

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 (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 W. JOSEPH BRUCKNER IN SUPPORT OF
PLAINTIFFS' PETITION FOR ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES FILED ON BEHALF OF
LOCKRIDGE GRINDAL NAUEN P.L.L.P.**

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

1. I am a Partner of the law firm of Lockridge Grindal Nauen P.L.L.P. This Court has appointed my firm as Interim Co-Lead Counsel for Plaintiffs and the Plaintiff Class in this litigation. I submit this Declaration in support of Plaintiffs' Lead Counsel's Petition for a Second Interim Award of Attorneys' Fees and Reimbursement of Expenses, filed simultaneously herewith.

2. The Joint Declaration In Support of Co-Lead Counsel's Petition for a Second Interim Award of Attorneys' Fees and Reimbursement of Expenses ("Joint Declaration"), submitted simultaneously herewith, provides a comprehensive overview of the efforts which my firm, the other three Co-Lead Counsel firms, and other Plaintiffs' counsel have expended in this litigation on behalf of the Plaintiff Class. I submit this separate declaration to attest to the time expended and expenses incurred by my firm in connection with this litigation, and to my firm's recording of that time and those expenses.

3. As Plaintiffs' Co-Lead Counsel my firm has been extensively involved in all aspects of the case. Following is an abbreviated and summary list of those activities by my firm.

We have led or been materially involved in:

- Drafting Plaintiffs' complaint and amended complaints,
- Responding to Defendants' several motions to dismiss Plaintiffs' complaints,
- Thoroughly investigating the Freight Forwarding industry,
- Regularly consulting with my firm's own clients and many other Plaintiffs and absent class members,
- Researching, analyzing, collecting, preserving and organizing information and documents from Plaintiffs, including reviewing their documents and ESI to prepare them for production,
- Coordinating service of complaints,
- Conferring with Co-Lead Counsel and Plaintiffs' Counsel regarding case projects, assignments and strategies,
- Drafting and serving discovery on Defendants, and preparing and serving Plaintiffs' responses to discovery,
- Deposing many witnesses in locations in the United States, Asia and Europe,
- Defending Plaintiff depositions,
- Interviewing many Defendant witnesses as part of post-settlement cooperation,
- Negotiating several settlements, including many mediation sessions which eventually led to several of the settlements reached in this case,
- Arranging and leading pre-settlement attorney proffers and meetings,
- Drafting, negotiating and finalizing several settlement agreements and related administrative agreements,
- Preparing all necessary motion papers regarding preliminary and final approval of settlements, conferring with class members regarding settlements and responding to objections to the settlements,
- Supervising claims administration and regularly communicating with class members regarding same,
- Coordinating, drafting and finalizing class notice announcements,
- Coordinating, drafting and finalizing the Court's approved plan of allocation and related projects,

- Preparing and arguing several motions before Judge Gleeson and Magistrate Judge Poholrelsky, and appearing before the Magistrate Judge regularly for Court status conferences,
- Researching class member information for purposes of class notice, and
- Conferring and negotiating with intervenors and objectors to the Schenker settlement.

These activities and more are discussed in depth in the Joint Declaration.

4. Attached 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. The lodestar calculation is based on my firm's current hourly billing rates, except for work done on document review which is capped at \$400 per hour. The lodestar time in Exhibit 1 is from inception through August 15, 2015 except for time which my firm submitted in the first interim fee petition to this Court, filed on September 10, 2013.¹

5. 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 27,822.00 hours. The total lodestar for my firm is \$13,784,900.00. 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.


¹ That first interim fee petition can be found at ECF Nos. 835 through 838, 874, and 875 through 875-11. My declaration describing my firm's time and expenses submitted in that prior petition can be found at ECF No. 875.

6. As detailed in Exhibit 2, my firm has incurred a total of \$593,673.60 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.

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 2nd day of September 2015 at Minneapolis, Minnesota.



W. Joseph Bruckner

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: Lockridge Grindal Nauen P.L.L.P.

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

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|--|---|----------------|----------------|
| (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
Richard A. Lockridge (P)	0.75	4.25	13.75	0.25	5.25	0.75		5.75	\$825	30.75	\$25,368.75
W. Joseph Bruckner (P)	58.25	1,066.50	784.00	354.00	865.25	141.50		202.25	\$800	3,471.75	\$2,777,400.00
Charles N. Nauen (P)	8.25	0.50	1.50					2.00	\$810	12.25	\$9,922.50
Robert J. Schmit (P)	0.25	985.75	231.50	0.50	3.25	4.50		0.25	\$725	1,226.00	\$888,850.00
Robert J. Schmit (P) Document Review Rate Cap Time		169.50							\$400	169.50	\$67,800.00
Heidi M. Siltan (P)	34.25	1,888.50	1,316.00	137.75	543.50	11.50	2.25	231.75	\$725	4,165.50	\$3,019,987.50
Karen H. Reibel (P)	1.25	5.25							\$740	6.50	\$4,810.00
Robert K. Shelquist (P)	1.25								\$760	1.25	\$950.00
Christopher K. Sandberg (P)		6.25	3.50						\$675	9.75	\$6,581.25
Elizabeth R. Odette (P)		6.50	2.25						\$500	8.75	\$4,375.00
Craig S. Davis (A)	24.75	1,290.75	1,396.50	136.75	533.75	26.25	4.50	134.75	\$500	3,548.00	\$1,774,000.00
Anna M. Horning Nygren (A)		1,189.00	94.25	3.50	168.00	0.75		7.50	\$475	1,463.00	\$694,925.00
Kristen G. Marttila (A)		696.50	173.00	32.50	281.50	7.25			\$500	1,190.75	\$595,375.00
David W. Asp (A)			49.75						\$500	49.75	\$24,875.00
Brian D. Clark (A)		0.25	7.25						\$475	7.50	\$3,562.50
Devona L. Wells (A)		75.50	58.75			11.50			\$450	145.75	\$65,587.50
Kate M. Baxter-Kauf (A)		5.25	16.50		15.00	0.25			\$450	37.00	\$16,650.00
Scott A. Moriarity (A)		15.50	34.75						\$500	50.25	\$25,125.00
Julie A. Strother (A)		3.75	0.25						\$500	4.00	\$2,000.00
Matthew R. Salzwedel (P)		0.25	41.75					5.50	\$500	47.50	\$23,750.00
Matthew R. Salzwedel (A)	65.75		146.50	1.00	1.00			7.25	\$500	221.50	\$110,750.00
Reid R. LeBeau (A)	15.00		32.00					2.50	\$500	49.50	\$24,750.00
Lisa M. Pollard (A)	3.75		99.75					0.75	\$500	104.25	\$52,125.00
Simeon A. Morbey (A)		3,401.25	21.25		15.50				\$325	3,438.00	\$1,117,350.00
Matthew S. Krohn (A)		1,972.00	73.50			80.00			\$325	2,125.50	\$690,787.50
Jacob M. Saufley (A)		1,793.00			143.00				\$325	1,936.00	\$629,200.00

Valerie K. Hoiness (A)		156.00	3.75						\$325	159.75	\$51,918.75
Rachel J. Christiansen (A)		280.50			8.00				\$325	288.50	\$93,762.50
Fawn L. Widerson-Legros (A)		900.50			119.00				\$325	1,019.50	\$331,337.50
Susan M. Del Monte (A)		757.75			14.75				\$325	772.50	\$251,062.50
Elizabeth M. Sipe (PL)	52.75	415.00	480.50	73.00	196.00	3.00		362.25	\$200	1,582.50	\$316,500.00
Carey R. Johnson (PL)			1.00		0.25				\$200	1.25	\$250.00
Heather N. Potteiger (PL)			3.00						\$200	3.00	\$600.00
Sherri L. Juell (PL)		1.00							\$200	1.00	\$200.00
Kathy J. Kelly (LI)		1.00	4.50						\$85	5.50	\$467.50
Rick N. Linsk (LC)	3.25								\$175	3.25	\$568.75
Kate M. Baxter-Kauf (LC)		8.50	46.00						\$175	54.50	\$9,537.50
Devona L. Wells (LC)			32.50						\$175	32.50	\$5,687.50
T. James Power (LC)		39.00	26.75						\$175	65.75	\$11,506.25
Joseph J. Schauer (LC)			5.25						\$175	5.25	\$918.75
Mark Tsoi (LC)			9.50						\$175	9.50	\$1,662.50
Courtney M. Blanchard (LC)			6.50						\$175	6.50	\$1,137.50
Rachel A. Kitze (LC)			15.25						\$175	15.25	\$2,668.75
Sahr. A. Brima (LC)			3.00		63.50	3.00			\$175	69.50	\$12,162.50
Amanda M. Sicoli (LC)		17.25	36.50						\$175	53.75	\$9,406.25
Carolyn E. Isaac (LC)			10.50						\$175	10.50	\$1,837.50
Tessa K. Thompson (LC)		0.25	8.25						\$175	8.50	\$1,487.50
Arielle A. Dagen-Sunsdahl (LC)		2.00	37.25						\$175	39.25	\$6,868.75
Stephen M. Owens (LC)		40.75							\$175	40.75	\$7,131.25
Elizabeth C. Scheibel (LC)			53.50						\$175	53.50	\$9,362.50
										0.00	\$0.00
TOTALS	269.50	17,195.50	5,381.75	739.25	2,976.50	290.25	6.75	962.50		27,822.00	\$13,784,900.00

EXHIBIT 2

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: Lockridge Grindal Nauen P.L.L.P.

Time Period: Inception through August 15, 2015

(does not include expenses submitted in first interim fee petition filed on September 10, 2013)

Type of Expense	Cumulative Total
Assessments to Common Cost Litigation Fund	\$405,000.00
Commercial Copies	\$402.69
Internal Reproduction / Copies	\$7,690.95
Court Costs & Filing Fees	\$225.00
Court Reporters & Transcripts	
Computer Research	\$38,539.81
Telephone & Fax	\$8,271.74
Postage / Express Delivery / Messenger	\$3,285.58
Professional Fees (expert, investigator, accountant, etc.)(describe)(industry consultants)	\$1,524.90
Witness / Service Fees	
Travel: Air Transportation, Ground Travel, Meals, Lodging, etc.	\$123,830.68
Clerical Overtime	
Miscellaneous (Describe)(Food & Beverage Expenses, Parking Expenses, Certificates of Good Standing, Database Access Software Licenses)	\$4,902.25
TOTAL EXPENSES	\$593,673.60