

EXHIBIT A

**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 (HOLDING) LTD., <i>et al.</i></p> <p>Defendants.</p>	<p>CASE NO. 08-CV-00042 (JG)(VVP)</p>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------

**DECLARATION OF STEVEN N. WILLIAMS IN SUPPORT OF
PLAINTIFFS' 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 an attorney at the law firm of Cotchett, Pitre & McCarthy, LLP. I submit this Declaration in support of Plaintiffs' 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 has acted as counsel to Plaintiffs and the Plaintiff class in this class action. From the inception of the case through June 5, 2013, and as Plaintiffs' Co-Lead Counsel, I and my firm have been involved in the following activities on behalf of the Plaintiffs:

- (a) Initial investigation into the claims, and legal and factual research about the claims;
- (b) preparation of complaints, including the Corrected Third Amended Complaint;

(c) informal discovery, including review and analysis of documents produced by settling defendants, proffers with settling defendants, and interviews with settling defendants' counsel in the United States and around the world, including Singapore and Germany.

(d) briefing and arguing multiple rounds of motions to dismiss;

(e) court appearances and preparation for court appearances;

(f) settlement negotiations;

(g) multiple mediations;

(h) proffers of information from settling defendants and others;

(i) other settlement related tasks;

(j) developing and implementing the litigation strategy for the case;

(k) developing and implementing the program for class notice and claims administration;

(l) developing and proposing to the Court for approval a plan of allocation of the settlement proceeds;

(m) correspondence and communications with class representatives;

(n) researching, preparing, and propounding discovery on defendants;

(o) researching and responding to discovery propounded by defendants;

(p) preparing for and taking depositions throughout the United States and the world, including depositions in the United Kingdom and Belgium. These depositions included:

i. John Roach, Senior Vice President of Commercial Aviation for DHL;

ii. Martin Brown, Head of Sales for the Middle East and Mediterranean for DHL;

iii. Christoph Jeanneret, Managing Director of DGF Switzerland (DHL sister company);

- iv. John Allan, Chief Financial Officer at Deutsche Post;
- v. Mick Micallef, UK Ocean Freight Director for DHL;
- vi. John Lake, Vice President, Head of Airfreight Europe for DHL;
- vii. Mark Wardman, Head of Airfreight, UK for DHL;
- viii. Vincent Bissinger, GF-X Project Leader for Panalpina;
- ix. Thomas Schnaars, General Manager, Group Management, Panalpina;
- x. Markus Muecke, Managing Director South China for Panalpina;
- xi. Robert Frei, Chief Operating Officer for Air Freight for Panalpina;
- xii. Thomas Christ, CEO of DHL Logistics Switzerland;
- xiii. Steve Barker, CEO of DHL Global Forwarding in the UK; and
- xiv. Ole Ringheim, Regional Head of Air Freight Asia-Pacific for DHL.

(q) correspondence and communication with class members; and

(r) supervision and review of the work of counsel working on behalf of the class.

3. Since the inception of this case, our firm has supervised the activities of all class counsel in prosecuting a case which has resulted in a recovery in excess of \$300,000,000.00 for the class members. It should be noted that a substantial part of the critical work in this case was before any guilty pleas or indictments had been announced, and before the amnesty applicant began to provide any meaningful cooperation. Plaintiffs and the class faced the dismissal of their complaint, and this firm spent extensive time developing the facts, strategy, and allegations that led to a complaint against defendants being upheld. We developed and executed the strategy to deliver these results in an efficient and economical matter, mindful of appropriate rates for the work being performed. We analyzed the claims to be asserted and conducted factual and legal research through the first round of briefing of motions to dismiss as well as in the context of

settlement negotiations and mediations with the settling defendants. We were responsible for defeating defendants' motion to dismiss plaintiffs' claims based upon the Foreign Trade Antitrust Improvement Act, which greatly expanded the volume of commerce for which plaintiffs could assert claims.

4. We participated in the evidence proffers and reviews of documents produced by settling defendants, as well as interviews provided by settling defendants. We used all of this work to prepare the first complaint that was upheld in this case. We have briefed and argued numerous motions before Magistrate Judge Pohorelsky. We were responsible for briefing and arguing a motion to insure that non-settling defendants provided appropriate customer contact information so that class notice could be provided, and then played a key role in developing the notice program, claims process and the briefing to approve the notice program. We have had extensive communications with class members and their counsel about the status of the case and the nature of the settlements. We also played a critical role in responding to initial objections to the class settlement with Schencker through investigating legal issues raised by objectors and briefing a response which was filed with the Court. The Court agreed with our position, and rejected the objections.

5. We established a mediation protocol which led to several settlements, and participated meaningfully in all settlements to date playing a particularly important role in the Panalpina and Japanese Defendant mediations.

6. The schedule attached hereto as Exhibit 1 is a detailed summary indicating 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 the lodestar calculation is based on my firm's current hourly billing rates. The schedule was prepared from contemporaneous, daily time

records regularly prepared and maintained by my firm and which have been provided to co-lead counsel.

7. The total number of hours expended on this litigation by my firm from inception through August 15, 2015, excluding the hours submitted in the first interim fee petition filed on September 10, 2013, is 18,740.49 hours. The total lodestar for my firm is \$7,261,672.42. 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.

8. As detailed in Exhibit 2, my firm has incurred a total of \$564,401.91 in unreimbursed expenses during the period inception through August 15, 2015, not counting the expenses submitted in the first interim fee petition dated September 10, 2013.

9. 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 3rd day of September at Burlingame, California.

/s/ Steven N. Williams
STEVEN N. WILLIAMS

EXHIBIT 1

**Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et al.
[Freight Forwarders Antitrust Litigation]
Exhibit 1 TIME REPORT SUMMARY**

Firm Name: COTCHETT PITRE & McCARTHY, LLP

Reporting Period: Inception through August 15, 2015 (does not include data submitted in the first interim fee petition filed September 10, 2013)

- | | | | |
|--------------------------------------------------------------------|-----------------------------------------------------|----------------|----------------|
| (1) Investigations & Factual Research | (5) Settlement | Partner (P) | Associate (A) |
| (2) Discovery | (6) Class Certification | Paralegal (PL) | Law Clerk (LC) |
| (3) Pleadings, Briefs (drafting, serving, filing & legal research) | (7) Trial & Preparation | | |
| (4) Court Appearances & Preparation | (8) Litigation Strategy, Analysis & Case Management | | |

Name & Status	1	2	3	4	5	6	7	8	Current Hourly Rate	Total Hours This Period	Lodestar This Period
Cotchett, Joseph W. (P)	2.00	4.30	38.30	0.20	2.00	0.00	0.00	0.00	\$900	46.80	\$42,120.00
Damrell, Frank (P)	0.50	9.50	0.00	0.00	0.00	0.00	0.00	0.50	\$775	10.50	\$8,137.50
Edling, Matthew (P)	1.50	4.00	28.90	0.00	10.80	0.00	0.00	1.10	\$675	46.30	\$31,252.50
Fineman, Nancy (P)	1.60	24.70	127.00	7.20	0.00	13.30	0.00	13.10	\$700	186.90	\$130,830.00
Gregory, Philip L. (P)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3.30	\$700	3.30	\$2,310.00
Williams, Steven N. (P)	22.00	513.80	430.00	164.70	600.60	96.10	20.30	217.10	\$700	2,064.60	\$1,445,220.00
Barnett, Alex (A)	5.90	0.20	0.00	9.50	5.10	2.00	0.00	4.10	\$450	26.80	\$12,060.00
Carter, Juina (A)	0.00	2,343.50	0.00	0.00	0.00	0.00	0.00	0.00	\$400	2,343.50	\$937,400.00
Chang, Joyce (A)	0.00	12.50	0.00	0.00	0.00	0.00	0.00	0.00	\$375	12.50	\$4,687.50
Elias, Victor S. (A)	0.00	10.50	49.00	0.00	0.00	0.00	0.00	12.80	\$375	72.30	\$27,112.50
Goda, Hiromi (Rachel) (A)	12.00	573.00	0.00	0.00	0.00	0.00	0.00	0.00	\$400	585.00	\$234,000.00
Gross, Stuart G. (A)	9.00	0.00	24.50	0.00	0.00	0.00	0.00	13.60	\$375	47.10	\$17,662.50
Hwang, Jessica (A)	0.00	314.40	0.00	0.00	5.00	0.00	0.00	0.00	\$375	319.40	\$119,775.00
Kim, Gene W. (A)	15.40	584.50	172.50	0.00	2.80	0.00	0.00	34.90	\$375	810.10	\$303,787.50
Lambrinos, Demetrius (A)	0.00	2.70	0.00	0.00	0.00	0.00	0.00	0.30	\$450	3.00	\$1,350.00
Lane, Laura (A)	0.00	148.10	0.00	0.00	0.00	0.00	0.00	0.00	\$400	148.10	\$59,240.00
Liang, Aron K. (A)	0.00	1.50	27.60	0.00	0.00	0.00	0.00	1.50	\$400	30.60	\$12,240.00
LiCalsi, Joanna (A)	2.10	0.00	14.40	0.00	0.00	0.00	0.00	0.00	\$375	16.50	\$6,187.50
Mock, Mary (A)	0.00	0.00	14.80	0.00	0.00	0.00	0.00	0.00	\$375	14.80	\$5,550.00
Nishimura, Chikako (A)	0.00	135.50	0.00	0.00	0.00	0.00	0.00	0.00	\$400	135.50	\$54,200.00
Nozaki, Shinichi (A)	0.00	571.40	0.00	0.00	0.00	0.00	0.00	0.00	\$400	571.40	\$228,560.00
Ocku, Niki (A)	3.10	1.90	10.50	0.00	1.20	0.00	0.00	6.10	\$450	22.80	\$10,260.00
Ross, Trevor (A)	0.00	2,530.10	0.00	0.00	0.00	0.00	0.00	0.00	\$400	2,530.10	\$1,012,040.00
Schnarr, Brian M. (A)	0.00	114.20	29.70	0.00	28.30	0.00	0.00	14.40	\$375	186.60	\$69,975.00
Shannon, Gerard (A)	0.00	1,770.40	0.00	0.00	0.00	0.00	0.00	0.00	\$400	1,770.40	\$708,160.00
Siddiqui, Imtiaz (A)	6.10	362.50	209.50	44.50	110.60	0.00	0.00	260.00	\$450	993.20	\$446,940.00
Swartzberg, Neil J. (A)	0.70	0.00	0.00	0.00	0.00	0.00	0.00	1.00	\$450	1.70	\$765.00
Tran, Elizabeth (A)	4.60	14.00	51.90	0.00	0.00	0.00	0.00	8.40	\$375	78.90	\$29,587.50

Zapala, Adam (A)	45.70	941.50	699.70	141.50	654.10	32.50	0.00	100.50	\$450	2,615.50	\$1,176,975.00
Wilkinson, Sean (A)	0.00	236.00	0.00	0.00	0.00	0.00	0.00	0.00	\$375	236.00	\$88,500.00
Aronce, Zyres (PL)	14.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$225	14.00	\$3,150.00
Banis, Alexandra (PL)	0.00	42.00	0.00	0.00	0.00	0.00	0.00	1.00	\$225	43.00	\$9,675.00
Bott, Evan (PL)	0.00	217.90	0.00	0.00	20.00	0.00	0.00	0.60	\$225	238.50	\$53,662.50
Compesi, Marisa (PL)	3.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$225	3.00	\$675.00
Concepcion, Latoya (PL)	24.50	716.30	92.10	9.00	148.90	0.00	0.00	58.00	\$225	1,048.80	\$235,980.00
D'Elia, Laurie (A)	0.00	0.00	0.00	0.00	4.00	0.00	0.00	0.00	\$250	4.00	\$1,000.00
Deter, Erich (PL)	0.00	237.80	0.00	0.00	0.00	0.00	0.00	0.00	\$225	237.80	\$53,505.00
Doe, Brian (PL)	0.00	0.00	1.20	0.00	0.00	0.00	0.00	0.00	\$225	1.20	\$270.00
Engineer, Nirav (PL)	184.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$250	184.10	\$46,025.00
Garcia, Lasha (PL)	2.00	120.00	2.00	0.00	144.00	0.00	0.00	0.00	\$225	268.00	\$60,300.00
Grafilo, Mark (PL)	0.00	0.00	1.00	0.00	0.00	0.00	0.00	0.00	\$250	1.00	\$250.00
Lein, Kristen (PL)	0.00	9.00	0.00	0.00	0.00	0.00	0.00	0.00	\$225	9.00	\$2,025.00
Menzel, Patrick (PL)	29.60	2,239.80	271.90	72.40	187.40	5.70	0.00	220.00	\$250	3,026.80	\$756,700.00
Quackenbush, Kyle (PL)	4.50	582.10	7.50	12.00	80.40	5.00	0.00	10.10	\$225	701.60	\$157,860.00
Ryan, Molly (PL)	0.00	0.00	2.50	0.00	0.00	0.00	0.00	0.00	\$225	2.50	\$562.50
Schmidt, Jesse (PL)	14.10	2,487.60	0.00	0.00	0.00	0.00	0.00	0.00	\$225	2,501.70	\$562,882.50
Song, Jenny (PL)	13.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$225	13.00	\$2,925.00
Verducci, Jaclyn (PL)	11.50	25.60	39.50	0.00	9.60	0.00	0.00	2.20	\$250	88.40	\$22,100.00
Walker, Christina (PL)	131.50	93.10	34.70	0.00	0.00	0.00	0.00	43.90	\$225	303.20	\$68,220.00
Goodwin, Nicole (LC)	0.00	0.00	25.30	0.00	4.50	0.00	0.00	0.20	\$150	30.00	\$4,500.00
Sarapinian, Arsen (LC)	5.00	105.00	24.70	0.00	0.00	0.00	0.00	0.00	\$150	134.70	\$20,205.00
TOTALS	569.00	18,100.90	2,430.70	461.00	2,019.30	154.60	20.30	1,028.70		24,784.50	\$9,289,357.50
PREVIOUSLY SUBMITTED										6,044.01	\$2,027,685.08
GRAND TOTAL										18,740.49	\$7,261,672.42

EXHIBIT 2

COTCHETT, PITRE & McCARTHY, LLP

FREIGHT FORWARDERS A/T

Litigation Costs

Inception through August 15, 2015

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Assessments thru 8/27/15	\$ 441,100.00
Court Costs	\$ 48.75
Document Production	\$ 3,727.51
Federal Express; OnTrac Overnight	\$ 2,656.52
Hearing Transcript	\$ 737.71
Lexis/Nexis	\$ 7,054.26
Miscellaneous	\$ 18.47
In-house Photocopies	\$ 12,179.70
Postage	\$ 716.26
Telephone/Fax	\$ 1,055.73
Travel	\$ 95,107.00
TOTAL LITIGATION COSTS OUTSTANDING	\$ 564,401.91