

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

<p>PRECISION ASSOCIATES, INC., <i>et al.</i>, Plaintiffs, v. PANALPINA WORLD TRANSPORT (HOLDING) LTD., <i>et al.</i> Defendants.</p>	<p>CASE NO. 08-CV-00042 (JG)(VVP)</p>
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**[PROPOSED] ORDER GRANTING CO-LEAD
COUNSEL’S PETITION FOR A SECOND INTERIM AWARD OF
ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES**

This Court, having considered Co-Lead Counsel’s Petition for a Second Interim Award of Attorneys’ Fees and Reimbursement of Expenses (the “Motion”) and memorandum in support thereof, after a duly noticed hearing, hereby finds that:

1. The Motion seeks a total award of attorneys’ fees of \$42,246,681.08, or 25% of the Total Available Settlement Fund, comprising (a) one payment of \$40,684,181.08 payable now from existing cash in the Settlement Fund; and subsequent attorneys’ fee awards of (b) \$250,000.00 to be paid upon the Final Approval of the Geodis settlement; (c) \$1,250,000.00 to be paid fifteen business days after the Final Approval of the Agility settlement; and (d) \$62,500.00 to be paid from the Jet Speed settlement on May 8, 2016. Co-Lead Counsel also seek an order awarding \$4,046,323.05 in unreimbursed costs and expenses incurred to date during the pendency of this action.

2. The amount of attorneys’ fees requested is fair and reasonable under the percentage-of-the-fund method, which is confirmed by a lodestar “cross-check.”

3. The attorneys' fees requested were entirely contingent upon a successful outcome for the Class. The risk undertaken by Class Counsel was significant, especially considering that Co-Lead Counsel developed the case on their own long before any government complaints, with all the risks of *Twombly*, complex foreign discovery, summary judgment, class certification, trial and collecting on judgments against foreign defendants, with complex legal theories advanced in the case, and vigorous efforts by experienced defense counsel to defeat this litigation on motions to dismiss.

4. In addition to risking time and effort, Class Counsel have paid substantial costs and expenses in connection with the prosecution of the litigation for the benefit of the Class with no guarantee of reimbursement.

5. An award of 25% of the Total Available Settlement Fund is reasonable and warranted for the reasons set forth in the Memorandum in Support of Co-Lead Counsel's Petition for a Second Interim Award of Attorneys' Fees and Reimbursement of Expenses (the "Memorandum"), including, but not limited to, the following: the outstanding result obtained for the Class; the diligent investigation and prosecution of the case by Class Counsel, including voluminous briefing, discovery, extensive fact interviews, and substantial research into the freight forwarding industry; and the risks faced throughout the litigation, which existed from the outset and continue today.

6. Therefore, upon consideration of the Motion and accompanying Memorandum, and based upon all matters of record in this action, the Court hereby finds that: (1) the requested attorneys' fees are warranted and just; and (2) the requested expenses were necessary, reasonable, and proper.

Having considered Co-Lead Counsel's Petition for a Second Interim Payment of Attorneys' Fees and Reimbursement of Expenses,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. Co-Lead Counsel are awarded attorneys' fees in the total amount of \$42,246,681.08, to be paid follows:

- a. Co-Lead counsel are awarded \$40,684,181.08, to be paid immediately from funds currently paid into the Settlement Fund;
- b. Co-Lead counsel are awarded \$250,000.00, to be paid upon Final Approval of the Geodis settlement from the final portion of the settlement proceeds (\$1,000,000.00) scheduled to be paid into the Settlement Fund by Geodis at that time;
- c. Co-Lead counsel are awarded \$1,250,000.00, to be paid fifteen days after Final Approval of the Agility settlement, or on January 4, 2016, whichever is later, from the final portion of the settlement proceeds (\$5,000,000.00) scheduled to be paid into the Settlement Fund by Agility at that time; and
- d. Co-Lead counsel are awarded \$62,500.00, to be paid on May 8, 2016, from the final portion of the settlement proceeds (\$250,000) scheduled to be paid into the Settlement Fund by Jet Speed at that time; and

2. Except as indicated otherwise in Paragraph 1. b-d above, the awarded attorneys' fees shall be paid pro rata from the Settlement Funds.

3. Co-Lead Counsel are awarded \$4,046,323.05 as remuneration for their unreimbursed costs and expenses incurred during the course of the litigation. The award of reimbursement of expenses shall be paid pro rata from the Settlement Funds.

4. The awarded attorneys' fees and reimbursed expenses shall be equitably distributed among Class Counsel by Co-Lead Counsel in a good-faith manner that in Co-Lead Counsel's judgment reflects each individual Class Counsel's contribution to the institution, prosecution, and resolution of the litigation.

5. The Court finding no just reason for delay, this Order shall be entered as of this date pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

This ____ day of _____, 2015.

HONORABLE JOHN GLEESON
UNITED STATES DISTRICT JUDGE