members of the Class who could be identified through reasonable efforts. Notice included the publication of a summary notice in various global and local publications. Notice also included banner advertisements on trade websites, press releases in multiple languages, and the set-up and maintenance of a case-specific website. Proof that mailing and publication conformed to the Notice Program has been filed with the Court. This notice program fully complied with Rule 23 of the Federal Rules of Civil Procedure (“Rule 23”), satisfied the requirements of 28 U.S.C. § 1715 and due process, is the best notice practicable under the circumstances, and constituted due, adequate, and sufficient notice to the Class of the Settlement, Final Approval Hearing and other matters referred to in the Notice.
3. Settling Defendants have provided the Class Action Fairness Act (“CAFA”) notice required by 28 U.S.C. § 1715(b).
4. The settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm’s-length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions and with no collusion between the parties or their respective counsel.
5. Final approval of the settlement with the Settling Defendants is hereby granted pursuant to Rule 23(e), because it is fair, reasonable, and adequate to the Settlement Class within

the meaning of Rule 23. In reaching this conclusion, the Court considered the factors set forth in *City of Detroit v. Grinnell Corp.*, 495 F.2d 448, 463 (2d Cir. 1974) (overruled on other grounds by *Missouri v. Jenkins*, 491 U.S. 274 (1989)): (i) the complexity, expense and likely duration of the litigation; (ii) the reaction of the class to the settlement; (iii) the stage of the proceedings and the amount of discovery completed; (iv) the risks of establishing liability at trial; (v) the risks of establishing damages; (vi) the risks of maintaining the class action through the trial; (vii) the ability of defendants to withstand a greater judgment; (viii) the range of reasonableness of the settlement fund in light of the best possible recovery; and (ix) the negotiation process and the opinion of competent counsel.

6. The Settlement Class conditionally certified by Order of this Court in its Preliminary Approval Order is hereby certified as a settlement class pursuant to Rule 23 of the Federal Rules of Civil Procedure and is comprised of:

All persons (excluding governmental entities, Defendants, their respective parents, subsidiaries and affiliates) who directly purchased Freight Forwarding Services

(a) for shipments within, to, or from the United States, or

(b) purchased or sold in the United States regardless of the location of shipment;

from any of the Defendants or any subsidiary or affiliate thereof, at any time during the period from January 1, 2001 to January 4, 2011.

7. The Court adopts and incorporates herein all findings made under Rule 23 in its Preliminary Approval Order:

a. The Settlement Class, which has well over 1,000 members, is sufficiently numerous to satisfy the numerosity requirement;

b. There are sufficient legal and factual issues common to the Settlement Class to

meet the commonality requirement;

c. Plaintiffs' and the Settlement Class's claims arise out of the same alleged illegal anticompetitive conduct and are based on the same legal theories, and therefore satisfy the typicality requirement;

d. Plaintiffs Precision Associates, Inc.; Anything Goes LLC d/b/a Mail Boxes Etc.; JCK Industries, Inc.; RBX Industries, Inc.; Mary Elle Fashions, Inc., d/b/a Meridian Electric; Inter-Global Inc.; Zeta Pharmaceuticals LLC.; Kraft Chemical Company; Printing Technology, Inc.; David Howell Product Design, Inc., d/b/a David Howell & Company; Innovation 714 Inc., Mika Overseas Corporation and NORMA Pennsylvania, Inc., have retained experienced counsel and do not have interests antagonistic to the Class, and thus these Plaintiffs will fairly and adequately represent the Settlement Class;

e. Common issues, including those noted above, predominate over any individual issues affecting the members of the Settlement Class; and

f. Settlement of this Action on a Class basis is superior to other means of adjudicating this matter.

8. The Court confirms the appointment of the Class Representatives from its Preliminary Approval Order. Plaintiffs Precision Associates, Inc.; Anything Goes LLC d/b/a Mail Boxes Etc.; JCK Industries, Inc.; RBX Industries, Inc.; Mary Elle Fashions, Inc. d/b/a Meridian Electric; Inter-Global Inc.; Zeta Pharmaceuticals LLC.; Kraft Chemical Company; Printing Technology, Inc.; David Howell Product Design, Inc., d/b/a David Howell & Company; Innovation 714 Inc.; Mika Overseas Corporation; and NORMA Pennsylvania, Inc. (collectively "Plaintiffs"), are the Class Representatives on behalf of the Settlement Class.

9. The Court confirms the appointment of Class Counsel for purposes of the Settlement Class as the law firms of Lovell Stewart Halebian Jacobson LLP, Lockridge Grindal Nauen P.L.L.P., Cotchett, Pitre & McCarthy, LLP, and Gustafson Gluek PLLC.

10. The entities identified on Exhibit 1 hereto have timely and validly requested exclusion from the Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this Settlement or to pursue Released Claims on behalf of any person bound by this Order and Final Judgment. The entities identified in Exhibit 1 specifically opted out of the second round of settlements. The entities identified in Exhibit 2 hereto timely and validly requested exclusion from the Schenker settlement in the first round of settlements. A provision in the Schenker agreement requires that entities opting out of that settlement agreement are excluded from the litigation for all purposes. *See* ECF No. 527, 530, 866. The entities identified in Exhibit 2, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this Settlement or to pursue Released Claims on behalf of any person bound by this Order and Final Judgment. All members of the Settlement Class not listed in Exhibit 1 or Exhibit 2 hereto are bound by this Order and Final Judgment.

11. This Order and Final Judgment does not settle or compromise any claims by Plaintiffs or the Class against other Defendants or other persons or entities other than the Settling Defendants and the other Released Parties, and all rights against any other Defendant or other person or entity are specifically reserved.

12. Subject to the foregoing reservation of rights against other persons or entities, all Settlement Class Members who have not properly and timely opted out of the Settlement Class

shall be deemed to have released the Released Claims against the Released Parties, to the full extent of the release contained in the Settlement Agreement.

13. As to the Released Parties, any and all currently pending class action lawsuits directly related to the subject matter of the action captioned *Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et al.*, No. 08-CV-0042 (JG) (VVP) (E.D.N.Y.), shall be dismissed with prejudice, and, except as provided for in the Settlement Agreement, without costs. This dismissal applies only in favor of the Settling Defendants and the other Released Parties as to the Released Claims. It is made without prejudice to any claims Plaintiffs or the Class may have against any other Defendant.

14. The Releasing Parties are permanently enjoined and barred from instituting, commencing, or prosecuting any action or other proceeding asserting any of the Released Claims released in the Settlement Agreement against any Released Party, either directly, individually, representatively, derivatively, or in any other capacity, by whatever means, in any local, state, or federal court, or in any agency or other authority or arbitral or other forum wherever located.

15. The Escrow Account established by Class Counsel, and into which the Settling Defendants have deposited or will deposit the settlement amount, plus accrued interest thereon, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 458B and the Treasury Regulations promulgated thereunder.

16. Any award to Class Counsel for fees and reimbursement of expenses, as well as incentive awards for Class Representatives, shall be made by separate order after the Court has considered any application or applications for such fees, expenses, and incentive awards submitted by Class Counsel.

17. There were no objections to this settlement.

18. The Plan of Allocation described in Plaintiffs' Motion is hereby approved.

19. Neither the Settlement Agreement, nor this Order and Final Judgment, nor any negotiations, discussions, acts performed, or documents executed in connection with the Settlement Agreement, may be offered or received as evidence or deemed or used as any admission, concession, or presumption of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

20. Consummation of the settlement shall proceed as described in the Settlement Agreement. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over the Settlement and: (a) the enforcement of this Order and its resulting Final Judgment; (b) the consummation, administration, and enforcement of the Settlement Agreement; (c) any application for attorneys' fees and reimbursement made by Class Counsel; (d) any application for incentive awards for the Class Plaintiffs; and (e) the distribution of the settlement proceeds to the Class Members.

21. Pursuant to Fed. R. Civ. P. 54(b), the Court finds that there is no just reason for delay and hereby directs that the entry of judgment of dismissal with prejudice as to the Settling Defendants shall be final and entered forthwith.

IT IS SO ORDERED.

Dated: _____, 2015

HON. JOHN GLEESON
UNITED STATES DISTRICT JUDGE

Epiq Tracking #	DocID	Business Name	City
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1573491	950000014	FRANKLIN OFFSHORE INTERNATIONAL PTE	
1775166	950000004	GRUPPO CIMBALI SPA	BINASCO
804505	950000010	MINOTTI SPA	
1200773	950000013	MUELLER INTERIORS	VAIL
1674996	950000012	NEODIS	

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	Singapore	NO POSTMARK	9/15/2015
	Italy	7/30/2015	8/3/2015
	Italy	8/3/2015	8/12/2015
CO	United States	9/8/2015	9/11/2015
	France	NO POSTMARK	9/9/2015

Epiq Tracking #	DocID	Business Name	City
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1138050	900000002	ELECTROHEAT	HARTFORD
2424745	900000003	COMCO INC	BURBANK
138154	900000004	COMCO INC	BURBANK
138151	900000005	COMCO INC	BURBANK
1820698	900000006	COMCO INC	BURBANK
1107760	900000007	EXHIBITS BY PROMOTION	YORK
1138050	900000008	ELECTROHEAT	HARTFORD
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2330337	900000012	INTERNATIONAL CONNECT USA, LLC	JUPITER
487461	900000013	ANGEWANDTE PHYSIK U ELEKTRONIK GMBH	BERLIN
1069316	900000014	SELECTRON SYSTEMS AG	
2430035	900000015	RUSS DUPPER LANDSCAPING	PHOENIX
1328542	900000016	BMST CO LTD	YOKOHAMA CITY
2430187	900000017	ILLUMINATI MOTOR WORKS, LLC	VIRDEN
784842	900000018	ARMINIUS TELECOM INC	WATERLOO
440314	900000020	AVIONAL SISTEMAS	MADRID
526965	900000021	HAY COMPUTING SERVICE GMBH	HAMBURG
1631626	900000022	ZOJIRUSHI CORPORATION	OSAKA
698916	900000023	BOBUX MARKETING LTD	PANMURE AUCKLAND
453008	900000024	STARTEC COMERCIAL LTDA	PIRACICABA
809248	900000025	PROMOTECH KUNSTSOFF	
2430507	900000029	THE MISSISSIPPI DEPARTMENT OF REVENUE	JACKSON
756172	900000030	DAIWA PHARMACEUTICAL CO LTD	TOKYO
484927	900000032	SPEEDY MARINE AIR PTE LTD	
2291748	900000033	DECONTA GMBH	
915706	900000034	METALCRAFT ENTPRS	NEW HAVEN
302699	900000036	PUBLIC SCRAP	HAMPTON
1815470	900000038	AXO AMERICA INC	SANTA CLARITA
2330337	900000039	INTERNATIONAL CONNECT USA, LLC	JUPITER
1138050	900000040	ELECTROHEAT	HARTFORD
2430187	900000041	ILLUMINATI MOTOR WORKS, LLC	VIRDEN
1328542	900000042	BMST CO LTD	YOKOHAMA CITY
2430035	900000043	RUSS DUPPER LANDSCAPING	PHOENIX
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487461	900000045	ANGEWANDTE PHYSIK U ELEKTRONIK GMBH	BERLIN
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440314	900000049	AVIONAL SISTEMAS	MADRID
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1441912	900000060	OKBABY SRL	
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688695	900000062	DENTAL TREY SRL	
2430829	900000063	VIENNA TOURIST BOARD	

934559	900000064	MCDONALDS RESTAURANT	OAK BROOK
926758	900000066	NS CONTROLS	HOUSTON
1748476	900000067	JAROSLAW WOJCIK EXPORTING	JACKSONVILLE
2430830	900000068	IMATECH	
1565294	900000069	OKUYAMA TAKASHI	
2430831	900000070	GEBRUDER WEISS	
1427026	900000071	MARZOTTO	
822867	900000072	WIENER TOURISMUSVERBAND	
58992	900000073	MCDONALD CORP	OAK BROOK
2430859	900000074	GOVERNMENT OF JAPAN	OTTAWA
1110460	900000075	MC DONALDS RESTAURANT OPERATIONS CO	OAK BROOK
59708	900000076	MCDONALDS CORPORATION	OAK BROOK
2430860	900000077	SIMON PROPERTY GROUP INC	INDIANAPOLIS
102270	900000078	FORUM SHOPS AT CAESARS THE	LAS VEGAS
2430861	900000079	RIVERSIDE SQUARE LIMITED PARTNERSHIP	HACKENSACK
477748	900000080	MONTEK S R L	
2430860	900000081	SIMON PROPERTY GROUP INC	INDIANAPOLIS
70491	900000082	FIRST TECH SAFETY SYSTEMS	PLYMOUTH
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529841	900000085	KABA GALLENDSCHUETZ GMBH	
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1599670	900000088	NOMURA SEKKEI CO LTD	
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72701	900000100	YAMAHA MOTOR CORP USA	CYPRESS
412773	900000101	HOJALATA Y LAMINADOS S A	
535988	900000102	FTSS INC	PLYMOUTH
353500	900000103	HUMANETICS INNOVATIVE SOLUTION	PLYMOUTH
1841756	900000104	HITEC CORP	LITTLETON
974314	900000105	HITEC SENSOR SOLUTIONS INC	LITTLETON
2430898	900000106	ROBERT A DENTON INC	HURON
246396	900000107	DENTON ATD	HURON
2430899	900000108	SDI INC	ORION
350152	900000109	SENSOR DEVELOPMENT INC	LAKE ORION
1549327	900000110	SHIRAKATA-DENSHIRO SHOTEN, INC.	
755942	900000111	YAMAHA MOTOR CO LTD	
1901264	900000112	YAMAHA MOTOR MANUFACTURING	NEWNAN
2430900	900000113	YAMAHA JET BOAT MANUFACTURING USA INC	CYPRESS
2430901	900000114	YAMAHA POWERED PRODUCTS CO LTD	CYPRESS
1582939	900000115	YAMAHA MOTOR ENGINEERING CO LTD	
1538684	900000116	I-PULSE CO LTD	
815057	900000117	SUNWARD INTERNATIONAL INC	
2430902	900000118	YAMAHA MOTOR DISTRIBUTION LATIN AMERICA INC	CYPRESS
1743730	900000119	EDIBON USA LLC	ATLANTA
759219	900000120	NAKASHIMA PROPELLER CO LTD	
2344227	900000121	MECHATRONIC SYSTEMTECHNIK GMBH	
1294678	900000122	DIMENSION DATA FRANCE	

801467	900000123	KOPF GMBH	
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793929	900000125	FEINMETALL GMBH	
645200	900000126	ALDO BOVE & FIGLI SNC	
837327	900000127	MAKO IND E COM DE EQUIP	
408109	900000128	FAST TRAINING SOCIEDAD LIMITADA	
2363899	900000129	P&P AQUA SYSTEMS	PUNE
14808	900000130	TUBULAR STEEL CORP	SAINT LOUIS
2397861	900000131	TSI HOLDINGS INC	ST LOUIS
884724	900000132	EFACTOR3 LLC	CHARLOTTE
1894540	900000133	ESTYRIA NATURPRODUKTE GMBH	
2431040	900000134	REARDON METAL FABRICATING INC	WAUWATOSA
557240	900000135	C V STANOFF OF INDONESIA	
680170	900000136	PT MURTI INDAH SENTOSA	
1334315	900000137	MEDILINDO MAJUTAMA	
1888948	900000138	SPEEDY MARINE AIR PTE LTD QQ PT GLOBAL EKATAMA SUKSES	
1903523	900000139	SPEEDY MARINE AIR PTE LTD	
2385603	900000140	SPEEDY MARINE AIR PTE LTD	
2430833	900000141	PLALA	
1651006	900000142	SCORE PRACTICAL WELDING SOLUTIONS	
1651005	900000143	SCORE (PACIFIC) PTY LTD	
1651004	900000144	SCORE NEW CALEDONIA	
1957189	900000147	WALDECK GMBH	
179341	900000148	CRACKER BARREL	CLERMONT
179342	900000149	CRACKER BARREL	AMARILLO
179343	900000150	CRACKER BARREL	CHARLESTON
179344	900000151	CRACKER BARREL	TUCSON
179345	900000152	CRACKER BARREL	BECKLEY
179346	900000153	CRACKER BARREL	SHAWNEE
179347	900000154	CRACKER BARREL	CALERA
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179349	900000156	CRACKER BARREL	ASHLAND
179350	900000157	CRACKER BARREL	EDMOND
179351	900000158	CRACKER BARREL	LAKEVILLE
179352	900000159	CRACKER BARREL	JUNCTION CITY
179353	900000160	CRACKER BARREL	PUEBLO
179354	900000161	CRACKER BARREL	FLAGSTAFF
179355	900000162	CRACKER BARREL	ROUND ROCK
179356	900000163	CRACKER BARREL	ARLINGTON
179357	900000164	CRACKER BARREL	OKLAHOMA CITY
179358	900000165	CRACKER BARREL	SAN ANTONIO
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179360	900000167	CRACKER BARREL	TAMPA
179361	900000168	CRACKER BARREL	DEERFIELD BCH
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179365	900000172	CRACKER BARREL	MOUNT JULIET
179366	900000173	CRACKER BARREL	BRUNSWICK
179367	900000174	CRACKER BARREL	NASHVILLE
179368	900000175	CRACKER BARREL	GOODLETTSVILLE
179369	900000176	CRACKER BARREL	MISSOULA
179370	900000177	CRACKER BARREL 325	TULSA
179371	900000178	CRACKER BARREL 14	ANTIOCH
179372	900000179	CRACKER BARREL BAR & GRILL	TARIFFVILLE

780324	900000180	CRACKER BARREL OLD COUNTRY STORE	LEBANON
1010709	900000181	CRACKER BARREL 570	SOUTH HILL
1143914	900000182	CRACKER BARREL	LEBANON
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	Brazil	6/17/2013	7/15/2013
	Spain	7/11/2013	7/15/2013
	India	6/25/2013	7/17/2013
MO	United States	NO POSTMARK	5/24/2013
MO	United States	NO POSTMARK	5/24/2013
NC	United States	4/22/2013	4/22/2013
	Austria	6/25/2013	7/22/2013
WI	United States	4/23/2013	4/23/2013
	Singapore	NO POSTMARK	5/24/2013
	Singapore	NO POSTMARK	5/24/2013
	Singapore	NO POSTMARK	5/24/2013
	Singapore	NO POSTMARK	5/24/2013
	Singapore	NO POSTMARK	5/24/2013
	Singapore	NO POSTMARK	5/24/2013
	Japan	NO POSTMARK	6/21/2013
	Australia	NO POSTMARK	6/21/2013
	Australia	NO POSTMARK	6/21/2013
	Australia	NO POSTMARK	6/21/2013
	Germany	7/15/2013	7/26/2013
FL	United States	6/24/2013	6/24/2013
TX	United States	6/24/2013	6/24/2013
WV	United States	6/24/2013	6/24/2013
AZ	United States	6/24/2013	6/24/2013
WV	United States	6/24/2013	6/24/2013
OK	United States	6/24/2013	6/24/2013
AL	United States	6/24/2013	6/24/2013
TX	United States	6/24/2013	6/24/2013
VA	United States	6/24/2013	6/24/2013
OK	United States	6/24/2013	6/24/2013
MN	United States	6/24/2013	6/24/2013
KS	United States	6/24/2013	6/24/2013
CO	United States	6/24/2013	6/24/2013
AZ	United States	6/24/2013	6/24/2013
TX	United States	6/24/2013	6/24/2013
TX	United States	6/24/2013	6/24/2013
OK	United States	6/24/2013	6/24/2013
TX	United States	6/24/2013	6/24/2013
OH	United States	6/24/2013	6/24/2013
FL	United States	6/24/2013	6/24/2013
FL	United States	6/24/2013	6/24/2013
IN	United States	6/24/2013	6/24/2013
TX	United States	6/24/2013	6/24/2013
NM	United States	6/24/2013	6/24/2013
TN	United States	6/24/2013	6/24/2013
GA	United States	6/24/2013	6/24/2013
TN	United States	6/24/2013	6/24/2013
TN	United States	6/24/2013	6/24/2013
MT	United States	6/24/2013	6/24/2013
OK	United States	6/24/2013	6/24/2013
TN	United States	6/24/2013	6/24/2013
CT	United States	6/24/2013	6/24/2013

TN	United States	6/24/2013	6/24/2013
VA	United States	6/24/2013	6/24/2013
TN	United States	6/24/2013	6/24/2013
TN	United States	6/24/2013	6/24/2013