

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

PRECISION ASSOCIATES, INC., et al., on
behalf of themselves and all others similarly
situated,

Plaintiffs,

vs.

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

Defendants.

Case No.: 08-CV-00042 (BMC) (PK)

**DECLARATION OF KRAFT CHEMICAL COMPANY IN SUPPORT OF MOTION
FOR APPROVAL OF SERVICE AWARDS TO CLASS REPRESENTATIVES**

I, Richard Kraft, being duly sworn, hereby declare as follows:

1. I am the primary contact for Kraft Chemical Company (hereinafter also referred to as “Kraft Chemical”), a Class Representative in this matter, represented by Class Counsel.
2. I am submitting this Declaration in support of Class Counsel’s Motion for Approval of Service Awards to Class Representatives. If asked to testify, I could competently testify to the facts set forth in this Declaration.
3. This declaration is based upon my personal knowledge and/or experience.
4. At no time did Class Counsel or anyone ever promise me or my company any type of financial compensation for my work as a named class representative, or otherwise, beyond what my company would receive as its share as a Class Member of any settlement or judgment achieved.

5. Kraft Chemical Company has always understood that whether it received a service award, and its amount, would be decided by the Court in its discretion. No one promised Kraft Chemical Company or me a service award of any amount.

6. I reside in Highland Park, Illinois and I am employed by and the current President of Kraft Chemical Company, Melrose Park, IL, a business that engages in the international supply and distribution of chemicals, specialty ingredients and products used in industrial, food, pharmaceutical and other applications. The freight forwarding and delivery of products is typically a time-sensitive issue in Kraft Chemical's industry and involves hands-on efforts by Kraft Chemical employees who are often contending with transactions in foreign countries operating in different time zones and with different import and export rules and procedures.

7. Kraft Chemical Company and I first became involved in this case on or around November 15, 2012, when Kraft Chemical Company filed a class action lawsuit against freight forwarders alleging a conspiracy to fix, maintain and stabilize the price of Freight Forwarding Services, including various surcharges.

8. As part of Kraft Chemical Company's duties as a Class Representative I and other Kraft Chemical employees consulted with our attorneys and stayed abreast of the status of the litigation.

9. These efforts included telephone calls, e-mails and meetings with Kraft counsel along with my review of numerous filings with the Court and other papers. [The obligation to respond to our lawyer's questions and to assemble information and documents fell upon persons in the company who had diverse responsibilities and who were usually very busy dealing with their daily assignments. Moreover, many of the individuals with class-period knowledge were no longer employed with the company, necessitating increased amounts of my personal time,

including in conferring with current and former employees to ascertain and convey relevant information. Therefore, the time spent obtaining information for this case often pulled me and certain of our employees away from regular work responsibilities and they therefore had to juggle these tasks as best they could to meet our responsibilities as a class representative and to our regular clients who operated in a time sensitive environment.]

10. In addition, Kraft Chemical Company and I responded to Defendants' discovery requests by, among other things, discussing those requests with our counsel, searching through business records multiple times to locate documents [and seeking to obtain documents or electronic data from former employees that were no longer in my control and] responsive to Defendant's document requests. In total, we responded to 166 document requests. As a result of these efforts, we ultimately produced 52,821 pages of documents in this litigation, some electronically stored and some consisting of paper records that had to be searched for manually from Kraft Chemical's file storage. I estimate that these document production efforts, including the review of requests, the search for and production of Kraft Chemical's responsive documents, the review of the responses to the requests and related discussions with counsel, took me and members of my company at least 45 hours and, at times, necessitated such activity in lieu and disruption of other then-current activities needed in the course of performing and maintaining Kraft Chemical's daily operations.

11. In addition to Defendants' voluminous document requests, Kraft Chemical Company responded to 26 different interrogatories, which were served in multiple sets by different Defendants. I estimate that these efforts in responding to interrogatories took me and members of my company about/at least 8hours.

12. In addition, Kraft Chemical Company was deposed in this litigation. I as the designee from our company appeared for a Rule 30(b)(6) deposition. The topics for which we were required to prepare and provide testimony were quite extensive. These were the topics:

- (a) The Surcharges, including their implementation and any communications with providers of Freight Forwarding Services referring or relating to Surcharges
- (b) The particular claims in the CTAC that You are asserting against DHL.
- (c) The factual allegations in the CTAC and the source of each allegation, including the date you learned of each fact.
- (d) Your use of Freight Forwarding Services during the Relevant Period, including the routes on which you used Freight Forwarding Services, the type of freight involved, the freight forwarders that you used, and your strategy and/or procedures for procuring Freight Forwarding Services.
- (e) Your contracts or agreements with any Defendant named in the CTAC regarding, relating to, or bearing upon Freight Forwarding Services or Surcharges.
- (f) The persons responsible for purchasing Freight Forwarding Services on Your behalf, their job titles and responsibilities.
- (g) The persons with whom You had contact regarding purchases of Freight Forwarding Services.
- (h) The systems that You use to track Your purchases of Freight Forwarding Services and to store records associated with those purchases and the information that those systems record.
- (i) The names of persons You identify as potential suppliers of Freight Forwarding Services.
- (j) Your corporate structure or organization, including the relationship between You and Your parents, subsidiaries, affiliates, partners, and joint ventures, and, where applicable, the percentage of any stock or other interests owned by each entity in the chain of another entity in the chain.
- (k) Your document retention policies.
- (l) Your participation in this lawsuit, including the date on which you first contemplated bringing the claims in this lawsuit or substantially similar claims.

13. Because of the numerous deposition topics, preparation for the depositions was very time consuming, requiring the collection of information from several employees within the company, one or more former employees, and the review of extensive company records to be prepared to answer deposition questions. Prior to the Kraft Chemical deposition, I, as our individual and 30(b)(6) deponent, met with counsel on several occasions and had telephone conversations to prepare for the deposition.

14. On June 3, 2015 I traveled from my home in the Chicago, Illinois area to New York, New York for final deposition preparations with my counsel and to be deposed. As part of this process I was required to take three days off of work. To prepare for my deposition I reviewed numerous documents, [engaged in multiple telephone conferences with my counsel, met with four other Kraft Chemical employees, spoke with a former officer of Kraft Chemical], and met with my counsel in Chicago, Illinois and in New York, New York. I proceeded to testify at my deposition, on June 4, 2015. My deposition began at 10:00 a.m. EST and ended at 7:35 p.m. EST. Due to the late hour at which the deposition concluded, I was caused to stay over in New York and returned to the Chicago area by airplane the next morning. Following the deposition, I received a copy of the transcript--which I was asked to review, provide potential corrections to my counsel, and execute.

15. Due to the complexity of the issues and the breadth and nature of Kraft Chemical's numerous international freight forwarding purchases during the class period, preparation for the deposition was extensive and time consuming. Kraft Chemical and I spent over 60 hours traveling and preparing for, undergoing deposition, and reviewing the transcript as part of the deposition process in this case. Deposition preparation involved ten or more meetings and conference calls with counsel, discussions with other Kraft Chemical employees, and the review of extensive email communications regarding freight shipments, invoices and other documents—a process that interrupted my every-day responsibilities and the active daily work of the other Kraft Chemical employees involved in such discussions.

16. As Class Representative, numerous hours were also spent conferring with counsel on the status of the litigation, regarding the nature and nuances of the freight forwarding business, Kraft Chemical's relevant personnel, its computer and file storage systems, the

defendants, and other topics. To date I estimate that Kraft Chemical Company has spent approximately 140 hours of time as Class Representative. As I am one of the only current employees of Kraft Chemical Company who was also employed by the Kraft Chemical during the relevant period, I was the most knowledgeable on the historic personnel, processes, transactions and documentation, as well as the handling and daily use and administration of freight forwarding services by the company. Accordingly, my time during the pendency of this lawsuit was consistently taxed from those duties when involvement in the litigation was required. Many of the duties could not be delegated as others lacked the background and knowledge of the company's freight forwarding vendors, practices and business during the relevant period.

17. As part of its primary business, Kraft Chemical Company globally sources significant quantities of, pharmaceutical, industrial and food industry chemicals, solvents, and ingredients into the United States and also conducts certain similar international exports. Annual revenue for the acquisition and delivery of such products is in the millions of dollars and it took gumption and principle on Kraft Chemical's part to act as a representative plaintiff in this matter and to bring suit against a group of companies on which Kraft Chemical Company is reliant for the delivery of its product. Fear of retaliation by Defendants was an ever-present concern.

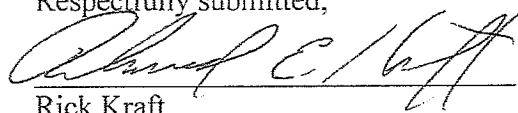
18. Although proud to undertake the role of representative plaintiff, the time and effort involved in that role, and the realities of bringing suit against one or more of our vendors, was a stressful experience for the company. The leadership of Kraft Chemical Company believes strongly in an honest, free market system, disfavors supplier conspiracies that impact Kraft Chemical's business, and always believed that the Class should have appropriate representation and that Kraft Chemical Company should do its part to pursue a remedy for itself and all similarly situated victims.

19. In light of Kraft Chemical Company's commitment and extensive efforts which benefitted the Class, Kraft Chemical Company respectfully suggests that an additional Incentive Award would be fair.

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

Dated: August 19, 2016

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Rick Kraft", written over a horizontal line.

Rick Kraft
President
Kraft Chemical Company