

**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 ZETA PHARMACEUTICALS LLC, IN SUPPORT OF CLASS
COUNSEL'S MOTION FOR APPROVAL OF SERVICE AWARDS TO CLASS
REPRESENTATIVES**

I, PAUL HARPER, being duly sworn, hereby declare as follows:

1. I am the primary contact for Zeta Pharmaceuticals LLC ("Zeta"), 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. Zeta 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 Zeta or me a service award of any amount.

6. I reside in Huntsville, Alabama, where I am employed by Zeta Pharmaceuticals LLC, a business that engages in pharmaceutical brokerage.

7. Zeta and I first became involved in this case on or around September 2012, and Zeta Pharmaceuticals LLC was named as a class representative in mid-November 2012 in the Third Amended Class Action Complaint, alleging a conspiracy to fix, maintain and stabilize the price of Freight Forwarding Services, including various surcharges.

8. As part of Zeta's duties as a Class Representative, I consulted regularly with our attorneys from then until the conclusion of the litigation, to stay abreast of the status of the litigation.

9. These efforts included numerous telephone calls, e-mails and meetings with my 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. Therefore, the time spent obtaining information for this case sometimes pulled 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, Zeta Pharmaceuticals LLC and I responded to Defendants' discovery requests by, among other things, discussing those requests with our counsel, searching through business records multiple times and in locations in two separate states to locate documents

responsive to Defendant's document requests. In total, we responded to 166 document requests. As a result of these efforts, Zeta ultimately produced 61,642 pages of documents in this litigation from separate locations in New Jersey and Alabama. I estimate that these document production efforts took me and employees of my company at least 60 hours work and approximately \$750 in outsourcing and computer assistance. In addition to Defendants' voluminous document requests, Zeta 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 employees of Zeta at least 15 hours.

11. In addition, Zeta Pharmaceuticals LLC was deposed in this litigation. I was the designee from our company who 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 Zeta was asserting against DHL.
- (c) The factual allegations in the CTAC and the source of each allegation, including the date Zeta learned of each fact.
- (d) Zeta's use of Freight Forwarding Services during the Relevant Period, including the routes on which it used Freight Forwarding Services, the type of freight involved, the freight forwarders that it used, and its strategy and/or procedures for procuring Freight Forwarding Services.
- (e) Zeta's 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 Zeta's behalf, their job titles and responsibilities.
- (g) The persons with whom Zeta had contact regarding purchases of Freight Forwarding Services.
- (h) The systems that Zeta used to track its 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 Zeta identified as potential suppliers of Freight Forwarding Services.
- (j) Zeta's corporate structure or organization, including the relationship between it and its 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) Zeta's document retention policies.
- (l) Zeta's participation in this lawsuit, including the date on which it first contemplated bringing the claims in this lawsuit or substantially similar claims.

12. Because of the numerous deposition topics, preparation for the deposition was very time consuming, requiring the collection of additional information from employees within the company and the review of company records to be prepared to answer deposition questions. Prior to the deposition, I met with counsel and had numerous telephone conversations to prepare for the deposition, including at times I was out of the country on business.

13. On May 18, 2015, I traveled from Shanghai, China, where I was meeting with clients and customers, to New York City, to prepare with my counsel for my deposition and to be deposed. As part of this process I missed two full days of work, not including travel time. Zeta paid my airfare and did not seek reimbursement from our counsel in this case. To prepare for my deposition I reviewed numerous documents, engaged in multiple telephone conferences with my counsel, communicated by telephone with other Zeta employees, and met with my counsel in New York on May 19. I proceeded to testify at my deposition, on May 20, 2015. My deposition began at 10:00 a.m. and ended at 6:33 pm. The deposition was extremely contentious and distasteful, particularly since I was jet-lagged from flying from China. It seemed as if they were dragging it out simply to add to my discomfort. Following the completion of my deposition, I stayed in New York City for the weekend and then returned to Huntsville, Alabama, where Zeta is currently located. Subsequent to the deposition, I received a copy of the transcript, which I was asked to review, provide potential corrections to my counsel, and execute. I spent approximately 45 hours traveling, preparing, and being examined, and reviewing the transcript as part of the deposition process in this case.

14. To date I estimate that Zeta Pharmaceuticals LLC has spent 120 or more hours of time as Class Representative. All of these hours are time I and my employees could have devoted to my business

15. Zeta was aware from the outset that other plaintiffs had filed cases, and Zeta could have simply relied on those efforts, but Zeta was advised that their participation could be important and felt strongly that the Class should have the best and most advantageous representation possible.

16. In light of its extensive efforts, which benefitted the Class, Zeta Pharmaceuticals LLC respectfully suggests that a Service Award to reimburse Zeta for its time and efforts on behalf of the Class 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 5, 2016

Respectfully submitted,

Paul M. Harper

/s/ PAUL HARPER
Member, Zeta Pharmaceuticals, LLC