

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*,
on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF CO-LEAD COUNSEL ERIC L. CRAMER, ESQ. IN SUPPORT
OF (1) PLAINTIFFS' UNOPPOSED MOTION FOR AN AWARD
OF ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES,
AND PAYMENT OF SERVICE AWARDS TO THE CLASS REPRESENTATIVES AND
(2) PLAINTIFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT**

Eric L. Cramer, being duly sworn, deposes and says as follows:

1. I, Eric L. Cramer, am a managing shareholder in the law firm of Berger & Montague, P.C. ("B&M"), where I have worked as an attorney since 1995. My firm, along with Lieff, Cabraser, Heimann & Bernstein, LLP, and Quinn Emanuel Urquhart & Sullivan, LLP has served, pursuant to the Court's April 26, 2007 Order (Dkt. 12), as interim Co-Lead Counsel for the class.¹ On March 17, 2014, the Court entered its Preliminary Approval Order (Dkt. 705), which, among other things, appointed the three interim Co-Lead Counsel firms as Plaintiffs'

¹ In its April 26, 2007 Order (Dkt. 12), as amended by a February 1, 2008 Order (Dkt. 50), the Court appointed Berger & Montague, P.C., Lieff Cabraser Heimann & Bernstein, LLP, and Quinn Emanuel Urquhart & Sullivan, LLP as interim Co-Lead Counsel, and established an Executive Committee comprised of the Co-Lead Counsel plus the Law Offices of David Balto, Law Offices of Joshua P. Davis, and McCulley McCluer PLLC.

Plaintiffs' Co-Lead Class Counsel for the certified Settlement Class² in the above-captioned matter.³ I shall refer to all three firms collectively as "Plaintiffs' Co-Lead Class Counsel" below.

2. I submit this declaration on behalf of Plaintiffs' Co-Lead Class Counsel and other counsel for the Settlement Class,⁴ in support of Plaintiffs' Unopposed Motion for An Award of Attorneys' Fees, Reimbursement of Expenses, and Payment of Service Awards to the Class Representatives (being filed concurrently herewith), and also in support of Plaintiffs' Motion for Final Approval of Settlement, which will be filed on or before June 16, 2014.⁵ I make this declaration based on personal knowledge and also based on the declarations of Class Counsel (Exhibits 1-19 hereto⁶), declarations of representatives of truck stop Buying Groups (Exhibits 20-23 hereto⁷), and the declarations of the four Class Representatives (Exhibits 24-27 hereto⁸).

² Certain capitalized terms used in this declaration are defined in Section I of the Settlement Agreement.

³ This Court certified the following class (the "Settlement Class"): "All owners and operators of Truck Stops or other Retail Fueling Facilities with at least one physical location in the United States that paid Merchant Transaction Fees directly to Comdata on Comdata Proprietary Transactions and that were calculated based on a percentage of the face amount of the transaction during the Settlement Class Period with the exception of Mobile Fuelers, Wilco-Hess locations, the Pilot Defendants, the TA Defendants, and Love's and any of the parents, subsidiaries, affiliates, franchisees or employees of any of the Defendants." Preliminary Approval Order at ¶4.

⁴ The following firms contributed to the prosecution of this litigation on behalf of Plaintiffs and the Settlement Class: Law Office of David Balto, Law Office of Joshua P. Davis, McCulley McCluer PLLC, Barrack Rodos & Bacine, Faruqi & Faruqi, LLP, Gustafson Gluek PLLC, Heins, Mills & Olson P.L.C., Joseph Saveri Law Firm, Inc., Kaplan, Fox & Kilsheimer LLP, NastLaw LLC, Reinhardt Wendorf & Blanchfield, Shepherd Finkelman Miller & Shah LLP, Spector Roseman Kodroff & Willis P.C., Taus Cebulash & Landau LLP, Wolf Haldenstein Adler Freeman & Herz LLP, and Zarwin Baum DeVito Kaplan Schaer & Toddy, P.C. ("Class Counsel").

⁵ The Class Representatives are: Marchbanks Truck Service, Inc., d/b/a Bear Mountain Travel Stop ("Marchbanks Truck Service"), Gerald F. Krachey d/b/a Krachey's BP South ("Krachey"), Walt Whitman Truck Stop, Inc. ("Walt Whitman"), and Mahwah Fuel Stop ("Mahwah") (collectively "Class Representatives" or "Plaintiffs").

⁶ Declaration of Eric L. Cramer, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 24, 2014 (Berger & Montague, P.C.) ("B&M Decl.")(Exh. 1); Declaration of Stephen R. Neuwirth, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 28, 2014 (Quinn Emanuel Urquhart & Sullivan, LLP) ("Neuwirth Decl.")(Exh. 2); Declaration of Eric B. Fastiff, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 24, 2014 (Lieff, Cabraser, Heimann & Bernstein, LLP) ("Fastiff Decl.")(Exh. 3); Declaration of David A. Balto, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 8, 2014 (Law Offices of David Balto) ("Balto Decl.")(Exh. 4); Declaration of Joshua P. Davis, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and

3. I have personally participated in all material aspects of this litigation, including its investigation before it was filed. As Plaintiffs' Co-Lead Class Counsel, I have been responsible, along with my fellow Co-Leads, for drafting the complaints, overseeing the filing of all of the pleadings in this case, the litigation of this class action and the negotiation of the settlement with Comdata, Ceridian, the TA Defendants, the Pilot Defendants and Love's.⁹ I am fully familiar with the facts set forth herein.

Reimbursement of Expenses, dated April 7, 2014 (Law Offices of Joshua P. Davis) ("Davis Decl.") (Exh. 5); Declaration of Stuart H. McCluer, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 2, 2014 (McCulley McCluer PLLC) ("McCluer Decl.") (Exh. 6); Declaration of Gerald J. Rodos, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 4, 2014 (Barrack, Rodos & Bacine) ("Rodos Decl.") (Exh. 7); Declaration of Peter Kohn, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 7, 2014 (Faruqi & Faruqi, LLP) ("Kohn Decl.") (Exh. 8); Declaration of Jason S. Kilene, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 2, 2014 (Gustafson Gluek PLLC) ("Kilene Decl.") (Exh. 9); Declaration of David Woodward, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 1, 2014 (Heins, Mills & Olson, P.L.C.) ("Woodward Decl.") (Exh. 10); Declaration Joseph R. Saveri, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 17, 2014 (Joseph Saveri Law Firm, Inc.) ("Saveri Decl.") (Exh. 11); Declaration of Richard J. Kilsheimer, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 4, 2014 (Kaplan, Fox & Kilsheimer LLP) ("Kilsheimer Decl.") (Exh. 12); Declaration of Dianne M. Nast, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 4, 2014 (NastLaw LLC) ("Nast Decl.") (Exh. 13); Declaration of Garrett D. Blanchfield Jr., Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 1, 2014 (Reinhardt Wendorf & Blanchfield) ("Blanchfield Decl.") (Exh. 14); Declaration of Natalie Finkelman Bennett, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 16, 2014 (Shepherd, Finkelman, Miller & Shah, LLP) ("Bennett Decl.") (Exh. 15); Declaration of Eugene Spector, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 7, 2014 (Spector Roseman Kodroff & Willis, P.C.) ("Spector Decl.") (Exh. 16); Declaration of Barry S. Taus, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 7, 2014 (Taus, Cebulash & Landau, LLP) ("Taus Decl.") (Exh. 17); Declaration of Fred Taylor Isquith, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 7, 2014 (Wolf Haldenstein Adler Freeman & Herz LLP) ("Isquith Decl.") (Exh. 18); and Declaration of Norman P. Zarwin, Esq. in Support of Plaintiffs' Application for an Award of Attorneys' Fees and Reimbursement of Expenses, dated April 16, 2014 (Zarwin Baum DeVito Kaplan Schaer & Toddy, P.C.) ("Zarwin Decl.") (Exh. 19).

⁷ Declaration of Kelly Rhinehart of Roady's Truck Stops ("Roady's"), dated April 21, 2014 ("Rhinehart Decl."), Declaration of Steven Allen of AMBEST, dated April 21, 2014 ("Allen Decl."), Declaration of Marsha Bird of North American Truck Stop Network ("NATSN"), dated April 15, 2014 ("Bird Decl."), Declaration of Burton Newman, Sr. of Professional Transportation Partners, L.L.C. ("PTP"), dated April 19, 2014 ("Newman Decl."), copies of which are attached as Exhibits 20-23, respectively.

⁸ Declaration of William Patrick Marchbanks, dated April 22, 2014 ("Marchbanks Decl."); Declaration of Douglas Krachey, dated April 28, 2014 ("Krachey Decl."); Declaration of David Silverman, dated April 28, 2014 ("Silverman Decl."); Declaration of Alynne Rosenfarb, dated April 29, 2014 ("Rosenfarb Decl."), copies of which are attached as Exhibits 24-27, respectively.

⁹ Plaintiffs previously submitted the Definitive Master Settlement Agreement (the "Settlement Agreement") to the Court as Exhibit A to the Plaintiffs' Unopposed Motion for Class Certification in Light of Settlement, Appointment of Class Counsel, Preliminary Approval of Proposed Class Action Settlement, Approval of the Form and Manner of Notice to the Class, and Setting the Final Settlement

SUMMARY OF THE CASE AND THE SETTLEMENT

4. This lawsuit was filed as an antitrust class action brought on behalf of independent truck stops and other retail fueling facilities that accept specialized payment cards, issued by Comdata, known as “Over-the Road Fleet Cards” or “OTR Fleet Cards.” OTR Fleet Cards are used by over-the-road, long-haul fleets to purchase diesel fuel and other items at truck stops. Comdata has been the leading OTR Fleet Card issuer for the period relevant to this case. Plaintiffs alleged that Defendants had engaged in conduct that allowed Comdata and Ceridian (Comdata’s parent) to artificially inflate Comdata’s transaction fees to a proposed class of Independent Truck Stops and other Retail Fueling Facilities for more than a decade. Plaintiffs alleged that as a result of Defendants’ anticompetitive conduct, members of the Settlement Class paid supracompetitive transaction fees to Comdata for processing transactions involving Comdata’s OTR Fleet Cards.

5. This litigation, filed in March 2007, was hard-fought and resource-intensive. Prosecuting this case required Class Counsel to analyze and understand the OTR Fleet Card Market—a two-sided market with OTR fleets on one side and Truck Stops and other Retail Fueling Facilities on the other side—along with the features that distinguished OTR Fleet Cards from other forms of payment. Class Counsel’s prosecution of this case further required an understanding as to how diesel fuel was sold to OTR fleets and the impact of certain allegedly restrictive provisions in Comdata’s merchant services agreements on Comdata’s competitors and potential competitors, and ultimately on Settlement Class members. Furthermore, Class Counsel had to develop a detailed understand of each of the five Defendants’ operations and its dealings

Schedule and Date for a Fairness Hearing. (Dkt. 700). It is also available on the settlement website maintained by the Court appointed Settlement Administrator (www.truckstopantitrustsettlement.com).

with the others over a long period of time. Indeed, some of the key conduct relevant to this case took place in the 1990s—with the relevant period spanning nearly twenty years.

6. The prosecution of this case required extensive discovery over a long period of time. Fact discovery extended from October 12, 2007 to May 24, 2013. Expert discovery extended from June 7, 2013 (when the first expert report was served) to August 23, 2013 when the final supplemental expert report was served. During those periods, Class Counsel took or defended over 70 depositions of fact witnesses, third parties, and experts. These depositions were conducted throughout the country. In addition, Class Counsel issued subpoenas to, and received documents from, several third parties. Those efforts combined with Class Counsel's pursuit of discovery from the five Defendants resulted in millions of pages of documents being produced to, and reviewed and analyzed by, Class Counsel during the course of this case. Comdata itself produced approximately 2.3 terabytes of transaction data that Class Counsel examined and worked with, aided by expert economists, consultants, and analysts. Furthermore, Plaintiffs retained three testimonial experts, while Defendants retained four. Three experts on both sides issued multiple reports on class certification and merits issues and each expert was deposed.

7. The Settlement Agreement provides that Defendants shall collectively pay \$130 million into a fund for the benefit of the Settlement Class. In addition, the Settlement Agreement provides for valuable prospective relief in the form of significant and enforceable agreements by Comdata to modify or not to enforce certain portions of its merchant agreements—pertaining to many of the very contractual provisions that Plaintiffs had challenged in the case as anticompetitive—that, as discussed below, is conservatively valued at between \$260 million and \$491 million. Moreover, as part of the Settlement, Comdata has also committed that it will enter into a good faith negotiation with each of the four main independent Truck Stop Buying Groups

regarding, *inter alia*, Comdata's Merchant Transaction Fees. Plaintiffs believe, based on the economic theory of the underlying case, that this prospective relief will promote competition among OTR Fleet Cards and likely lead to more competition and ultimately lower Merchant Transaction Fees for Settlement Class Members.

8. Based on extensive experience litigating antitrust class actions, and on behalf of Plaintiffs' Co-Lead Class Counsel, I can confidently state that the relief afforded by the Settlement Agreement in this case is extraordinary. In his expert reports, Dr. Jeffrey Leitzinger, one of Plaintiffs' three testimonial economic experts, estimated overcharge damages to the proposed class as a whole as ranging from approximately \$350 million to \$390 million.¹⁰ In connection with the Settlement, Plaintiffs asked Dr. Hal Singer, an economist who submitted two reports for the Plaintiffs in the litigation (in which he examined the link between the challenged contractual provisions and Plaintiffs' claim that such provisions caused artificially inflated Merchant Transaction Fees), to estimate the value to Settlement Class Members of the contractual changes portion of the prospective relief.¹¹

9. Based on his extensive work in the case, including analyzing thousands of documents and copious amounts of data, and on a separate analysis he did for purposes of evaluating the Settlement, Dr. Singer has estimated that the value to the Settlement Class of the contractual changes Comdata has agreed to make is, conservatively, between \$260 million and \$491 million. *See* Singer Decl., ¶¶ 3, 20-29.

10. Although Dr. Singer's valuation is an estimate, and the Settlement Agreement (which sets forth in full the obligations of the parties under the Settlement) does not require

¹⁰ *See* Corrected Expert Report of Dr. Jeffrey J. Leitzinger (June 18, 2013), ¶ 12. (Dkt. 558).

¹¹ *See* Expert Declaration of Dr. Hal J. Singer, dated March 4, 2014 (the "Singer Decl."). A copy of the Singer Decl. is attached as Exhibit "C" to Plaintiffs' Memorandum in Support of Preliminary approval. (Dkt. 700). It is also available at www.truckstopantitrustsettlement.com.

Comdata to change its fee structure, Plaintiffs' Co-Lead Class Counsel believe, based on Dr. Singer's analysis and our own assessment of the case, that the combined value of the Settlement to the Settlement Class (*i.e.*, the cash portion plus the prospective relief) is between \$390 to \$621 million. This sum, even at the low end of the range, is equal to or exceeds the estimated overcharges suffered by the Settlement Class.

11. Weighing the risks and uncertainty associated with, among other things, Plaintiffs' contested motion for certification of a litigation class, the various pending *Daubert* motions, Ceridian's motion for summary judgment, the summary judgment motions that would likely have been filed by the other Defendants, winning at trial, and the likely delays associated with appeals if Plaintiffs were successful at trial, against the tremendous and immediate value of the Settlement to the Settlement Class, and based on decades of experience, Plaintiffs' Co-Lead Class Counsel believe that the Settlement is an excellent result.

12. Representatives of the four major Truck Stop Buying Groups, collectively representing hundreds of Settlement Class Members, have each expressed overwhelming support for the Settlement.¹² That support, combined with the support of the Class Representatives,¹³ confirms that the Settlement is in the best interest of the Settlement Class.

13. Furthermore, each of the Buying Groups has explicitly expressed support not just for the Settlement, but also for: (a) Class Counsel's request for attorneys' fees amounting to one-third of the \$130 million cash portion of the Settlement, (b) reimbursing Class Counsel's costs, and (c) awarding special service awards for each of the Class Representatives in the following amounts: \$150,000 for Marchbanks Truck Service, \$75,000 for Krachey, \$75,000 for Walt Whitman, and \$15,000 for Mahwah. Each of the representatives of the Buying Groups has stated

¹² Rhinehart Decl. (Exh. 20), Allen Decl. (Exh. 21), Bird Decl. (Exh. 22), Newman Decl. (Exh. 23).

¹³ Marchbanks Decl. (Exh. 24); Krachey Decl. (Exh. 25); Silverman Decl. (Exh. 26); Rosenfarb Decl. (Exh. 27).

that the requested attorneys' fee award is appropriate in this case because of the time and effort put into this case by Class Counsel for over seven years with no guarantee of ever being compensated. Further, each of the Buying Group representatives explicitly highlighted the skill, persistence, and professionalism of Class Counsel in this case.¹⁴

LITIGATION OF THE CASE

14. In March 2007, several independent truck stops filed lawsuits on behalf of a proposed class of independent truck stops and retail fueling merchants against Comdata and/or Ceridian in the U.S. District Court for the Eastern District of Pennsylvania alleging, among other things, that certain provisions in Comdata's merchant services agreements with members of the proposed class, as well as certain agreements with the Major Chains, violated Section 1 and Section 2 of the Sherman Act. In order to file those complaints, Class Counsel engaged in significant research regarding the OTR Fleet Card market, the truck stop industry, the nature of Comdata's merchant services agreement and the impact of Comdata's fee restructuring on Settlement Class Members and the Major Chains' businesses.

15. The actions filed in the U.S. District Court for the Eastern District of Pennsylvania were consolidated by the Honorable James Knoll Gardner under Civil Action No. 07-CV-1078-JKG and soon thereafter, on May 1, 2007, Plaintiffs filed on behalf of themselves and the proposed class a Consolidated Amended Complaint against Comdata and Ceridian alleging violations of Sections 1 and 2 of the Sherman Act. (Dkt. 13). Plaintiffs dismissed their claims without prejudice as to Ceridian only on December 19, 2007 pursuant to a tolling agreement. (Dkt. 46).

16. After engaging in significant discovery, on April 6, 2009, Plaintiffs filed a Motion for Leave to File a Second Consolidated Amended Complaint, seeking, among other things, to

¹⁴ Rhinehart Decl. at ¶8, Allen Decl. at ¶8, Bird Decl. at ¶8, Newman Decl. at ¶8.

rejoin Ceridian as a party to the case and to assert claims under Sections 1 and 2 of the Sherman Act against each of the Major Chains (Dkt. 117). Further, in order to preserve the statute of limitations, on behalf of themselves and a proposed class of independent truck stops and other retail fueling merchants, on May 21, 2009, Plaintiffs also filed a separate case in the U.S. District Court for the Eastern District of Pennsylvania against Ceridian and the Major Chains only. *Universal Delaware, Inc. d/b/a Gap Truck Stop v. Ceridian Corporation, et al.*, No. 09-2327 (E.D. Pa.).

17. On March 25, 2010, Plaintiffs' separate lawsuit against Ceridian and the Major Chains was consolidated into Plaintiffs' lawsuit against Comdata, and Plaintiffs were granted leave to file a Second Consolidated Amended Complaint. (Dkt. 200, 201). Thereafter, on March 31, 2010, Plaintiffs filed their Second Consolidated Amended Complaint naming Comdata, Ceridian and the Major Chains as Defendants. (Dkt. 205).

18. Once the cases were consolidated, Class Counsel were largely successful in opposing two rounds of motions to dismiss filed by the Defendants. Each of the Defendants moved to dismiss Plaintiffs' Second Consolidated Amended Complaint,¹⁵ which motions the Court denied in substantial part. *See Marchbanks Truck Service Inc. v. Comdata Network, Inc.*, 07-1078, 2011 U.S. Dist. LEXIS 158011, 2011 WL 11559549 (E.D. Pa. Mar. 24, 2011) (Dkt. 388). Thereafter, four of the five Defendants sought dismissal of Plaintiffs' Third Consolidated Amended Complaint.¹⁶ The Court denied all of those motions. *See* 2012 U.S. Dist. LEXIS 189789, 2012 WL 10218913 (E.D. Pa. Mar. 29, 2012). (Dkt. 487).

¹⁵ Defendants each separately moved to dismiss the Second Consolidated Amended Complaint on May 7, 2010. (Dkt. 233, 234, 235, 237, 238).

¹⁶ The TA Defendants, Pilot Defendants, Love's and Ceridian each separately moved to dismiss the Third Consolidated Amended Complaint on May 6, 2011. (Dkt. 410, 413, 414, 419).

19. During the pendency of the various motions to dismiss, Plaintiffs and Defendants continued to engage in substantial document and deposition discovery, which efforts formally began on October 12, 2007 and continued through the close of fact discovery on May 24, 2013.

20. Class Counsel's discovery efforts included, among other items:

a. reviewing, analyzing, summarizing and organizing millions of pages of documents produced by parties and third-parties during the course of this litigation and 2.3 terabytes of transaction data;

b. taking and defending over 70 depositions, including nine (9) expert witness depositions, throughout the United States;

c. issuing and serving third-party document subpoenas, which required extensive negotiations (particularly with Flying J, Inc., but also with many other third parties), and resulted in the production of thousands of pages of documents;

d. negotiating with Defendants concerning discovery, including regarding protective orders and the ESI protocol;

e. preparing and serving 29 sets of document requests, seven sets of interrogatories and seven sets of requests for admissions on Defendants, many of which were followed by an extensive meet and confer process;

f. responding to ten (10) sets for documents requests and four sets of interrogatories directed at the Class Representatives; and

g. briefing and arguing several discovery motions.¹⁷

21. Class Counsel's prosecution of this case also included:

a. investigating the underlying factual record and developing the legal theories of the case;

¹⁷ See Exhibits 1-19 (Declarations of Class Counsel).

- b. researching the law pertinent to the claims against Defendants and potential defenses to those claims to, among other things, formulate a discovery strategy;
- c. drafting the initial complaints and three comprehensive consolidated amended complaints;
- d. working with three economic experts on eight expert reports and deposing Defendants' experts and analyzing multiple defense expert reports;
- e. opposing and defeating in substantial part, two rounds of motions to dismiss;
- f. fully briefing a motion for class certification;
- g. preparing for the hearing on Plaintiffs' motion for class certification that had been scheduled for January 28-30, 2014 (fewer than thirty days from when the first MOU regarding settlement was executed in the case);
- h. briefing and arguing six *Daubert* motions and other related motions to strike;
- i. opposing Ceridian's summary judgment motion;
- j. conducting arm's-length settlement negotiations, over many years, with the Defendants collectively and individually with the aid of two separate private mediators and the Court;
- k. developing and drafting the Settlement Agreement, Long Form Notice, Publication Notice, and Claim Form and overseeing the notice process;
- l. communicating with Class Representatives regarding litigation strategy, updates on the litigation and settlement negotiations and the notice process;
- m. communicating with Settlement Class members throughout the litigation, including during the settlement and notice period; and

n. communicating with representatives of the four major Buying Groups throughout the litigation, including during the settlement and notice period.¹⁸

22. After the close of fact discovery, Plaintiffs moved for certification of a litigation class, which motion was supported by 85 pages of briefing, 109 exhibits and six expert reports. (Dkt. 552-54, 670-72). Each of the Defendants opposed Plaintiffs' motion for certification of a litigation class. (Dkt. 624, 625, 628, 630, 631).

23. The Parties also exchanged several *Daubert* motions seeking to exclude all or part of the each side's expert reports and testimony, which motions were fully briefed at the time of settlement. (Dkt. 584, 585, 588, 590, 594, 595). Prior to settlement, the Court held a two-day hearing on the various *Daubert* motions.

24. At the time of settlement, Ceridian had moved for summary judgment, which motion was fully briefed. (Dkt. 602, 676-78, 681). Moreover, at that time, the January 28-30 class certification hearing and the March 3, 2014 deadline for submitting all remaining dispositive motions were fast approaching.

THE SETTLEMENT, PRELIMINARY APPROVAL, AND CLASS NOTICE

25. Throughout much of the course of this litigation, the Parties engaged in good faith, arm's-length negotiations. Plaintiffs made settlement demands in 2010. Defendants rejected those demands. In the summer of 2012, Plaintiffs, Comdata, and Ceridian participated in a mediation in New York City with former United States District Court Judge Layn Phillips, a well-known and widely respected mediator. In advance of the 2012 mediation in front of Judge Phillips, Class Counsel expended significant effort putting together an extensive mediation statement and reply mediation statement setting forth the strength of Plaintiffs' case and their

¹⁸ See Exhibits 1-19 (Declarations of Class Counsel).

argument regarding the likelihood that a litigation class would be certified. That mediation failed to produce any settlements.

26. By December 2013, fact discovery had closed, briefing on Plaintiffs' motion for class certification was complete, and the Court had conducted a two-day hearing on the Parties' respective *Daubert* motions. On December 5, 2013, Plaintiffs and all Defendants participated in settlement talks that were facilitated by Professor Eric D. Green, a mediator of nationwide renown. Plaintiffs' Co-Lead Class Counsel again supplied the mediator and the Defendants with a mediation statement in advance of the mediation. On December 31, 2013, following additional discussions among counsel and Professor Green's recommendations, Plaintiffs entered into a memorandum of understanding ("MOU") with Comdata and Ceridian. An additional MOU between Plaintiffs and Love's was entered into on January 3, 2014. On January 9, 2014, the Court held a settlement conference with Plaintiffs and the remaining Defendants, the TA and Pilot Defendants. During that conference, the Court, counsel for Plaintiffs and counsel for the TA and Pilot Defendants engaged in further discussions about settlement terms. Following that conference, the TA and Pilot Defendants and Plaintiffs agreed that the TA and Pilot Defendants, respectively, would each pay \$10 million to the Settlement Class (*i.e.*, \$20 million combined) in exchange for releases and dismissal of Plaintiffs' claims. Through the remainder of January through early March, all Parties exchanged several drafts of the Settlement Agreement and vigorously negotiated its terms.

27. The Settlement Agreement provides that Defendants shall collectively pay \$130 million into a fund for the Settlement Class. The prospective relief portion of the Settlement includes a series of legally binding commitments from Comdata to refrain from including and enforcing certain provisions in its merchant services agreements. These commitments, which

will be in place for five (5) years from certain specified trigger dates, are described in detail in the Settlement Agreement, and they include Comdata's agreement:

- not to enforce or include any contractual provisions preventing the Major Chains (TA, Pilot and Love's) from actively steering customers to non-Comdata OTR Fleet Cards, including in-house accounts;
- not to enforce or include any contractual provisions preventing Settlement Class Members from actively steering customers to non-Comdata OTR Fleet Cards, including in-house accounts;
- not to enforce or include any provision in any agreement with Settlement Class Members requiring Settlement Class Members to offer Comdata cardholders the same discount offered to customers using other payment methods. For instance, Settlement Class Members will not be precluded from offering across-the-board discounts to customers using non-Comdata OTR Fleet Cards that are not offered to Comdata cardholders;
- not to include or enforce any provision requiring any Major Chain to pay to Comdata a transaction fee that is equal to or greater than the highest transaction fee paid by that Major Chain to any other competing OTR Fleet Card company ("Transaction Fee MFN") in any of its agreements;
- not to include a Transaction Fee MFN provision requiring Settlement Class Members to pay to Comdata a transaction fee that is equal to or greater than the highest transaction fee paid by that merchant to any other competing OTR Fleet Card company in any of its agreements;
- not to prohibit Settlement Class Members from surcharging the portions of its Comdata proprietary transactions in which the fee is calculated on a percentage basis, under certain conditions set forth in more detail in the Settlement Agreement.
- to negotiate in good faith with several Buying Groups—NATSN, PTP, AMBEST, and Rody's—with regard to reaching a commercially reasonable agreement on the rates and commercial terms for the processing of Comdata OTR Fleet Cards by merchant members of those Buying Groups, subject to certain conditions detailed in the Settlement Agreement.¹⁹

28. Plaintiffs moved for preliminary approval of the Settlement on March 4, 2014. (Dkt. 700). The Court certified the Settlement Class and granted preliminary approval of the Settlement on March 17, 2014 ("Preliminary Approval Order"). (Dkt. 705). Pursuant to the

¹⁹ Settlement Agreement at ¶¶ 17-29. (Dkt. No. 700).

Preliminary Approval Order, the Settlement Administrator, Rust Consulting, Inc., mailed the Long Form Notice of the Settlement and Claim Forms to the Settlement Class by the April 14, 2014 deadline established in the Preliminary Approval Order. Also pursuant to the Preliminary Approval Order, on April 14, 2014, the Settlement Administrator posted the Long Form Notice and other pertinent information on a website devoted to this case that allows for on-line claim filing (truckstopantitrustsettlement.com), and submitted for publication a summary version of the Notice (the Publication Notice) to NACS (National Association for Convenience and Fuel Retailing) Magazine for its May issue, and to NATSO for its weekly e-newsletters (to run from April 14 to May 5, 2014).

29. The Long Form Notice advised Settlement Class members that if the Settlement is approved by the Court, Defendants will be released of any liability to Settlement Class Members arising out of the conduct alleged or which could have been alleged in this litigation. The Long Form Notice informed members of the Settlement Class that to the deadlines for opting-out of the Settlement and filing objections to the Settlement or the proposed attorneys' fees, expenses or service awards is May 27, 2014. The Long Form Notice further advised Settlement Class Members that Class Counsel's application for an award of attorneys' fees in the amount of one third of the Aggregate Settlement Fund, reimbursement of expenses up to \$7.5 million and service awards to Class Representatives totaling \$315,000 would be filed with the Court by May 5, 2012 and made available on the settlement website maintained by the Settlement Administrator (www.truckstopantitrustsettlement.com).

30. As of April 30, 2014, there have been no objections filed, and no requests for exclusion have been filed.

31. By March 24, 2014, as required by the Preliminary Approval Order, each of the Defendants wired its respective share of the Aggregate Settlement Fund to the Escrow Agent,

Huntington National Bank. The Escrow accounts now hold, collectively, \$130 million and are earning interest. Huntington National Bank estimates that the interest earned on the escrow funds will amount to \$60,616.45 by the July 14, 2014 final fairness hearing.

32. After having prepared the preliminary settlement approval papers and obtained the Court's preliminary approval on March 17, 2014, Plaintiffs' Co-Lead Class Counsel have been continuing to oversee the notice and settlement administration process, and will continue to devote time to settlement approval, including the final approval hearing scheduled for July 14, 2014, and responding to any Settlement Class Member inquiries involving settlement administration.

CLASS COUNSEL'S LODESTAR AND EXPENSES

33. As set forth above, from the inception of this case, Class Counsel vigorously pursued this action, committing their services and resources and advancing substantial funds to prosecute this case. Class Counsel provided legal services to the Settlement Class and advanced necessary litigation expenses with no assurance of compensation or repayment. To date, Class Counsel have neither been paid for their efforts nor reimbursed for their out-of-pocket expenses. Instead, their compensation and expense reimbursement were entirely contingent upon obtaining a recovery on behalf of the Settlement Class.

34. As discussed above, representatives from each of the Buying Groups, on behalf of hundreds of member of the Settlement Class, have submitted Declarations supporting an attorneys' fees award of one-third of the cash value of the Settlement.²⁰ Each of the Class Representatives also affirmatively supports the fee request.²¹

²⁰ Rhinehart Decl. at ¶8, Allen Decl. at ¶8, Bird Decl. at ¶8, Newman Decl. at ¶8.

²¹ Marchbanks Decl., at ¶¶ 3, 15-16, Krachey Decl., at ¶¶ 3, 11-12, Silverman Decl., at ¶¶ 3, 11-12, and Rosenfarb Decl., at ¶¶ 4, 13-14.

35. From the inception of this matter through March 31, 2014, Class Counsel expended over 85,900 hours prosecuting this complex, contingent litigation over the past seven years, resulting in a total lodestar of \$49,785,073.74. The sought fee reflects a “multiplier” of 0.87%, and thus includes a *negative* risk premium despite the wholly contingent nature of the engagement. Furthermore, these figures do not include time expended since March 31, 2014, such as, *e.g.*, time that will be expended by Class Counsel in preparing and submitting the final approval motion, attending the fairness hearing, and administering the settlement and distribution to Settlement Class Members going forward.

36. Annexed hereto as Exhibits 1-19²² are the sworn declarations of each Class Counsel firm specifying (by professional) the number of hours and total lodestar based on current rates that each firm recorded in its prosecution of this case; the amounts (by category) each advanced for litigation expenses; and the professional qualifications and experience of counsel for each firm.

37. Based on these sworn declarations, the table below summarizes the aggregate time and lodestar of all Class Counsel based on the contemporaneous, daily time records regularly prepared and maintained by each firm. Each Class Counsel’s detailed time records are available for review should the Court wish to examine them.

Firm	Total Hours	Lodestar at Current Hourly Rates
Quinn Emanuel Urquhart & Sullivan, LLP	21,608.40	\$16,238,365.00

²² Cramer Decl. (Exh. 1); Neuwirth Decl.(Exh. 2); Fastiff Decl.(Exh. 3); Balto Decl. (Exh. 4); Davis Decl. (Exh. 5); McCluer Decl. (Exh. 6); Rodos Decl. (Exh. 7); Kohn Decl. (Exh. 8); Kilene Decl. (Exh. 9); Woodward Decl. (Exh. 10); Saveri Decl. (Exh. 11); Kilsheimer Decl. (Exh. 12); Nast Decl. (Exh. 13); Blanchfield Decl. (Exh. 14); Bennett Decl. (Exh. 15); Spector Decl. (Exh. 16); Taus Decl. (Exh. 17); Isquith Decl. (Exh. 18); and Zarwin Decl. (Exh. 19).

Berger & Montague, P.C.	19,896.77	\$12,013,437.49
Lieff, Cabraser, Heimann & Bernstein, LLP	11,870.70	\$5,579,335.50
Spector Roseman Kodroff & Willis, P.C.	7,913.00	\$2,852,928.75
Law Offices of David Balto	5,830.90	\$2,461,288.00
Law Offices of Joshua P. Davis	2,678.50	\$2,142,800.00
Wolf Haldenstein Adler Freeman & Herz LLP	3,001.00	\$1,548,185.00
Barrack, Rodos & Bacine	2,263.75	\$1,154,512.50
Faruqi & Faruqi, LLP	2,555.90	\$1,450,940.50
Taus, Cebulash & Landau, LLP	1,570.40	\$1,013,455.00
McCulley McCluer PLLC	1,713.60	\$948,720.00
Reinhardt Wendorf & Blanchfield	2,114.45	\$913,747.25
Gustafson Gluek PLLC	1,277.50	\$715,216.25
NastLaw LLC	689.60	\$331,181.50
Shepherd, Finkelman, Miller & Shah, LLP	352.35	\$165,251.75
Heins, Mills & Olson, P.L.C.	183.00	\$101,332.50
Kaplan, Fox & Kilsheimer LLP	150.75	\$86,498.75
Joseph Saveri Law Firm, Inc.	65.90	\$35,295.00
Zarwin Baum DeVite Kaplan Schaer & Toddy, P.C.	102.50	\$32,583.00
Total	85,907.47	\$49,785,073.74

38. Class Counsel also reasonably incurred expenses for purposes of litigating this case from inception through March 31, 2014 in the amount of \$6,696,856.98. All of the time and funds advanced by Class Counsel were fully contingent on a successful outcome. A substantial portion of the expenses were paid to economic and industry experts who were collectively paid a

total of \$4,055,986.61 in this case. Additional expenses were attributable to, among other things, computerized research; the creation and maintenance of an electronic document database; copying costs; teleconferences; and attendant travel expenses.

39. Based on the sworn declarations of Class Counsel, the table below summarizes the expenses incurred by each firm based on expense vouchers, receipts and other source materials and represent an accurate recording of the expenses incurred by Class Counsel. Each Class Counsel's detailed expense records are available for review should the Court wish to examine them.

Expenses by Firm	
Firm	Amount
Berger & Montague, P.C.	\$1,717,059.23
Quinn Emanuel Urquhart & Sullivan, LLP	\$1,664,309.96
Lieff, Cabraser, Heimann & Bernstein, LLP	\$1,600,446.66
Spector Roseman Kodroff & Willis P.C.	\$295,137.46
Faruqi & Faruqi, LLP	\$165,015.45
Barrack, Rodos & Bacine	\$128,919.23
Gustafson Gluek PLLC	\$111,524.47
Wolf Haldenstein Adler Freeman & Herz LLP	\$96,559.28
Taus Cebulash & Landau LLP	\$94,416.22
NastLaw LLC	\$83,552.61
Reinhardt Wendorf & Blanchfield	\$60,072.59
McCulley McCluer PLLC	\$45,290.32
Law Offices of David Balto	\$24,135.00
Zarwin Baum DeVite Kaplan Schaer & Toddy, P.C.	\$20,108.78

Kaplan, Fox & Kilsheimer LLP	\$12,155.64
Shepherd, Finkelman, Miller & Shah, LLP	\$12,029.07
Heins, Mills & Olson P.L.C.	\$11,602.37
Joseph Saveri Law Firm, Inc.	\$308.59
Total Firm Expenses	\$6,142,642.93

40. Based on each Class Counsel's sworn declaration, the table below sets forth, by category, Class Counsel's expenses as a whole.

Expenses by Category	
Category	Amount
Litigation Fund	\$4,972,500.00
Travel/Hotel/Meals	\$379,371.73
Copying/Printing Fees	\$309,572.89
Research	\$212,233.16
Telephone/Teleconference/Fax	\$19,065.93
FedEx/Messengers/Postage	\$45,035.86
Court Fees	\$4,820.27
Other	\$200,043.09
Total	\$6,142,642.93

41. As demonstrated by the table above summarizing expense by category, the largest expense of most firms is its contribution to the Litigation Fund. From the inception of the litigation, the books and records of the Litigation Fund were maintained by the accounting department of Berger & Montague, P.C. Expenses incurred by the litigation fund, by category are as follows:

LITIGATION FUND EXPENSES BY CATEGORY	
Category	Expenses
Document Management/Hosting	\$680,890.35
Deposition Services	\$131,951.51
Legal Services (including local counsel) /Process Service	\$30,814.48
Expert consultants and witnesses	\$4,055,986.61
Presentation/Copying Services	\$37,703.64
Mediation Services	\$32,339.33
TOTAL	\$4,969,685.92

42. In sum, a total of \$5,530,220.15 was incurred by the Litigation Fund. Based on the records of the Litigation Fund, of that amount, \$4,969,685.92 was paid to vendors by the Litigation Fund and \$22,235.12 remains in the Litigation Fund. The Litigation Fund currently has a liability of \$560,534.23, which was incurred by Class Counsel in association with litigating the case, and remains owing to vendors. Additionally, Class Representative Marchbanks Truck Service has incurred \$15,914.94 in expenses in conjunction with traveling for two depositions, three separate mediations, numerous court hearings and other efforts on behalf of the Settlement Class that have not been reimbursed.²³ The amount required by the Litigation Fund to meet these outstanding obligations is \$554,214.05.

43. In sum, Class Counsel has reasonably incurred, and seeks reimbursement of, expenses in the amount of \$6,696,856.98, which is calculated by adding the expenses covered by

²³ See Marchbanks Decl. at ¶ 8, Exh. A.

Class Counsel (\$6,142,642.93)—which includes contributions to the Litigation Fund—and the additional funds required by the Litigation Fund to meet outstanding obligations (\$554,214.05).

THE EFFORTS OF THE CLASS REPRESENTATIVES

44. The Class Representatives, namely, Marchbanks Truck Service, Krachey, Walt Whitman and Mahwah, expended significant time and effort in prosecuting this action for the benefit of the Settlement Class. Each filed a case despite the risk of retaliation inherent in suing the dominant OTR Fleet Card provider. Without their participation the Settlement Class would have recovered nothing. Moreover, the Class Representatives actively assisted in the preparation and prosecution of the case by searching for, collecting, and producing voluminous documents and assisting Plaintiffs' Co-Lead Class Counsel in understanding and interpreting the OTR Fleet Card and Truck Stop markets, consulting with Plaintiffs' Co-Lead Class Counsel concerning the progress of the litigation, preparing for and giving multiple depositions, agreeing to participate in what could have been a several-week trial, and turning their attention away from their business.²⁴ Each of the Class Representatives made these efforts even though each of their respective recoveries was likely going to be relatively small compared to those of some of the larger members of the Settlement Class.²⁵

45. **Marchbanks Truck Service**,²⁶ through its owner William Patrick "Pat" Marchbanks, began working to defend independent truck stops from Comdata's fee restructuring soon after it was implemented in 2000-2001. Those efforts continued through the filing of the initial complaints in this litigation—Mr. Marchbanks was one of the originators of this case,

²⁴ See, generally, Marchbanks Decl., Krachey Decl., Silverman Decl., and Rosenfarb Decl.

²⁵ Based on information from the Settlement Administrator, the estimated *pro rata* recoveries of the Class Representatives are: \$39,344.82 for Marchbanks Truck Service; \$21,917.37 for Mahwah; \$8,357.89 for Walt Whitman; and \$5,138.15 for Krachey.

²⁶ For a detailed recitation of Marchbanks Truck Service's efforts on behalf of the Settlement Class, see the Marchbanks Decl.

having spent years searching for counsel to take his case on behalf of the entire independent truck stop industry—through seven years of litigation and have continued through the settlement process.

46. In my almost twenty years representing classes of antitrust direct purchasers, Pat Marchbanks stands out as a superlative class representative. Mr. Marchbanks has been intimately involved and provided invaluable insight into almost every aspect of this litigation from the pre-complaint investigation through the negotiation of the Settlement. Mr. Marchbanks' unwavering support of this litigation for over seven years, willingness to travel across the country and away from his business to attend Court hearings, sit for two rounds of depositions, and attend several settlement conferences/mediations, along with the irreplaceable industry insight and knowledge he was willing and able to share with Class Counsel are unusual. Mr. Marchbanks' dedication to serving the Settlement Class is not limited to his time and effort. He also incurred \$15,914.94 in out-of-pocket expenses serving as a Class Representative (including mainly the significant cost of many cross country trips in the service of the Settlement Class), which would not have been reimbursed absent a settlement or winning a judgment at trial. Despite having only a modest recovery to gain relative to other members of the Settlement Class, Mr. Marchbanks remained ever vigilant in overseeing the prosecution of this case. It is my opinion that Marchbanks Truck Service is deserving of the sought incentive award of \$150,000.

47. Accordingly, in recognition of Marchbanks Truck Service's service to the Settlement Class and the risk it took, Plaintiffs' Co-Lead Class Counsel request a service award of \$150,000 to be paid to Marchbanks Truck Service, the amount of which Settlement Class Members have been notified by way of the Long Form Notice. As set forth in the accompanying memorandum of law, the amount requested is within the acceptable range of payments awarded

by other courts and his appropriate here given Mr. Marchbanks' significant contributions to the prosecution of this case.

48. **Krachey**,²⁷ through Douglas Krachey (Krachey's Manager), served as a Class Representative in this litigation from inception through settlement. In doing so, Krachey risked retaliation. In addition to putting his business at risk by serving as a Class Representative, Mr. Krachey spent a substantial amount of time, energy and resources assisting Class Counsel in the prosecution of this litigation from the pre-complaint investigation through approving the Settlement and signing the Settlement Agreement. Those efforts included supervising Class Counsel during the course of the litigation and participating in significant discovery efforts, including preparing and sitting for two depositions.

49. Accordingly, in recognition of Krachey's service to the Settlement Class and the risk it took, Plaintiffs' Co-Lead Class Counsel request a service award of \$75,000 to be paid to Krachey, the amount of which Settlement Class Members have been notified by way of the Long Form Notice. In Plaintiffs' Co-Lead Class Counsel's experience, and as set forth in the accompanying memorandum of law, the amount requested is within the acceptable range of payments awarded by courts in complex class actions and is well-deserved.

50. **Walt Whitman**,²⁸ formerly located in Philadelphia, Pennsylvania, served as a Class Representative in this litigation from inception through settlement. Walt Whitman did so despite the fact that its recovery was capped because it went out of business before the first complaint was filed. Walt Whitman, through its President David Silverman, nonetheless committed significant time and resources to the prosecution of this litigation, warranting the requested service award of \$75,000. For instance, Mr. Silverman took time away from his job

²⁷ For a detailed recitation of Krachey's efforts on behalf of the Settlement Class, *see* the Krachey Decl.

²⁸ For a detailed recitation of Walt Whitman's efforts on behalf of the Settlement Class, *see* the Silverman Decl.

and other business ventures to participate in extensive discovery resulting in the production of thousands of pages of documents and including sitting and preparing for two depositions. Additionally, Mr. Silverman actively participated in the settlement process, culminating with his signing the Settlement Agreement.

51. Accordingly, in recognition of Walt Whitman's service to the Settlement Class and the risk it took, Plaintiffs' Co-Lead Class Counsel request a service award of \$75,000 to be paid to Walt Whitman, the amount of which Settlement Class Members have been notified by way of the Long Form Notice. In Plaintiffs' Co-Lead Class Counsel's experience, and as set forth in the accompanying memorandum of law, the amount requested is within the acceptable range of payments awarded by courts in complex class actions and is well-deserved.

52. **Mahwah**,²⁹ served as a Class Representative in this litigation from inception through settlement. Representatives of Mahwah have sat for two depositions and Mahwah has produced thousands of pages of documents pursuant to numerous document requests from Defendants. Similarly, Mahwah has responded to several sets of interrogatory requests propounded by Defendants. Additionally, Ms. Rosenfarb (co-owner of Royal Gas and Diesel Stations, LLC, which does business as Mahwah Fuel Stop), participated in the settlement process, culminating with her signing the Settlement Agreement

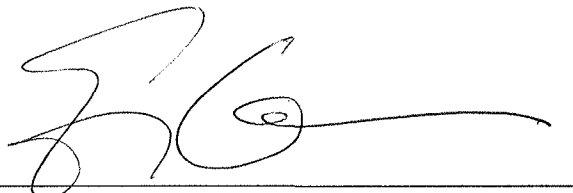
53. Accordingly, in recognition of Mahwah's service to the Settlement Class and the risk it took, Plaintiffs' Co-Lead Class Counsel request a service award of \$15,000 to be paid to Mahwah, the amount of which Settlement Class Members have been notified by way of the Long Form Notice. In Plaintiffs' Co-Lead Class Counsel's experience, and as set forth in the accompanying memorandum of law, the amount requested is within the acceptable range of payments awarded by courts in complex class actions and is deserved.

²⁹ For a detailed recitation of Mahwah's efforts on behalf of the Settlement Class, *see* Rosenfarb Decl.

54. As discussed above, a representative of each of the Buying Groups, representing hundreds of Settlement Class Members has submitted a declaration explicitly supporting these requested service awards.³⁰

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 30, 2014



Eric L. Cramer
BERGER & MONTAGUE, P.C.
1622 Locust St.
Philadelphia, PA 19103
Tel: (215) 875-3000
Fax: (215) 875-4604

³⁰ Rhinehart Decl., ¶8; Allen Decl., ¶8; Bird Decl., ¶8; Newman Decl., ¶8.

EXHIBIT 1

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*,
on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF ERIC L. CRAMER, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Eric L. Cramer, declare as follows:

1. I am a managing shareholder of the law firm of Berger & Montague, P.C. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. Berger & Montague serves as Co-Lead counsel for the Settlement Class (and served as interim co-lead counsel before the Settlement Class was certified since the outset of this case) with responsibility for leading and overseeing all aspects of this case. I served as lead

counsel for Plaintiffs' Class Counsel during every hearing and conference before the Court. Similarly, I was designated to serve as one of Plaintiffs' lead trial attorneys for the class certification hearing and at trial, and other Berger & Montague attorneys, namely Andrew Curley, were slated to play key roles on the trial team. Furthermore, during the course of this litigation, Berger & Montague has been involved in the following specific activities:

- *Case Investigation*: I and other attorneys from Berger & Montague spearheaded the initial investigation of the claims in this case, overseeing the factual and legal research that ultimately culminated in filing the first complaint in the matter;
- *Consolidated Amended Complaints*: Attorneys from Berger & Montague spearheaded the researching, developing, drafting and finalizing of the several class action complaints filed in this litigation, including the Third Consolidated Amended Complaint;
- *Opposition to Defendants' Motions to Dismiss*: Berger & Montague attorneys had primary responsibility for conducting legal research in support of and drafting certain of the briefs supporting Plaintiffs' successful opposition to Defendants' two rounds of motions to dismiss and were significantly involved in reviewing and revising all briefs in opposition to both rounds of motions dismiss;
- *Class Certification*: Berger & Montague attorneys took the lead in drafting Plaintiffs' motion for class certification and supporting memorandum, which efforts included significant legal and factual research. Berger & Montague attorneys also had primary responsibility for directing the preparation of expert reports supporting class certification;
- *Expert Discovery*: Berger & Montague attorneys were responsible for overseeing the work on eight expert reports from three economists over the course of the case, defending all four of Plaintiffs' expert depositions (Dr. Leitzinger was deposed twice), and taking three depositions of Defendants' experts, including deposing Dr. Salinger twice;
- *Discovery*: As Interim Co-Lead Counsel, Berger & Montague was responsible for both overseeing Plaintiffs' overarching discovery efforts and engaging in various discovery-related initiatives. Those discovery-related initiatives included:
 - Conducting legal research and analyses used to formulate discovery and case strategy;
 - Negotiating with Defendants regarding the scope of documents to be produced in response to certain of Plaintiffs' document requests;

- Reviewing Defendants' voluminous document productions;
 - Negotiating discovery-related stipulations;
 - Pursuing discovery from third-parties;
 - Responding to Defendants' document requests and interrogatories; and
 - Taking, second chairing or defending 35 depositions.
- *Daubert Motions:* Berger & Montague attorneys had primary responsibility for drafting Plaintiffs' oppositions to two of Defendants' *Daubert* Motions and Plaintiffs' affirmative motion to strike a portion of the expert report of Dr. David S. Evans and also provided significant input into Plaintiffs' opposition to two other *Daubert* motions filed by Defendants. Additionally, I was one of three attorneys who presented argument and evidence for Plaintiffs during the two-day *Daubert* motion hearing.
 - *Settlement:* I took the lead in all settlement negotiations over the course of the litigation including during the two private mediations, the settlement conference with Magistrate Judge Perkin, and the settlement conference with the Court. I took the lead in negotiating the MOUs with all defendants and the Definitive Master Settlement Agreement. Berger & Montague attorneys also took the lead in drafting and negotiating all of the other settlement related documents, including the class notices, the escrow agreement, the claim form, the proposed orders and the preliminary approval papers. I took the lead during multiple conferences with the Court relating to the settlement as well as during the Preliminary Approval hearing.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through March 31, 2014. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit

2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.bergermontague.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through March 31, 2014. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through March 31, 2014 is 19,896.77 hours. The total lodestar, at current billing rates, for my firm for this period is \$12,013,437.49. The total unreimbursed expenses incurred by my firm for this litigation during this period is \$1,717,059.23.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 24, 2014



Eric L. Cramer
BERGER & MONTAGUE, P.C.
1622 Locust St.
Philadelphia, PA 19103
Tel: (215) 875-3000
Fax: (215) 875-4604

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Berger & Montague, P.C.****Reporting Period: December 2006 – March 2014**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
H. Laddie Montague, Jr.	P	0.6	900.00	540.00
Eric L. Cramer	P	5,552.61	875.00	4,858,533.75
David F. Sorensen	P	1.5	825.00	1,237.50
Martin I. Twersky	P	1.5	720.00	1,080.00
Ruthanne Gordon	P	0.3	720.00	216.00
Peter R. Kohn	P	138.3	700.00	96,810.00
Michael Kane	P	2.4	625.00	1,500.00
Charles P. Goodwin	P	2.1	590.00	1,239.00
John D. Radice	A	576.7	625.00	360,437.50
Andrew C. Curley	A	7,434.1	565.00	4,200,266.50
Candice J. Enders	A	155.8	565.00	88,027.00
David Anziska	A	1,388.8	550.00	763,840.00
Ellen T. Noteware	A	340.4	550.00	187,220.00
Daniel C. Simons	A	10.6	550.00	5,830.00
Sarah Schalman-Bergen	A	47.8	475.00	22,705.00
Isabel M. Daniels	A	677.5	410.00	277,775.00
Nikos Valence	C	489.0	375.00	183,375.00
Zachary Caplan	A	265.0	365.00	96,725.00
Molly Tack	A	714.1	350.00	249,935.00

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Donald Richards	I	23.2	375.00	8,700.00
Anne N. Ebbesen	PL	1,801.2	300.00	540,360.00
Karen M. Markert	PL	2.75	300.00	825.00
Patricia Frohbergh	PL	183.8	300.00	55,140.00
Diane Werwinski	PL	1.0	275.00	275.00
Shawn Matteo	PL	13.7	275.00	3,767.50
PV Telang	PL	2.5	275.00	687.50
Maryanne Rossi	PL	15.1	240.00	3,624.00
Beth Burghaze	PL	2.0	215.00	430.00
Nicholas Ciocco	PL	14.0	45.00	630.00
Sandra McCollum	IT	2.4	57.50	138.00
Barry Fox	IT	0.5	20.87	41.74
Arun Rajendran	IT	35.5	43.00	1,526.50
TOTALS		19,896.77		12,013,437.49

P = Partner

C = Counsel

A = Associate

PL = Paralegal

I = Investigator

IT = Information Technology

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

Berger & Montague, P.C.
ATTORNEYS AT LAW

BERGER & MONTAGUE, P.C.

THE FIRM:

Berger & Montague has been engaged in the practice of complex and class action litigation from its Center City Philadelphia office for over 40 years. The firm has been recognized by courts throughout the country for its ability and experience in handling major complex litigation, particularly in the fields of antitrust, securities, mass torts, civil and human rights, whistleblower cases, employment, and consumer litigation. In numerous precedent-setting cases, the firm has played a principal or lead role. The firm has achieved the highest possible rating by its peers and opponents as reported in *Martindale-Hubbell*. Currently, the firm consists of 56 lawyers; 15 paralegals; and an experienced support staff. Few firms in the United States have our breadth of practice and match our successful track record in such a broad array of complex litigation.

The *National Law Journal* has selected Berger & Montague in nine out of the last ten years (2003-05, 2007-12) for its "Hot List" of top plaintiffs' oriented litigation firms in the United States with a history of high achievement and significant, groundbreaking cases. Normally 15 or fewer firms are chosen for this honor. The *Legal 500*, a guide to worldwide legal services providers, has repeatedly cited Berger & Montague's antitrust practice as "stand[ing] out by virtue of its first-class trial skills." For four straight years, Berger & Montague has been selected by *Chambers and Partners' USA's America's Leading Lawyers for Business* as one of Pennsylvania's top antitrust firms. Also in 2009, The Public Justice Foundation awarded its prestigious Trial Lawyer of the Year Award on the Berger & Montague trial team in the Rocky Flats mass environmental tort class action, for their "long and hard-fought" victory against "formidable corporate and government defendants," the second time Berger & Montague has won this honor. The jury verdict in that case was vacated on appeal, and proceedings are continuing in the district court.

Berger & Montague was founded in 1970 by the late David Berger to concentrate on the representation of plaintiffs in a series of antitrust class actions. David Berger helped pioneer the use of class actions in antitrust litigation and was instrumental in extending the use of the class action procedure to other litigation areas, including securities, employment discrimination, civil and human rights, and mass torts. The firm's complement of nationally recognized lawyers has represented both plaintiffs and defendants in these and other areas, and has recovered billions of dollars for its clients. In complex litigation, particularly in areas of class action litigation, Berger & Montague has established new law and forged the path for recovery.

The firm has been involved in a series of notable cases, some of them among the most important in the last 40 years of civil litigation. For example, the firm was one of the principal counsel for plaintiffs in the *Drexel Burnham Lambert/Michael Milken* securities and bankruptcy litigation. Claimants in these cases recovered approximately \$2 billion in the aftermath of the collapse of the junk bond market and the bankruptcy of *Drexel* in the late 1980's. The firm was also among the principal trial counsel in the *Exxon Valdez Oil Spill* litigation in Anchorage, Alaska, a trial resulting in a record jury award of \$5 billion against Exxon, later reduced by the U.S. Supreme Court to \$507.5 million. Berger & Montague was lead counsel in the *School Asbestos Litigation*,

in which a national class of secondary and elementary schools recovered in excess of \$300 million to defray the costs of asbestos abatement. The case was the first mass tort property damage class action certified on a national basis. Berger & Montague was also lead/liaison counsel in the *Three Mile Island Litigation* arising out of a serious nuclear incident.

In antitrust litigation, the firm has served as lead, co-lead or co-trial counsel on many of the most significant civil antitrust cases over the last 40 years, including *In re Corrugated Container Antitrust Litigation* (recovery in excess of \$366 million), the *Infant Formula* case (recovery of \$125 million), the *Brand Name Prescription Drug* price fixing case (settlement of more than \$700 million), the *State of Connecticut Tobacco Litigation* (settlement of \$3.6 billion), the *Graphite Electrodes Antitrust Litigation* (settlement of more than \$134 million), and the *High-Fructose Corn Syrup Litigation* (\$531 million). The firm has also played a leading role in cases in the pharmaceutical arena, especially in cases involving the delayed entry of generic or other rival drug competition, having achieved over \$1 billion in settlements in such cases over the past decade.

In the area of securities litigation, the firm has represented public institutional investors – such as the retirement funds for the States of Pennsylvania, Connecticut, New Hampshire, New Jersey, Louisiana and Ohio, as well as the City of Philadelphia and numerous individual investors and private institutional investors. The firm was co-lead counsel in the *Melridge Securities Litigation* in the Federal District Court in Oregon, in which jury verdicts of \$88.2 million and a RICO judgment of \$239 million were obtained. Berger & Montague has served as lead or co-lead counsel in numerous other major securities class action cases where substantial settlements were achieved on behalf of investors.

Additionally, in the human rights area, the firm, through its membership on the executive committee in the *Holocaust Victim Assets Litigation*, helped to achieve a \$1.25 billion settlement with the largest Swiss banks on behalf of victims of Nazi aggression whose deposits were not returned after the Second World War. The firm also played an instrumental role in bringing about a \$4.37 billion settlement with German industry and government for the use of slave and forced labor during the Holocaust.

JUDICIAL PRAISE FOR BERGER & MONTAGUE ATTORNEYS

Berger & Montague's record of successful prosecution of class actions and other complex litigation has been recognized and commended by judges and arbitrators across the country. Some remarks on the skill, efficiency, and expertise of the firm's attorneys are excerpted below.

Antitrust Litigation

From **Judge William H. Pauley, III**, of the U.S. District Court of the Southern District of New York:

"Class Counsel did their work on their own with enormous attention to detail and unflagging devotion to the cause. Many of the issues in this litigation . . . were unique and issues of first impression."

* * *

"Class Counsel provided extraordinarily high-quality representation. This case raised a number of unique and complex legal issues The law firms of Berger & Montague and Coughlin Stoia were indefatigable. They represented the Class with a high degree of professionalism, and vigorously litigated every issue against some of the ablest lawyers in the antitrust defense bar."

In re Currency Conversion Fee Antitrust Litigation, 263 F.R.D. 110, 129 (2009).

From **Judge Faith S. Hochberg** of the United States District court for the District of New Jersey:

"[W]e sitting here don't always get to see such fine lawyering, and it's really wonderful for me both to have tough issues and smart lawyers ... I want to congratulate all of you for the really hard work you put into this, the way you presented the issues, ... On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do."

In re Remeron Antitrust Litig., Civ. No. 02-2007 (Nov. 2, 2005).

From U.S. District **Judge Jan DuBois**, of the U.S. District Court of the Eastern District of Pennsylvania:

"[T]he size of the settlements in absolute terms and expressed as a percentage of total damages evidence a high level of skill by petitioners ... The Court has repeatedly stated that the lawyering in the case at every stage was superb, and does so again."

In Re Linerboard Antitrust Litig., 2004 WL 1221350, at *5-*6 (E.D. Pa. 2004).

From **Judge Nancy G. Edmunds**, of the U.S. District Court of the Eastern District of Michigan:

“[T]his represents an excellent settlement for the Class and reflects the outstanding effort on the part of highly experienced, skilled, and hard working Class Counsel....[T]heir efforts were not only successful, but were highly organized and efficient in addressing numerous complex issues raised in this litigation[.]”

In re Cardizem CD Antitrust Litig., MDL No. 1278 (E.D. Mich., Nov. 26, 2002).

From **Judge Charles P. Kocoras** of the U.S. District Court for the Northern District of Illinois:

“The stakes were high here, with the result that most matters of consequence were contested. There were numerous trips to the courthouse, and the path to the trial court and the Court of Appeals frequently traveled. The efforts of counsel for the class has [sic] produced a substantial recovery, and it is represented that the cash settlement alone is the second largest in the history of class action litigation. . . . There is no question that the results achieved by class counsel were extraordinary[.]”

Regarding the work of Berger & Montague in achieving more than \$700 million in settlements with some of the defendants in *In Re Brand Name Prescription Drugs Antitrust Litigation*, 2000 U.S. Dist. LEXIS 1734, at *3-*6 (N.D. Ill. Feb. 9, 2000).

From **Judge Peter J. Messitte** of the U.S. District Court for the District of Maryland:

“The experience and ability of the attorneys I have mentioned earlier, in my view in reviewing the documents, which I have no reason to doubt, the plaintiffs’ counsel are at the top of the profession in this regard and certainly have used their expertise to craft an extremely favorable settlement for their clients, and to that extent they deserve to be rewarded.”

Settlement Approval Hearing, Oct. 28, 1994, in *Spawd, Inc. and General Generics v. Bolar Pharmaceutical Co., Inc.*, CA No. PJM-92-3624 (D. Md.).

From **Judge Donald W. Van Artsdalen** of the U.S. District Court for the Eastern District of Pennsylvania:

“As to the quality of the work performed, although that would normally be reflected in the not immodest hourly rates of all attorneys, for which one would expect to obtain excellent quality work at all times, the results of the settlements speak for themselves. Despite the extreme uncertainties of trial, plaintiffs’ counsel were able to negotiate a cash settlement of a not insubstantial sum, and in addition, by way of equitable relief, substantial concessions by the defendants which, subject to various condition, will afford the right, at least, to lessee-dealers to obtain gasoline supply product from major oil companies and suppliers other than from their respective lessors. The additional benefits obtained for the classes by way of equitable relief would, in and of itself, justify some upward adjustment of the lodestar figure.”

Bogosian v. Gulf Oil Corp., 621 F. Supp. 27, 31 (E.D. Pa. 1985).

From **Judge Krupansky**, who had been elevated to the Sixth Circuit Court of Appeals:

Finally, the court unhesitatingly concludes that the quality of the representation rendered by counsel was uniformly high. The attorneys involved in this litigation are extremely experienced and skilled in their prosecution of antitrust litigation and other complex actions. Their services have been rendered in an efficient and expeditious manner, but have nevertheless been productive of highly favorable result.

In re Art Materials Antitrust Litigation, 1984 CCH Trade Cases ¶65,815 (N.D. Ohio 1983).

From **Judge Joseph Blumenfeld** of the U.S. District Court for the District of Connecticut:

“The work of the Berger firm showed a high degree of efficiency and imagination, particularly in the maintenance and management of the national class actions.”

In re Master Key Antitrust Litigation, 1977 U.S. Dist. LEXIS 12948, at *35 (Nov. 4, 1977).

PROMINENT JUDGMENTS AND SETTLEMENTS

The firm has a wide breadth of achievement in many significant areas of complex and business-related litigation. The following is a partial list of some of the more notable judgments and settlements in antitrust and securities litigation.

Antitrust Litigation

In re Currency Conversion Fee Antitrust Litigation: Berger & Montague, as one of two co-lead counsel, spearheaded a class action lawsuit alleging that the major credit cards had conspired to fix prices for foreign currency conversion fees imposed on credit card transactions. After eight years of litigation, a settlement of \$336 million was approved in October, 2009, with a Final Judgment entered in November, 2009. Following the resolution of eleven appeals, the District Court, on October 5, 2011, directed distribution of the settlement funds to more than 10 million timely filed claimants, among the largest class of claimants in an antitrust consumer class action. (MDL No. 1409 (S.D.N.Y)).

Ross, et al. v. Bank of America (USA) N.A., et al.: Berger & Montague, as lead counsel for the cardholder classes, obtained final approval of settlements reached with Chase, Bank of America, Capital One and HSBC, on claims that the defendant banks unlawfully acted in concert to require cardholders to arbitrate disputes, including debt collections, and to preclude cardholders from participating in any class actions. The case was brought for injunctive relief only. The settlements remove arbitration clauses nationwide for 3.5 years from the so-called “cardholder agreements” for over 100 million credit card holders. This victory for consumers and small businesses came after nearly five years of hard-fought litigation, including obtaining a decision by the Court of Appeals reversing the order dismissing the case, and will aid consumers and small businesses in their ability to resist unfair and abusive credit card practices. A proposed settlement has been reached with the non-bank defendant arbitration provider (NAF), and, after defeating summary judgment, Berger & Montague is preparing the case for trial against the remaining two bank defendants.

In re High Fructose Corn Syrup Antitrust Litigation: Berger & Montague was one of three co-lead counsel in this nationwide class action alleging a conspiracy to allocate volumes and customers and to price-fix among five producers of high fructose corn syrup. After nine years of litigation, including four appeals, the case was settled on the eve of trial for \$531 million. (MDL No. 1087, Master File No. 95-1477 (C.D. Ill.)).

In re Linerboard Antitrust Litigation: Berger & Montague was one of a small group of court-appointed executive committee members who led this nationwide class action against producers of linerboard. The complaint alleged that the defendants conspired to reduce production of linerboard in order to increase the price of linerboard and corrugated boxes made therefrom. At the close of discovery, the case was settled for more than \$200 million. (98 Civ. 5055 and 99-1341 (E.D. Pa.)).

Meijer, Inc., et al. v. Abbott Laboratories: Berger & Montague served as co-lead counsel in a class action on behalf of pharmaceutical wholesalers and pharmacies charging Abbott Laboratories with illegally maintaining monopoly power and overcharging purchasers in violation of the federal antitrust laws. Plaintiffs alleged that Abbott had used its monopoly with respect to its anti-HIV medicine Norvir (ritonavir) to protect its monopoly power for another highly profitable Abbott HIV drug, Kaletra. This antitrust class action settled for \$52 million after four days of a jury trial in federal court in Oakland, California. (Case No. 07-5985 (N.D. Cal.)).

In re Nifedipine Antitrust Litigation: Berger & Montague played a major role (serving on the executive committee) in this antitrust class action on behalf of direct purchasers of generic versions of the anti-hypertension drug Adalat (nifedipine). After eight years of hard-fought litigation, the court approved a total of \$35 million in settlements. (Case No. 1:03-223 (D.D.C.)).

Johnson, et al. v AzHHA, et al.: Berger & Montague is co-lead counsel in this litigation on behalf of a class of temporary nursing personnel, against the Arizona Hospital and Healthcare Association, and its member hospitals, for agreeing and conspiring to fix the rates and wages for temporary nursing personnel, causing class members to be underpaid. The court approved a nearly \$22.5 million settlement on behalf of this class of nurses. (Case No. 07-1292 (D. Ariz.)).

In re DDAVP Direct Purchaser Antitrust Litigation: Berger & Montague served as co-lead counsel in a case that charged defendants with using sham litigation and a fraudulently obtained patent to delay the entry of generic versions of the prescription drug DDAVP. Berger & Montague achieved a \$20.25 million settlement only after winning a precedent-setting victory before the United States Court of Appeals for the Second Circuit that ruled that direct purchasers had standing to recover overcharges arising from a patent-holder's misuse of an allegedly fraudulently obtained patent. (Case No. 05-2237 (S.D.N.Y.)).

In re Terazosin Antitrust Litigation: Berger & Montague was one of a small group of counsel in a case alleging that Abbott Laboratories was paying its competitors to refrain from introducing less expensive generic versions of Hytrin. The case settled for \$74.5 million. (Case No. 99-MDL-1317 (S.D. Fla.)).

In re Remeron Antitrust Litigation: Berger & Montague was one of a small group of counsel in a case alleging that the manufacturer of this drug was paying its competitors to refrain from introducing less expensive generic versions of Remeron. The case settled for \$75 million. (2:02-CV-02007-FSH (D. N.J.)).

In re Tricor Antitrust Litigation: Berger & Montague was one of a small group of counsel in a case alleging that the manufacturer of this drug was paying its competitors to refrain from introducing less expensive generic versions of Tricor. The case settled for \$250 million. (No. 05-340 (D. Del.)).

In re Relafen Antitrust Litigation: Berger & Montague was one of a small group of firms who prepared for the trial of this nationwide class action against GlaxoSmithKline, which was alleged to have used fraudulently-procured patents to block competitors from marketing less-expensive

generic versions of its popular nonsteroidal anti-inflammatory drug, Relafen (nabumetone). Just before trial, the case was settled for \$175 million. (No. 01-12239-WGY (D. Mass.)).

In re Microcrystalline Antitrust Litigation: Berger & Montague was one of two co-lead counsel in this class action alleging a conspiracy to fix the price of microcrystalline cellulose, used in the manufacture of many pharmaceuticals. The case was settled shortly before trial for a total of \$50 million. (MDL No. 1402 (E.D. Pa.)).

In re Graphite Electrodes Antitrust Litigation: Berger & Montague was one of the four co-lead counsel in a nationwide class action price-fixing case. The case settled for in excess of \$134 million and over 100% of claimed damages. (02 Civ. 99-482 (E.D. Pa.)).

In re Bupirone Antitrust Litigation: The firm served on the court-appointed steering committee in this class action, representing a class of primarily pharmaceutical wholesalers and resellers. The Bupirone class action alleged that pharmaceutical manufacturer BMS engaged in a pattern of illegal conduct surrounding its popular anti-anxiety medication, Buspar, by paying a competitor to refrain from marketing a generic version of Buspar, improperly listing a patent with the FDA, and wrongfully prosecuting patent infringement actions against generic competitors to Buspar. On April 11, 2003, the Court finally approved a \$220 million settlement. (MDL No. 1410 (S.D.N.Y.)).

In re Cardizem CD Antitrust Litigation: Berger & Montague served on the executive committee of firms appointed to represent the class of direct purchasers of Cardizem CD. The suit charged that Aventis (the brand-name drug manufacturer of Cardizem CD) entered into an illegal agreement to pay Andrx (the maker of a generic substitute to Cardizem CD) millions of dollars to delay the entry of the less expensive generic product. On November 26, 2002, the district court approved a final settlement against both defendants for \$110 million. (No. 99-MD-1278, MDL No. 1278 (E.D. Mich.)).

In re Brand Name Prescription Drugs Antitrust Litigation: The firm served as co-lead counsel in this antitrust price-fixing class action on behalf of a class of purchasers of brand name prescription drugs. Following certification of the class by the district court, settlements exceeded \$717 million. (No. 94 C 897 (M.D. Ill.)).

North Shore Hematology-Oncology Assoc., Inc. v. Bristol-Myers Squibb Co.: The firm was one of several prosecuting an action complaining of Bristol Myers's use of invalid patents to block competitors from marketing more affordable generic versions of its life-saving cancer drug, Platinol (cisplatin). The case settled for \$50 million. (No. 1:04CV248 (EGS) (D.D.C.)).

In re Catfish Antitrust Litig. Action: The firm was co-trial counsel in this action which settled with the last defendant a week before trial, for total settlements approximating \$27 million. (No. 2:92CV073-D-O, MDL No. 928 (N.D. Miss.)).

In re Carbon Dioxide Antitrust Litigation: The firm was co-trial counsel in this antitrust class action which settled with the last defendant days prior to trial, for total settlements approximating \$53 million, plus injunctive relief. (MDL No. 940 (M.D. Fla.)).

In re Infant Formula Antitrust Litigation: The firm served as co-lead counsel in an antitrust class action where settlement was achieved two days prior to trial, bringing the total settlement proceeds to \$125 million. (MDL No. 878 (N.D. Fla.)).

Red Eagle Resources Corp., Inc., v. Baker Hughes, Inc.: The firm was a member of the plaintiffs' executive committee in this antitrust class action which yielded a settlement of \$52.5 million. (C.A. No. H-91-627 (S.D. Tex.)).

In re Corrugated Container Antitrust Litigation: The firm, led by H. Laddie Montague, was co-trial counsel in an antitrust class action which yielded a settlement of \$366 million, plus interest, following trial. (MDL No. 310 (S.D. Tex.)).

Bogosian v. Gulf Oil Corp.: With Berger & Montague as sole lead counsel, this landmark action on behalf of a national class of more than 100,000 gasoline dealers against 13 major oil companies led to settlements of over \$35 million plus equitable relief on the eve of trial. (No. 71-1137 (E.D. Pa.)).

In re Master Key Antitrust Litigation: The firm served as co-lead counsel in an antitrust class action that yielded a settlement of \$21 million during trial. (MDL No. 45 (D. Conn.)).

Eric L. Cramer

Eric L. Cramer is a shareholder with the Philadelphia law firm of Berger & Montague, P.C., where he has practiced since 1995. He has repeatedly been selected by Chambers USA *America's Leading Lawyers for Business* as one of Pennsylvania's top antitrust lawyers; has been deemed a "Super Lawyer" by Philadelphia Magazine; was highlighted in 2011 as one of the top lawyers in the country by *the Legal 500* in the field of complex antitrust litigation; and, was selected as a "Rising Star" and "antitrust ace" by *Lawdragon.com*. Mr. Cramer has focused his practice on complex litigation in the antitrust arena, including prosecuting antitrust class actions in the pharmaceutical and medical device industries. In the last several years, Mr. Cramer and his colleagues have won substantial settlements for their clients and class members from pharmaceutical industry defendants for a combined total of nearly \$1 billion.

Among other writings, Mr. Cramer has co-authored *Antitrust, Class Certification, and the Politics of Procedure*, 17 *George Mason Law Review* 4 (2010) (<http://ssrn.com/abstract=1578459>); co-wrote *Of Vulnerable Monopolists?: Questionable Innovation in the Standard for Class Certification in Antitrust Cases*, to be published in the *Rutgers Camden Law Review* (Fall 2010) (<http://ssrn.com/abstract=1542143>); co-authored a Chapter of *American Antitrust Institute's Private International Enforcement Handbook* (2010), entitled "Who May Pursue a Private Claim?"; contributed to a chapter of the American Bar Association's *Pharmaceutical Industry Handbook* (July 2009), entitled "Assessing Market Power in the Prescription Pharmaceutical Industry"; and co-authored an article entitled *The Superiority of Direct Proof of Monopoly Power and Anticompetitive Effects in Antitrust Cases Involving Delayed Entry of Generic Drugs*, 39 *U.S.F. Law Rev.* 81 (Fall 2004).

He is a *summa cum laude* graduate of Princeton University (1989), where he was elected to Phi Beta Kappa. He graduated *cum laude* from Harvard Law School with a J.D. in 1993. He is a Senior Fellow of the American Antitrust Institute, a member of the Advisory Board of the Institute of Consumer & Antitrust Studies at Loyola University Chicago School of Law, a member of the Boards of Public Justice (formerly known as Trial Lawyers for Public Justice) and the Center for Literacy.

Andrew C. Curley

Andrew C. Curley is an associate with Berger & Montague. Mr. Curley received his J.D., *cum laude*, from the University of Pennsylvania. In 2000, Mr. Curley received a B.S. in finance and economics, *magna cum laude*, from the University of Delaware. Prior to joining Berger & Montague, Mr. Curley practiced in the commercial litigation department of a large Philadelphia law firm. In 2010 and 2011, Mr. Curley was named as a Pennsylvania Super Lawyer - Rising Star. The designation of "Rising Star" is an honor conferred upon only the top 2.5% of attorneys in Pennsylvania who are 40 or younger. Mr. Curley is admitted to practice in Pennsylvania, the United States District Court for the Eastern District of Pennsylvania and the United States Court of Appeals for the Third Circuit.

Ellen T. Noteware

Ellen T. Noteware is a graduate of Cornell University (B.S. 1989) and the University of Wisconsin-Madison Law School (J.D. cum laude 1993) where she won the Daniel H. Grady Prize for the highest grade point average in her class, served as Managing Editor of the Law Review, and earned Order of the Coif honors. She is currently a member of the Pennsylvania and New York bars.

Since joining Berger & Montague, Ms. Noteware has successfully represented investors, retirement plan participants, employees, consumers and direct purchasers of prescription drug products in a variety of class action cases. Ms. Noteware currently concentrates her practice on prosecuting antitrust class actions on behalf of direct purchasers of brand name drugs who are harmed when brand companies block cheaper generic competitors from entering the market. To date, five of her cases have resulted in substantial settlements: *In re Ovcon Antitrust Litigation*, (D.D.C.) \$22 million; *In re TriCor Direct Purchaser Antitrust Litigation*, (D. Del.) \$250 million; *In re Oxycontin Antitrust Litig.*, (S.D.N.Y.) \$16 million; *Meijer, Inc. v. Abbott Laboratories*, (N.D. Cal.) (Norvir) \$52 million; and *In re Metoprolol Succinate Direct Purchaser Antitrust Litigation*, (D. Del.) \$20 million.

Ms. Noteware is also extensively involved in litigation Employee Retirement Income Securities Act ("ERISA") breach of fiduciary duty class action cases. Her ERISA settlements include: *In re Nortel Networks Corp. ERISA Litigation* (M.D. Tenn.) \$21 million; *In re Lucent Technologies, Inc. ERISA Litigation* (D.N.J.) \$69 million; *In re SPX Corporation ERISA Litigation* (W.D. N.C.) \$3.6 million. Ms. Noteware is currently actively litigating two ERISA cases against financial institutions who operated improper securities lending programs.

As a key member of the trial team that litigated *Cook v. Rockwell Corp.* (D. Colo.), Ms Noteware helped secure the largest jury verdict in Colorado history and the third largest jury trial verdict nationwide in 2006 -- \$554 million on behalf of thousands of individuals who owned property near the contaminated former Rocky Flats nuclear weapons facility outside Denver, Colorado. Ms. Noteware and the rest of the trial team received the Trial Lawyer of the Year Award from the Public Justice Foundation in recognition of the efforts.

Prominent Judgments & Settlements:

- *New Jersey v. Qwest*, (NJ Superior Court) opt-out securities fraud litigation which settled for \$45 million.
- *In re TriCor Antitrust Litig.*, (D. Del.) direct purchaser antitrust action alleging brand name pharmaceutical company delayed generic competition settled in 2009 for \$250 million.
- *Meijer, Inc. v. Abbott Laboratories*, (N.D. Cal.) \$52 million settlement in direct purchaser antitrust case involving the HIV medication Norvir.
- *Cook v. Rockwell Corp.*, (D. Colo.) jury verdict of \$554 million in environmental contamination action.

- *In re Nortel Networks Corp. ERISA Litig.*, (M.D. Tenn.) breach of fiduciary duty action settled for \$21.5 million.

Candice J. Enders

Candice Enders is an associate and member of Berger & Montague's antitrust department. She received a B.A. in political science from the University of Delaware and earned her J.D. from the University of Pennsylvania.

While in law school, Ms. Enders served as a senior editor on the *University of Pennsylvania Journal of Labor and Employment Law*, volunteered as a legal advocate at the Custody and Support Assistance Clinic, and interned at Philadelphia City Council.

Since joining the Berger firm in 2003, she has concentrated entirely on the litigation of antitrust class action cases, including *In re Microcrystalline Cellulose Antitrust Litigation* (E.D. Pa.) (\$50 million settlement achieved shortly before trial); *In re Methyl Methacrylate (MMA) Antitrust Litigation* (E.D. Pa.) (\$15,100,000 settlement); *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.); *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.); and *In re Chocolate Confectionary Antitrust Litigation* (M.D. Pa.).

Zachary D. Caplan

Zachary D. Caplan is an associate in Berger & Montague's antitrust department. Mr. Caplan is a graduate of New York University's Stern School of Business and the University of Pennsylvania Law School. While in law school, Mr. Caplan was a senior editor of the *University of Pennsylvania Journal of Business Law*, participated in the Civil Practice Clinic, and interned with the United States Department of Justice Antitrust Division.

EXHIBIT 3*Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.*
EXPENSE REPORT**Firm Name: Berger & Montague, P.C.****Reporting Period: December 2006 – March 2014**

EXPENSE	AMOUNT
Litigation Fund	1,350,000.00
Travel/Hotel/Meals	88,803.06
Copying/Printing Fees	97,445.17
Research	49,648.23
Telephone/Teleconference/Fax	5,495.77
FedEx/Messengers/Postage	19,509.16
Court Fees	2,294.27
Other (describe): Database hosting, data processing (OCR, TIFF conversion, endorsing, preparation of CD/DVD)	101,096.01
Other (describe): Service Fees	1,600.00
Other (describe): Witness Fees	187.75
Other (describe): Transcripts	301.15
Other (describe): Accounting and Statistical; Consulting Fees; Petty cash	678.66
TOTAL	1,717,059.23

EXHIBIT 2

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF STEPHEN R. NEUWIRTH, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Stephen R. Neuwirth, declare as follows:

1. I am a partner at the law firm of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"). I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action.

2. Quinn Emanuel serves as Co-Lead counsel for the Plaintiffs. I actively participated in and oversaw all aspects of my firm's involvement in this case. I am submitting this declaration in support of Plaintiffs' Class Counsel's application for an award of attorneys' fees in connection with services rendered in the above action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. As co-lead counsel to the Plaintiffs in this action, Quinn Emanuel has been involved in all aspects of the litigation. Highlights of that involvement include the following:

- *Second Consolidated Amended Complaint* (“SCAC”). Attorneys from Quinn Emanuel were actively involved in researching, developing, drafting, revising and finalizing the SCAC.
- *Opposition to Defendant Ceridian Corporation’s Motion to Dismiss Plaintiffs’ Second Consolidated Amended Complaint*. Quinn Emanuel attorneys had primary responsibility for conducting legal research in support of and drafting the brief supporting Plaintiffs’ successful opposition to defendant Ceridian’s Motion to Dismiss Plaintiffs’ SCAC. Quinn Emanuel attorneys played a significant role in developing and drafting the responses to defendants’ arguments that the SCAC should be dismissed. I presented that portion of the oral argument to this Court at the *January 7, 2011 Motion to Dismiss Hearing*.
- *Oppositions to Motions to Dismiss Plaintiffs’ Second Consolidated Amended Complaint*. Four motions to dismiss the SCAC were also separately filed by the defendants. Quinn Emanuel attorneys were actively involved in conducting legal research in support of and drafting, editing and revising the briefs supporting Plaintiffs’ successful oppositions to defendants’ four motions to dismiss the SCAC.
- *Third Consolidated Amended Complaint* (“TCAC”). Attorneys from Quinn Emanuel were actively involved in researching, developing, drafting, revising and finalizing the TCAC.
- *Opposition to Defendant Ceridian Corporation’s Motion to Dismiss Plaintiffs’ Third Consolidated Amended Complaint*. Quinn Emanuel attorneys had primary responsibility for conducting legal research in support of and drafting the brief supporting Plaintiffs’ successful opposition to defendant Ceridian’s Motion to Dismiss Plaintiffs’ TCAC. Quinn Emanuel attorneys played a significant role in developing and drafting the responses to defendants’ arguments that the TCAC should be dismissed.
- *Oppositions to Defendants’ Motions to Dismiss Plaintiffs’ Third Consolidated Amended Complaint*: Three motions to dismiss the TCAC were also separately filed by the defendants. Quinn Emanuel attorneys were actively involved conducting legal research in support of and drafting, editing and revising the briefs supporting Plaintiffs’ successful oppositions to defendants’ three motions to dismiss the TCAC.
- *Discovery*: Quinn Emanuel was responsible, along with co-lead counsel, for engaging in various discovery-related initiatives which included:
 - conducting legal research and analyses used to formulate discovery and case strategy;

- negotiating with defendants regarding the scope of documents to be produced in response to certain of Plaintiffs' document requests;
 - negotiation of protective orders;
 - participation in telephonic discovery conferences;
 - reviewing and analyzing defendants' voluminous document productions;
 - pursuing discovery from third-parties and reviewing and analyzing documents produced by third-parties;
 - taking thirty two (32) depositions and second-chair assisting in eleven (11) others. As further described below, seven of the depositions involved expert witnesses;
 - preparing and arguing oppositions to motions to quash subpoenas; and
 - responding to defendants' interrogatories and document requests.
- *Class Certification Motions:* Quinn Emanuel attorneys, along with co-lead counsel, drafted Plaintiffs' two motions for class certification and these efforts included significant legal and factual research. Along with co-lead counsel, Quinn Emanuel attorneys directed the preparation of expert reports supporting class certification, including the reports of Jeffrey J. Leitzinger, Ph.D., Alan S. Frankel, Ph.D., and Dr. Hal J. Singer.
 - *Expert Witness Depositions, Daubert Motions and October 28-29, 2013 Daubert Hearings:*
 - Quinn Emanuel attorneys participated in preparing Plaintiffs' expert witnesses for their depositions by defendants, which involved the following issues:
 - Dr. Frankel: analysis of surcharges and anti-steering provisions as anti-competitive behavior;
 - Dr. Leitzinger: monopoly power and proof of antitrust injury as a result of restrictive agreements with class members; and
 - Dr. Singer: Comdata's fee restructuring as a price increase to class members and analysis of restraints in Comdata's merchant services agreements.
 - Quinn Emanuel attorneys had primary responsibility for deposing Ceridian's designated expert witness Jonathan R. Macey, Esq. which involved, among other things, the issue of Ceridian's direct liability for its own anti-competitive actions, as well as the actions of its wholly owned subsidiary Comdata.

- Quinn Emanuel attorneys also met with Plaintiffs' expert witnesses to prepare for and assist in the offensive depositions of defendants' designated expert witnesses Dr. Michael Salinger, Sumanth Addanki, Ph.D., and David S. Evans.
- Quinn Emanuel attorneys were primarily responsible for researching, developing, drafting, and finalizing Plaintiffs' Motion to Exclude the Testimony and Report of Defendant Ceridian' designated expert witness Jonathan R. Macey, Esq. Quinn Emanuel orally argued this motion before this Court at the *Daubert* hearings.
- Quinn Emanuel attorneys were primarily responsible for researching, developing, drafting, and finalizing Plaintiffs' opposition to the motion by Pilot Corporation and Pilot Travel Centers LLC (collectively "Pilot") to exclude the testimony of Plaintiff's designated experts. Quinn Emanuel orally argued this opposition before this Court at the *Daubert* hearings.
- Quinn Emanuel attorneys were primarily responsible for researching, developing, drafting, and finalizing Plaintiffs' opposition to the motion by Love's Travel Stops & Country Stores , Inc. ("Love's") to exclude the testimony of Plaintiff's designated experts. Quinn Emanuel orally argued this opposition before this Court at the *Daubert* hearings.
- *Summary Judgment Motion:* Quinn Emanuel attorneys were primarily responsible for researching, developing, drafting, and finalizing Plaintiffs' opposition to the Motion for Summary Judgment filed by Ceridian Corporation. These efforts included significant legal and factual research and issues involved, among other things, Ceridian's direct involvement in the anticompetitive scheme and its liability as the alter-ego of Comdata. Quinn Emanuel was also responsible for preparation of Plaintiffs' Response to Ceridian's voluminous Statement of Undisputed Material Facts in Support of its Motion for Summary Judgment.
- *Fact Development;* Quinn Emanuel attorneys were actively involved, throughout the litigation, in developing the factual record in support of plaintiffs' claims.
- *Case Strategy and Administration:* Quinn Emanuel attorneys were actively involved in all efforts by co-lead counsel to develop case strategy, and administer the case (including budgets, staffing, case assignments, and other matters). Quinn Emanuel attorneys participated in the regularly scheduled call for co-lead counsel and other counsel, as well as in countless *ad hoc* discussions of strategy and administration. Stephen Neuwirth brought to bear his experience and expertise, both with antitrust law and class actions, in these discussions. Dale Oliver, who was intimately involved in discovery and briefing, also actively participated day to day in the development of case strategy and contributed significantly to those discussions.
- *Settlement:* Quinn Emanuel attorneys were actively involved in discussions among co-lead counsel regarding the prospective settlements with each of the defendants, and

provided valuable input regarding settlement negotiation strategy, settlement terms, and related matters; and Quinn Emanuel attorneys participated in the mediation sessions with defendants.

- Quinn Emanuel attorneys played a significant role in drafting the papers submitted by Plaintiffs in support of Court approval of the settlements.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through March 31, 2014. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm during the month when the work was performed, which are available at the request of the Court.

5. The hourly rates for the attorneys, paralegals and professional support staff included in Exhibit 1 are the usual and customary standard hourly rates charged by Quinn Emanuel to clients for these services in non-contingent matters. The hourly rates that appear in Exhibit 1 were the standard hourly rates at the time the work was performed. The firm's standard hourly rates, including my own hourly rate, have been submitted to federal courts in other pending antitrust class actions where the requested fee awards were approved. *See In Re: Processed Egg Products Antitrust Litigation*, 08-MD-02002, Dkt. 759, 760 (E.D. Pa. Nov. 09, 2012) (Memorandum and Order awarding attorneys' fees and expenses to counsel for direct purchaser plaintiffs); *In Re: Polyurethane Foam Antitrust Litigation*, 10-MD-2196, Dkt. 598 (N.D. Ohio June 21, 2013) (Order approving Direct Purchaser Plaintiffs' Motion for attorney fees and expenses). Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.quinnemanuel.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through March 31, 2014. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by Quinn Emanuel from inception through March 31, 2014 is 21,696.9 hours. Quinn Emanuel's total lodestar for this period, at the prevailing standard billing rates at the time the work was performed, is \$16,238,365.00. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$1,664,309.96.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

QUINN EMANUEL URQUHART & SULLIVAN, LLP



Stephen R. Neuwirth

Dated: April 28, 2014

EXHIBIT 1*Marchbanks Truck Service, Inc., et al. V. Comdata Network, Inc. et al.***TIME REPORT****Firm Name:** Quinn Emanuel Urquhart & Sullivan, LLP**Reporting Period:** Inception through March 31, 2014

PROFESSIONAL	STATUS	HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR
Daniel P. Cunningham	Partner	0.40	1,075.00	430.00
Stephen R. Neuwirth	Partner	82.70	1,075.00	88,902.50
Stephen R. Neuwirth	Partner	18.70	1,035.00	19,354.50
Stephen R. Neuwirth	Partner	23.20	995.00	23,084.00
Stephen R. Neuwirth	Partner	129.90	950.00	123,405.00
Stephen R. Neuwirth	Partner	70.40	875.00	61,600.00
Stephen R. Neuwirth	Partner	6.50	790.00	5,135.00
Dale H. Oliver	Partner	3,359.40	1,075.00	3,611,355.00
Dale H. Oliver	Partner	1,590.30	1,035.00	1,645,960.50
Dale H. Oliver	Partner	1,524.20	995.00	1,516,579.00
Dale H. Oliver	Partner	3,257.00	950.00	3,094,150.00
Dale H. Oliver	Partner	866.50	875.00	758,187.50
Harold A. Barza	Partner	0.80	875.00	700.00
Matthew A. Lee	Associate	164.80	580.00	95,584.00
Jeffrey G. Shandel	Associate	983.50	645.00	634,357.50
Jeffrey G. Shandel	Associate	2,084.10	615.00	1,281,721.50
Jeffrey G. Shandel	Associate	1,924.70	555.00	1,068,208.50
Jeffrey G. Shandel	Associate	1,429.00	495.00	707,355.00
Jeffrey G. Shandel	Associate	544.80	390.00	212,472.00
Jeffrey G. Shandel	Associate	453.40	380.00	172,292.00
Justin Stone	Attorney	4.70	530.00	2,491.00
Justin Stone	Attorney	247.90	485.00	120,231.50
Justin Stone	Attorney	578.80	320.00	185,216.00
Thaddeus Hackworth	Associate	181.60	410.00	74,456.00

Thaddeus Hackworth	Associate	236.30	385.00	90,975.50
J'lene C. Mortimer	Associate	132.70	400.00	53,080.00
Jehan Aslam	Associate	7.20	390.00	2,808.00
Liza M. Brereton	Associate	30.50	380.00	11,590.00
Liza M. Brereton	Associate	156.70	370.00	57,979.00
Lee Friedman	Associate	10.70	370.00	3,959.00
David LeRay	Law Clerk	200.30	350.00	70,105.00
Hila Solomon	Law Clerk	69.50	335.00	23,282.50
Sage Vanden Heuvel	Law Clerk	23.30	335.00	7,805.50
Erin Burke	Attorney	712.60	320.00	228,032.00
Floris Ten Have	Law Clerk	2.70	350.00	945.00
Floris Ten Have	Law Clerk	497.90	320.00	159,328.00
Richard Herbst	Law Clerk	10.10	295.00	2,979.50
Roy Nelson	Managing Clerk	1.80	330.00	594.00
Roy Nelson	Managing Clerk	1.30	315.00	409.50
Roy Nelson	Managing Clerk	0.20	280.00	56.00
Roy Nelson	Managing Clerk	0.60	225.00	135.00
Sara Siddiq	Paralegal	64.30	290.00	18,647.00
Victor Rivera	Paralegal	1.30	290.00	377.00
Carolann Scott	Paralegal	0.90	290.00	261.00
Kristina Grosso	Paralegal	0.60	280.00	168.00
Shahreen Mehjabeen	Paralegal	0.30	235.00	70.50
James Bades	Litigation Support	3.80	250.00	950.00
Hilary Quatinetz	Litigation Support	1.10	150.00	165.00
Joe Liao	Litigation Support	0.40	150.00	60.00
Robert Wagner	Litigation Support	0.30	150.00	45.00
Boris Sobrevilla	Litigation Support	2.20	150.00	330.00
Totals		21,696.90		16,238,365.00

Exhibit 2



STEPHEN NEUWIRTH

Partner
New York Office
Tel: +1 (212) 849-7000
Fax: +1 (212) 849-7100
E-mail: stephenneuwirth@quinnemanuel.com

Stephen Neuwirth chairs Quinn Emanuel’s Antitrust and Competition Law practice, recognized by *Law360* in 2011 as one of the top five competition law practices in the country. (*Law360* also recognized Mr. Neuwirth as one of eight competition law “MVPs” nationwide in 2012.) Mr. Neuwirth handles a broad range of litigation matters, with particular emphasis on antitrust, contract disputes, corporate governance, class actions, and matters arising from transactions between foreign and U.S. businesses. Mr. Neuwirth brings to bear over two decades of experience in private practice and government, including serving as Associate White House Counsel to President Clinton from 1993-1996. In 1998, the U.S. Department of Justice retained Mr. Neuwirth to assist in the Antitrust Division’s litigation against Microsoft Corporation. Mr. Neuwirth is the rare lawyer with a “blue chip” practice on both sides of the “v,” representing major corporations as plaintiffs and defendants in individual and class actions. *Chambers USA* (2008) described Mr. Neuwirth as “renowned for his deep understanding of corporate transactions and antitrust matters.” Mr. Neuwirth appears in the 2013 edition of *The Best Lawyers in America*.

REPRESENTATIVE CLIENTS

Barnes & Noble, Inc.
FEMSA
Grupo Televisa
Harley Davidson, Inc.
The Home Depot
Honeywell International, Inc.
IBM Corporation
Madison Square Garden
Olin Corporation
Unisys Corporation

NOTABLE REPRESENTATIONS

As lead counsel for Mexico's Grupo Televisa, the world's largest Spanish-language media company, won federal preliminary injunction blocking JPMorgan from transferring to a Televisa competitor a \$200 million interest in a loan JPMorgan had made to Televisa's cable television business.

Co-lead counsel for Barnes & Noble, Inc., in defense of state and federal derivative actions concerning the company's stock option practices, and related matters.

Lead counsel for Mexico's Grupo Televisa in its successful Eleventh Circuit appeal of a district court ruling that had dismissed Televisa's tortious interference with contract claims against rival Telemundo Communications, Inc.; a unanimous panel of the Eleventh Circuit ruled that Televisa could pursue both damages and punitive damages under Florida law.

Lead counsel for IBM in its successful defense of class action antitrust claims.

Lead trial and appellate counsel for FEMSA, which obtained a preliminary injunction, upheld by the U.S. Court of Appeals for the Second Circuit, blocking a proposed \$300 million transaction by the U.S. joint venture partner of FEMSA's U.S. subsidiary.

As court-appointed co-lead counsel for plaintiffs, won certification of a nationwide class of direct purchasers of flexible polyurethane foam (used in furniture, bedding and carpet underlay, among other things), in federal multidistrict litigation alleged that the major polyurethane foam manufacturers conspired to fix prices.

For Honeywell International, won dismissal of all claims by a disgruntled former distributor that sued in federal court.

Secured voluntary dismissal of all claims against client Rabobank in the federal multidistrict litigation alleging a bid-rigging conspiracy in the market for municipal derivatives.

EDUCATION

Yale Law School
(J.D., 1987)

Yale College
(B.S., *summa cum laude*, *Phi Beta Kappa*, 1984)

PRIOR ASSOCIATIONS

Boies, Schiller & Flexner:
Partner, 1997-2005

Associate White House Counsel to the President of the United States, 1993-1996

Wachtell, Lipton, Rosen & Katz:
Associate, 1988-1993

Law Clerk to the Hon. Peter K. Leisure:
United States District Judge for the Southern District of New York, 1987-1988

ADMISSIONS

Member, The State Bar of New York

United States Court of Appeals:

Second Circuit

Third Circuit

Fourth Circuit

Eleventh Circuit

United States District Court:

Southern District of New York

Eastern District of New York



DALE H. OLIVER

Partner

Los Angeles Office

Tel: +1 (213) 443-3000

Fax: +1 (213) 443-3100

E-mail: daleoliver@quinnemanuel.com

Mr. Oliver has successfully litigated complex commercial disputes both in the United States and internationally (England, Germany, The Netherlands, Australia, Belgium, France and Taiwan , for example), involving a wide-range of issues, such as antitrust, joint ventures, RICO and government contracts (foreign and domestic). He has arbitrated a number of matters recently before the American Arbitration Association, the London Court of International Arbitration, and the International Chamber of Commerce. Mr. Oliver is a leading litigator in all aspects of U.S. government contracts, and in particular has focused on complex accounting issues arising out of qui tam suits, internal company investigations, prime/subcontractor disputes, and cost allowability issues.

Mr. Oliver previously has been a partner in Washington, D.C. with the firms of Gibson, Dunn & Crutcher; Jones Day; and Crowell & Moring. He is listed in numerous editions of Who's Who in America, Who's Who in the World, and Who's Who in American Law. He has written extensively on government contract matters in legal publications.

REPRESENTATIVE CLIENTS

Most recently, in commercial disputes, Mr. Oliver has represented CNA, GKN PLC, Lockheed Martin, The Academy of Motion Picture Arts and Sciences, Penn National Gaming, IBM and Motorola. His government contracts clients have included The Parsons Corporation, TRW, Hughes Aircraft, Ford Aerospace, Northrop, Honeywell, United Technologies and E-Systems, among many others.

NOTABLE REPRESENTATIONS

Represented Hughes Aircraft in federal litigation in Australia, leading to a \$25 million settlement upon a published opinion by the Federal Court that Australia had breached its contract with the U.S. company and committed fraud. The court, for the first time in Australia, found that the contract included an implied obligation of good faith and fair dealing.

Represented General Motors in its highly publicized lawsuit against Volkswagen for theft of intellectual property upon the departure of Ignacio Lopez to Volkswagen, resulting in a \$1.1 billion settlement upon

the federal district court's finding that it had civil RICO and antitrust jurisdiction over the German automaker and its subsidiaries.

Represented Hughes Aircraft in an arbitration before the London Court of International Arbitration and won a \$25 million award for breach of a teaming agreement for the radar systems for the European Fighter Aircraft.

Represented DIRECTV in obtaining from the United States Supreme Court a reversal of the California Court of Appeals on the propriety of classwide arbitration under the Federal Arbitration Act; on remand from the United States Supreme Court, the California Court of Appeal held that whether an FAA arbitration agreement permits classwide arbitration must be determined by the arbitrator, not the courts, reversing long-standing decisions under California law.

Represented DIRECTV and obtained a complete defense decision in a two-week arbitration brought by a television production company alleging over \$14 million in damages for shows it contended were cancelled or not produced in violation of the parties' agreements.

Represented DIRECTV at the Court of Appeals and in California Superior Court, both granting an anti-SLAPP motion and dismissing with prejudice a class action complaint alleging extortion and unfair business practices arising out of DIRECTV's anti-piracy campaign.

Represented DIRECTV in getting a dismissal on the pleadings of a class action antitrust case alleging theories of monopolization, horizontal and vertical price fixing, illegal exclusive distribution, and restricted output, relating to the sale and distribution of NBA and NHL games via satellite broadcasting.

Represented Hughes Aircraft in obtaining a dismissal against both the United States government and the relator in a qui tam False Claims Act case alleging mischarging under government contracts.

Represented TRW Inc. in defending against mischarging allegations in a qui tam False Claims Act case taken over by the Department of Justice and successfully resolved criminal issues pertaining to this case, which had been the subject of a grand jury proceeding.

Represented TRW Inc. in the first United States government "mini-trial", with the resulting settlement resolving significant contract interpretation issues between the parties relating to the TDRSS satellite communications system being leased by NASA.

Represented CNA in assisting to structure a large class action lawsuit relating to credit reporting services that implicated excess insurance coverage.

EDUCATION

Harvard Law School
(J.D., *cum laude*, 1972)

Harvard Journal on Legislation:
Editor, 1971-1972

Ames Moot Court Competition:

Winning Team, 1971-1972

Michigan State University
(B.A., *highest honors*, 1969)

PUBLICATIONS

"Address before the First Annual Judicial Conference of the United States Court of Appeals for the Federal Circuit," reprinted in 100 F.R.D. 523

"Mini-Trial Successfully Resolves NASA-TRW Dispute," *Legal Times*, September 6, 1982

"A Critical Analysis of OFPP's Proposal for a Uniform Federal Procurement System: Reducing Competition in the Government Marketplace," *29 Fed. Bar News & J.* 112 (1982)

"A Further Analysis of OFPP's Continuing Effort To Change the Competitive Forces in the Government Marketplace," *29 Fed. Bar News & J.* 421 (1982)

Co-author, "Financing Government Contracts," 86-7 Gov't Contractor Briefing Papers (Fed. Pub. 1986)

"Preparing for the Storm: Certified Financial Statements Portend a Wave of SEC Investigations," *California Lawyer*, October 2002

PRIOR ASSOCIATIONS

Office of the General Counsel, in the Area of Procurement Law:
Former Attorney/Advisor to the Secretary of the Air Force

Jones, Day, Reavis & Pogue:
Member, 1979, 1987-1992

Gibson, Dunn & Crutcher:
Member, 1984-1987

Crowell & Moring:
Member, 1979-1984

PROFESSIONAL ACTIVITIES

Member, The American Bar Association:
Vice Chairman, Procurement Fraud Committee, Public Contract Law Section
Member, The Academy of Motion Picture Arts and Sciences
Chairman, Pasadena Arts and Culture Commission
Past Editor, Public Contract Law Journal

Past President, Washington, D.C. Chapter of Michigan State University Alumni Association
Past President, Board of Directors, Boy Scouts of America-Los Angeles Council

ADMISSIONS

Member, The State Bar of California
Member, The Bar of the District of Columbia

JEFFREY G. SHANDEL

Associate
New York Office
Tel: +1(212) 849-7000
Fax: +1(212)849-7100
E-mail: jeffreyshandel@quinnemanuel.com

Jeff Shandel is an associate in Quinn Emanuel's New York office. He joined the firm in 2007. Jeff's practice focuses on high-stakes, complex commercial litigation, with a particular emphasis in class actions, antitrust, unfair competition, partnership, and general business disputes. Jeff has represented companies and individuals in a wide variety of disputes ranging from \$2 million to over \$2 billion, and he has tried and litigated cases in state and federal courts throughout the country, as well as before multiple arbitration forums. He has an M.B.A. in Finance from New York University's Leonard N. Stern School of Business and, prior to joining the firm, Jeff worked as an appellate court attorney for the Supreme Court of the State of New York, Appellate Division, Second Department.

EDUCATION

Syracuse University College of Law
(J.D., 1991)

Syracuse Law Review:

Executive Board Member
Technical Editor

New York University, Leonard N. Stern School of Business
(M.B.A., Emphasis in Finance, 2003)

University of Pennsylvania, The Wharton School
(B.S., Economics and Finance, 1987)

PRIOR ASSOCIATIONS

Marco Polo Partners, Ltd.:
General Counsel/Senior Associate, Investment Banking, 2000-2002

American International Group, Inc.:
Toxic Tort Litigation Counsel/Analyst, 1997-2000

Supreme Court of the State of New York, Appellate Division, Second Department:
Appellate Court Attorney, 1993-1995

ADMISSIONS

Member, New York State Bar

Member, New Jersey State Bar

United States Court of Appeals:

Second Circuit

United States District Courts:

Southern District of New York

Eastern District of New York

District of New Jersey



DANIEL P. CUNNINGHAM

Partner

New York Office

Tel: +1 (212) 849-7000

Fax: +1 (212) 849-7100

E-mail: danielcunningham@quinnemanuel.com

Daniel Cunningham joined the firm as a litigator in July 2009 with more than 30 years of experience in New York and London advising on risk assessment issues of various types. In addition to substantial transactional experience, he has significant experience working on litigation and arbitration matters. He also has advised Boards of Directors of major corporations on issues that combined the pursuit of strategic business goals with litigation either as a tool to reach those goals or a threat to their attainment. He is on the Executive Committee of the PRIME Finance Foundation based in The Hague, which is a new organization that provides education on derivatives for judges around the world and arbitration services for cross-border disputes involving complex financial products.

Dan has represented major clients as lead lawyer in virtually every kind of financing and acquisition transaction and, as a result, has an understanding of such transactions that few litigators have. He has participated in all types of capital markets transactions, including equity and debt offerings for U.S. and non-U.S. issuers, and in particular has extensive experience representing financial institutions. He was lead counsel on a number of transformational M&A transactions that required the solution of novel issues under the laws of the US and jurisdictions in Europe. Chambers named him US capital markets lawyer of the year in 2006.

Dan is one of the most knowledgeable lawyers in the world regarding derivatives and other types of structured finance instruments. He was U.S. counsel to ISDA from its inception until 2009. He is widely recognized as a principal architect of the ISDA Master Agreements and related ISDA credit derivatives and other definitions. Moreover, he advised ISDA for many years on the preparation of US insolvency legislation creating and improving safe harbors for swaps and other capital markets products under various US insolvency regimes.

NOTABLE REPRESENTATIONS

Representing the Lehman Creditors' Committee in litigation against JP Morgan and Citibank involving substantial claims arising out of calculations of close-out amounts under ISDA Master Agreements.

Achieved a settlement in excess of \$600 million for institutional investors in a troubled Asian real estate fund. This result was achieved without filing a complaint.

Represented MBIA in pursuing successor liability claims against Bank of America. MBIA had written monoline insurance policies on Countrywide securitization transactions. One Quinn Emanuel team pursued the primary liability case against Countrywide while Dan led the successor liability case against Bank of America. The litigation settled in early 2013 on favorable terms for MBIA.

Represented AIG and its AIF-FP subsidiary in a \$1.5 billion ISDA Master Agreement termination dispute with Brookfield Asset Management, which settled in 2013 with a substantial amount payable to AIG.

Represented a major Mexican corporation in obtaining a permanent injunction against JPMorgan in litigation involving compliance with provisions governing assignments and participations under a loan agreement.

Obtained recoveries in excess of \$400 million for a major US bank in disputes with five financial institutions from South Korea arising out of complex leveraged currency derivatives.

Obtained excellent commercial and financial results for a major European airline as a result of a purchase of a 20% interest in a major US airline that led to governance disputes, litigation in New York and Delaware and ultimately a sale of the equity back to the issuer and the creation of a successful, long-term trans-Atlantic alliance that benefits from antitrust immunity.

EDUCATION

Harvard Law School
(J.D., *magna cum laude*, 1975)
Harvard Law Review:
 Developments Editor, 1974-1975
 Editor, 1973-1974

Princeton University
(A.B., *cum laude*, 1971)

PUBLICATIONS AND LECTURES

Dan Cunningham has lectured on many occasions on the ISDA Master Agreements and various derivatives risk management topics at conferences organized by ISDA or the PLI. For 10 years he was co-chair of PLI's conference on "Swaps and Other Derivatives". He also was a speaker on securities law topics twice at PLI's Annual Institute on Securities Regulation. In addition, he has spoken on derivatives topics at the Bank for International Settlements in Basle, Switzerland at the IOSCO Annual Meeting in Taiwan and at IBA meetings in various parts of the world.

He recently gave seminars on the financial building blocks of derivatives and derivatives legal issues for the New York Appellate Division Justices, the Supreme Court of Singapore and the Supreme Court and Chancery Court of Delaware.

Dan Cunningham has written numerous articles and contributed chapters to various books on topics including derivatives documentation, cross-border risk management for financial institutions, close-out netting legislation and developments in US litigation.

PRIOR ASSOCIATIONS

Allen & Overy LLP, New York:
Senior Partner, Global US Practice, 2001-2009

Cravath, Swaine & Moore, New York:
Hiring Partner, Partner in Charge of London Office, Managing Partner, 1983-2001
Associate, 1978-1983

Orrick, Herrington & Sutcliffe, San Francisco:
Associate, 1976-1978

Law Clerk to the Hon. James R. Browning:
U.S. Court of Appeals for the Ninth Circuit, San Francisco, 1975-1976

CHARITABLE ACTIVITIES

Charter Trustee of Phillips Academy, 2000-Present

Chairman of the Board of Job Path Inc. (not-for-profit NY organization that fosters employment training and independent living for the developmentally disabled), 1999-Present

ADMISSIONS

Member, The State Bar of New York
Member, The State Bar of California



HAROLD A. BARZA

Partner, Head of Antitrust and Unfair Competition
Los Angeles Office
Tel: (213) 443-3000
Fax: +1 (213) 443-3100
E-mail: halbarza@quinnemanuel.com

Hal Barza is a highly experienced trial lawyer with demonstrated expertise in trying patent cases, antitrust cases and complex securities and general commercial cases. He has won patent cases tried to juries, judges and the International Trade Commission; won defense verdicts in major antitrust cases; and recently, he obtained one of the largest securities arbitration awards ever issued in the U.S. His expertise is recognized by the community and by legal publications, including *Best Lawyers in America*.

With a background in math and physics, Hal is well suited to handle complex matters involving technology and/or economics. He can hold his own with experts, but at the same time, take the complex and make it understandable to the layperson. Hal is the head of the firm's antitrust practice.

NOTABLE REPRESENTATIONS

In the Matter of Certain Ink Cartridges and Components Thereof – Obtained one of the largest general exclusion orders ever issued by the ITC. In a separate but related proceeding (*Ninestar Technology Co., Ltd. v. ITC*), obtained largest ITC enforcement penalty in history and a subsequent Federal Circuit affirmance in a precedential opinion.

3M v. TransWeb – Obtained defense jury verdict finding plaintiffs' patents invalid and not infringed, and finding that plaintiffs had committed attempted monopolization by defrauding the PTO into issuing the patents-in-suit.

Rosen Capital Partners LP and Rosen Capital Institutional LP v. Merrill Lynch Professional Clearing Corp. – Obtained arbitration award of \$90 million (with interest), which was affirmed on appeal. *The Wall Street Journal* described it as one of the largest investor arbitration awards ever issued by a FINRA arbitration panel.

In re Flash Memory Antitrust Litigation – Represented Samsung in two price-fixing class actions brought by direct and indirect purchasers of NAND flash memory in the Northern District of California; although classes had been certified in similar cases in the same district, successfully defeated class certification motions in both actions.

Discus Dental Impressions, Inc. v. Align Technology – Obtained finding of wrongful termination on behalf of national distributor of dental products.

Iran v. Shams Pahlavi et al. – Successfully defended claims by Islamic Republic of Iran against sister of former Shah of Iran seeking all assets held by her.

McGraw v. Salmon – Representing Tim McGraw, Alan Jackson, Charlie Daniels, Kenny Chesney, Reba McEntire, Faith Hill and other country music stars, obtained summary judgment holding that their professional names were protectable as common law marks.

EDUCATION

Columbia Law School

(J.D., 1976)

Columbia Law Review: Member, Board of Editors, 1975-1976

Chancellor James Kent Scholar, 1974-1976

Harlan Fiske Stone Scholar, 1973-1974

Boston University

(A.B., 1973)

PRIOR ASSOCIATIONS

Adjunct Professor, Mass Communications Law:

Southwestern University School of Law, 1979-1982

Law Clerk to the Hon. Milton Pollack:

United States District Court for the Southern District of New York, 1976-1977

PROFESSIONAL ACTIVITIES

Judge Pro Tem, Los Angeles Municipal Court, 1985-

Member, Los Angeles County Bar Association

Section on Trial Lawyers

Section on Antitrust

Member, American Bar Association

Committee on Antitrust Litigation

Section on Litigation

Section on Intellectual Property

AWARDS

Ranked by *Best Lawyers* in both Intellectual Property Litigation and Patent Litigation, 2013.

Recognized as a “National Antitrust Litigation Star” by *Benchmark Plaintiff Litigation*, 2012.

Recognized as a “Southern California Super Lawyer”, 2005-2012.

Recipient of Martindale Hubbell’s prestigious “AV” rating.

Recognized by *Legal 500* as an expert in antitrust matters.

ADMISSIONS

Member, The State Bar of California

Member, The State Bar of New York

United States Supreme Court

Supreme Court of New York

Supreme Court of California

United States Courts of Appeals:

 Ninth Circuit

 Federal Circuit

United States District Courts:

 Northern District of New York

 Southern District of New York

 Eastern District of New York

 Western District of New York

 Central District of California

 Northern District of California

 Southern District of California

 Eastern District of California

LANGUAGES

French

LEE TURNER FRIEDMAN

Associate
New York Office
Tel: +1 (212) 849-7000
Fax: +1 (212) 849-7100
E-mail: leefriedman@quinnemanuel.com

Lee Turner Friedman is an associate in Quinn Emanuel's New York office. She joined the firm as an associate in 2008 then pursued two clerkships for two federal judges from 2010 to 2012, ultimately returning to Quinn Emanuel in November 2012. Her practice, both before and after her clerkships, has focused on antitrust and commercial litigation, including both plaintiff and defense side work. She has filed complaints and dispositive motions in both state and federal court, and has experience managing discovery in complex matters.

EDUCATION

New York University, School of Law
(J.D., *magna cum laude*, 2008)
Order of the Coif
Evans A. Evans Constitutional Law Moot Court Competition:
1st Place & Best Brief, 2007

University of North Carolina, Chapel Hill
(B.A., Philosophy, French, 2005)
Phi Beta Kappa

PRIOR ASSOCIATIONS

Law Clerk to the Hon. Carol Bagley Amon:
United States District Court for the Eastern District of New York, 2011-2012

Law Clerk to the Hon. Rosemary Barkett:
United States Court of Appeals for the Eleventh Circuit, 2010-2011

Quinn Emanuel Urquhart & Sullivan, LLP:
Associate, 2008-2010

ADMISSIONS

Member, The State Bar of New York
United States District Court:

Southern District of New York

LANGUAGES

French

MATTHEW A. LEE

Associate

New York

Tel: +1(212) 849-7000

Fax: +1 (212) 849-7100

E-mail: matthewlee@quinnemanuel.com

Matt Lee is an associate in New York with trial, arbitration, and appellate experience in the United States and Australia. His practice focuses on complex commercial litigation and commercial and investor-state international arbitration, with particular emphasis on natural resources and energy disputes, securities and RMBS litigation, antitrust, patent and trademark litigation, and transnational disputes. Matt has been directly involved in cases before the United States District Courts for the Southern District of New York, the Eastern District of Texas and the District of Minnesota, as well as a major dispute before ICSID and a notable trial victory before the Court of Chancery of the State of Delaware. Prior to joining Quinn Emanuel in 2011, Matt worked as a lawyer on appellate, civil and commercial litigation, and legal advisory matters with the South Australian Crown Solicitor and Solicitor General in the High Court of Australia, Federal Court of Australia and local courts in South Australia. Matt was also the Fulbright Australian Alumni (WG Walker) Scholar and the Law Foundation of South Australia Fellow and studied at Harvard Law School where he focused on water law, natural resources and environmental law, international law and development, international commercial arbitration, and comparative constitutional law. Matt's experience across multiple jurisdictions includes having taught law in Australia, participated as a member of both the Law Council of Australia and the Australian Centre for International Commercial Arbitration, and having worked with teams in Quinn Emanuel's offices in Washington D.C., Los Angeles, San Francisco, Chicago, London, and Paris.

EDUCATION

Harvard Law School
(LL.M., 2011)

University of Adelaide
(LL.B., *First Class Honors*, 2008)
Adelaide Law Review:
Student Editorial Board, 2007-2008

University of Adelaide
(B.A., Politics, *First Class Honors*, 2005)

PRIOR ASSOCIATIONS

South Australian Crown Solicitor's Office:
Solicitor, 2008-2010

PUBLICATIONS

Matthew A. Lee, *IBA Guidelines on Party Representation in International Arbitration: A Cautionary Introductory Note for Clients, Counsel and Arbitrators*, 1(1) THE ACICA REVIEW 1, 35 (2013).

Lee, M. and Bento, L., *Class Arbitration in the United States Survives Another Battle, But Will it Survive the War*, Kluwer Arbitration Blog, June 21, 2013.

Bento, L., and Lee, M., *Finality Confirmed, Constitutionality Upheld: Major Victory for International Arbitration Community in Australia*, Kluwer Arbitration Blog, Mar. 19, 2013.

ADMISSIONS

Member, The State Bar of New York

Admitted as a practitioner in the Supreme Court of South Australia

Licensed to practice as a Barrister and Solicitor in the High Court and Federal Courts of Australia

LIZA M. BRERETON

Associate
Los Angeles Office
Tel: (213) 443-3000
E-mail: lizabreron@quinnemanuel.com

EDUCATION

UCLA School of Law
(J.D., 2008)

Kalamazoo College
(B.A., Political Science, *cum laude*, 2001)

PRIOR ASSOCIATIONS

Legal Advocate and Supervisor, Safe House Center:
Ann Arbor, MI, 2002-2005

ADMISSIONS

Member, The State Bar of California
United States District Court:
Central District of California

THADDEUS J. HACKWORTH

Associate
New York Office
Tel: (212) 849-7000
E-mail: thaddeushackworth@quinnemanuel.com

EDUCATION

Georgetown University
(J.D./M.P.P., *cum laude*, 2004)
Journal on Poverty Law and Policy:
Staff Member
Georgetown Public Policy Review:
Academic Articles Editor

Hope College
(B.A., *cum laude*, *Phi Beta Kappa*, Political Science, 2000)

PUBLICATIONS

“The Ghetto Prison: Federal Policy Responses to Racial and Economic Segregation,”
12 GEORGETOWN JOURNAL ON POVERTY LAW AND POLICY 181 (Spring 2005).

PRIOR ASSOCIATIONS

New York City Law Department,
Assistant Corporation Counsel, General Litigation, 2004-2006

ADMISSIONS

Member, The State Bar of New York
Member, The Bar of District of Columbia
United States District Court:
Southern District of New York
Eastern District of New York



JEHAN ASLAM

Associate
New York Office
Tel: (212) 849-7000
E-mail: jehanaslam@quinnemanuel.com

EDUCATION

New York University School of Law
(J.D., *cum laude*, 2006)
Journal of International Law and Politics:
Foreign and International Legal Citations Editor
Florence Allen Scholar

Brown University
(B.A. in Business Economics, *magna cum laude*, 2002)
Omicron Delta Epsilon

PUBLICATIONS

Note: Judicial Oversight of Islamic Family Law Arbitration in Ontario: Ensuring Meaningful Consent and Promoting Multicultural Citizenship, 38 N.Y.U. J. of Int'l Law & Politics 841 (2006).

PROFESSIONAL ACTIVITIES

Member, American Bar Association

PRIOR ASSOCIATIONS

Law Clerk to the Hon. Anne E. Thompson,
United States District Court, District of New Jersey, Trenton, NJ, 2007-2008

ADMISSIONS

Member, The State Bar of New York
Member, The State Bar of New Jersey
United States District Court:
District of New Jersey

LANGUAGES

Hindi
Urdu

Pushto



JUSTIN STONE

Associate
New York Office
Tel: (212) 849-7000
E-mail: justinstone@quinnemanuel.com

EDUCATION

George Mason University School of Law
(L.L.M., Law and Economics, 2005)

University of Wisconsin Law School
(J.D., *cum laude*, 2000)

Law Review:

Managing Editor, 1998-1999

Moot Court Oral Advocacy Competition:
Competitor, 1999

Cornell University
(B.A., Government, 1997)
National Merit Scholarship
John McMullen Dean's Scholarship

PRIOR ASSOCIATIONS

Federal Trade Commission,
Attorney, 2001-2003
Wisconsin Court of Appeals, District IV,
Judicial Intern, 1998

EXHIBIT 3

EXPENSE REPORT

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc. et al.

Firm Name: Quinn Emanuel Urquhart & Sullivan, LLP
Reporting Period: Inception through March 31, 2014

EXPENSE	AMOUNT
Litigation Fund	1,300,000.00
Travel/Hotel/Meals	173,246.09
Copying/Printing Fees	91,054.76
Research	89,007.77
Telephone/Teleconference/Fax	343.32
FedEx/Messengers/Postage	10,538.02
Court Fees	120.00
	1,664,309.96

EXHIBIT 3

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF ERIC B. FASTIFF, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Eric B. Fastiff, declare as follows:

1. I am a partner at the law firm of Lief, Cabraser, Heimann & Bernstein, LLP. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.
2. I actively participated in and oversaw aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.
3. My firm has acted as co-lead counsel to the Plaintiffs in this action, and has been involved in every aspect of the case. Attorneys at this firm researched the factual, legal underpinnings of the claim, drafted the complaint, drafted the MDL papers, drafted and edited the oppositions to the motions to dismiss, took and defended depositions, reviewed thousands of

pages of defendants' documents, assisted plaintiffs and class members in understanding their claims, reviewed plaintiffs' documents for production, attended meetings with class members, worked with experts, participated in the briefing and argument on defendants' and plaintiffs' motions to exclude expert opinions, and drafted and edited oppositions to defendants' motions for summary judgment. Attorneys from Lieff Cabraser were involved in every aspect of this case, including participating in all settlement discussions, drafting and editing settlement agreements, and drafting and editing preliminary approval motion and supporting papers.

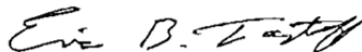
4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through March 31, 2014. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.lieffcabraser.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through March 31, 2014. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through March 31, 2014 is 11,850.70 hours. The total lodestar, at current billing rates, for my firm for this period is \$5,579,335.50. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$1,600,446.66.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed at San Francisco, California.



Eric B. Fastiff

Dated: April 24, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Lieff, Cabraser, Heimann & Bernstein, LLP****Reporting Period: Inception through March 31, 2014.**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Joseph Saveri	Partner	720.70	900.00	648,630.00
Eric Fastiff	Partner	377.90	700.00	264,530.00
Dean Harvey	Partner	451.10	490.00	221,039.00
Zabrina Alequire	Associate	322.40	490.00	157,976.00
Kenneth Byrd	Associate	1.00	490.00	490.00
Lin Chan	Associate	3.60	465.00	1,674.00
Susan Cohn	Associate	86.00	515.00	44,290.00
Christopher Coleman	Associate	2,126.00	430.00	914,180.00
Dean Harvey	Associate	2,522.20	490.00	1,235,878.00
Mark Lasser	Associate	220.50	490.00	108,045.00
Daniel Leathers	Associate	1.00	415.00	415.00
Jerome Mayer-Cantu	Associate	235.70	375.00	88,387.50
Marc Pilotin	Associate	264.40	415.00	109,726.00
Kevin Rayhill	Associate	2,850.40	450.00	1,282,680.00
Jonathan Zaul	Associate	256.20	415.00	106,323.00
Kevin Budner	Law Clerk	11.00	295.00	3,245.00
Neha Gupta	Law Clerk	15.00	330.00	4,950.00
Marco Janoski	Law Clerk	15.90	330.00	5,247.00

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Tyler Adam	Paralegal/ Clerk	2.50	225.00	562.50
Richard Anthony	Paralegal/ Clerk	9.80	305.00	2,989.00
Helen Calip	Paralegal/ Clerk	8.30	215.00	1,784.50
Samuel Deputy	Paralegal/ Clerk	6.50	250.00	1,625.00
Terence Desouza	Paralegal/ Clerk	17.40	285.00	4,959.00
Lindsey Grumbo	Paralegal/ Clerk	277.10	225.00	62,347.50
Daniel Liu	Paralegal/ Clerk	9.70	260.00	2,522.00
Kristin Orsland	Paralegal/ Clerk	22.70	305.00	6,923.50
Brenda Parker	Paralegal/ Clerk	10.40	305.00	3,172.00
Alan Ruiz	Paralegal/ Clerk	340.50	265.00	90,232.50
Dan Schuman	Paralegal/ Clerk	2.50	305.00	762.50
Steven Shin	Paralegal/ Clerk	8.40	265.00	2,226.00
Brian Troxel	Paralegal/ Clerk	467.80	305.00	142,679.00
Yang Zhang	Paralegal/ Clerk	17.50	235.00	4,112.50
Kirti Dugar	Paralegal/ Clerk	13.50	410.00	5,535.00
Scott Alameda	Litigation Support/ Research	4.20	260.00	1,092.00
Robert De Maria	Litigation Support/ Research	1.10	335.00	368.50
Major Mugrage	Litigation Support/ Research	21.70	320.00	6,944.00
Renee Mukherji	Litigation Support/ Research	2.70	270.00	729.00
Anil Nambiar	Litigation Support/ Research	2.00	330.00	660.00

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Cyrus Yamat	Litigation Support/ Research	44.00	320.00	14,080.00
Anthony Grant	Litigation Support/ Research	77.00	320.00	24,640.00
Sat Kriya Khalsa	Litigation Support/ Research	2.40	285.00	684.00
Totals		11,850.70		5,579,335.50

*Lodestar calculated based on current hourly rates.

EXHIBIT 2**Lieff, Cabraser, Heimann & Bernstein, LLP's Primary Case Counsel**

ERIC B. FASTIFF, Admitted to practice in California, 1996; District of Columbia, 1997; U.S. Courts of Appeals for the Third, Ninth and Federal Circuit; U.S. District Courts for the Northern, Southern, Eastern, and Central Districts of California, District of Columbia; U.S. District Court, Eastern District of Wisconsin; U.S. Court of Federal Claims. Education: Cornell Law School (J.D., 1995); Editor-in-Chief, *Cornell International Law Journal*; London School of Economics (M.Sc.(Econ.), 1991); Tufts University (B.A., *cum laude, magno cum honore in thesi*, 1990). Employment: Lieff, Cabraser, Heimann & Bernstein, LLP (1996-present); Law Clerk to Hon. James T. Turner, U.S. Court of Federal Claims, 1995-1996; International Trade Specialist, Eastern Europe Business Information Center, U.S. Department of Commerce, 1992. Awards & Honors: "Top 100 Lawyers in California," *Daily Journal*, 2013; "California Litigation Star," *Benchmark Plaintiff*, 2013-2014; Legal 500 recommended lawyer, *LegalEase*, 2013; *The Best Lawyers in America*, based on peer and blue ribbon panel review, selected for list of "San Francisco's Best Lawyers," 2013-2014; "Northern California Super Lawyer," *Super Lawyers*, 2010-2013; "Top Attorneys in Business Law," *Super Lawyers Corporate Counsel Edition*, 2012; "Lawdragon Finalist," *Lawdragon*, 2009. Publications & Presentations: General Editor, *California Class Actions Practice and Procedures*, (2003-2009); Coordinating Editor and Co-Author of California section of the *ABA State Class Action Survey* (2003-2008); Author, "US Generic Drug Litigation Update," 1 *Journal of Generic Medicines* 212 (2004); Author, "The Proposed Hague Convention on the Recognition and Enforcement of Civil and Commercial Judgments: A Solution to Butch Reynolds's Jurisdiction and Enforcement Problems," 28 *Cornell International Law Journal* 469 (1995). Member: American Antitrust Institute (Advisory Board); State Bar of California; District of Columbia Bar Association; Bar Association of San Francisco; Bar of the U.S. Court of Federal Claims; Children's Day School (Chair, Board of Trustees); Editorial Board Member, *Journal of Generic Medicines*, 2003-present; Jewish Home for the Aged (Board of Trustees); Menorah Park (Board of Trustees); SF Works (Board of Trustees).

DEAN M. HARVEY, Admitted to practice in California, 2007; U.S. District Court, Northern District of California; U.S. District Court, Central District of California; U.S. District Court, Eastern District of California; U.S. District Court, Southern District of California; U.S. Court of Appeals for the Ninth Circuit; U.S. District Court, Eastern District of Wisconsin, 2013. Education: Boalt Hall School of Law, University of California, Berkeley (J.D. 2006); Articles Editor, *California Law Review* (2005-2006); Assistant Editor, *Berkeley Journal of International Law* (2004); University of Minnesota, Twin Cities (B.A. *summa cum laude*, 2002). Employment: Partner, Lieff Cabraser Heimann & Bernstein, LLP (2013-Present); Associate, Lieff Cabraser Heimann & Bernstein, LLP (2009-2013); Associate, Boies, Schiller & Flexner LLP (2007-2008); Law Clerk, The Honorable James V. Selna, U.S. District Court for the Central District of California (2006-2007); Law Clerk, U.S. Department of Justice, Antitrust Division, San Francisco Field Office (2006); Summer Law Intern, U.S. Department of Justice (2005); Summer Associate, Boies, Schiller & Flexner LLP (2005). Awards & Honors: "Super Lawyer for Northern California," *Super Lawyers*, 2013; "Lawyers on the Fast Track," *The Recorder*, 2013; "Rising Star for Northern California," *Super Lawyers*, 2010-2012; "William E. Swope Antitrust Writing Prize," 2006. Publications: Contributing Author, *The Class Action Fairness Act: Law and Strategy*, American Bar Association, 2013; Contributing Author, *Concurrent Antitrust Criminal and Civil Proceedings: Identifying Problems and Planning for Success*, American Bar Association (2013); Panelist, "If You Don't Steal My

Employees, I Won't Steal Yours: The Antitrust Treatment of Non-Poaching and Non-Solicitation Agreements," American Bar Association (2013); Co-Editor, *California Class Actions Practice and Procedures* (2010-2013); Articles Editor, *Competition* (the Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California) (2012); Contributing Author, *ABA Annual Review of Antitrust Law Developments* (2011); Panelist, "In the Wake of *AT&T Mobility v. Concepcion*: Perspectives on the Future of Class Litigation," American Bar Association (2011); *New Guidance for Standard Setting Organizations: Broadcom Corp. v. Qualcomm Inc. and In the Matter of Rambus, Inc.*, 5 *ABA Sherman Act Section 1 Newsl.* 35 (2008); *Anticompetitive Social Norms as Antitrust Violations*, 94 *Calif. L. Rev.* 769 (2006). *Member*: American Bar Association (Antitrust Section); Bar Association of San Francisco; San Francisco Trial Lawyers Association.

MARC A. PILOTIN, Admitted to practice in California, 2009; U.S. Court of Appeals for the Ninth Circuit, U.S. District Court, Northern District of California; U.S. District Court, Southern District of California; U.S. District Court, Central District of California; U.S. District Court, Eastern District of California. Education: Boalt Hall School of Law, University of California, Berkeley (J.D., 2009); Supervising Editor, *California Law Review*; Executive Editor, *Berkeley Journal of Employment and Labor Law*; University of California, Los Angeles, Graduate School of Education and Information Studies (M.Ed., 2005); University of California, Los Angeles, College of Letters and Science (B.A., *cum laude* and College Honors, 2001). Publications & Presentations: "Finding a Common Yardstick: Implementing a National Student Assessment and School Accountability Plan Through State-Federal Collaboration," 98 *Calif. L. Rev.* 545 (2010). Employment: Law Clerk to the Honorable Claudia Wilken, U.S. District Court for the Northern District of California, 2009-2011; Graduate Student Instructor for Professor Goodwin Liu, Constitutional Law, 2008; Summer Associate, O'Melveny & Myers, LLP, 2008; Judicial Extern to the Honorable Edward M. Chen, U.S. District Court for the Northern District of California, 2007; Law Clerk, ACLU Foundation of Southern California, 2007; Teacher and Grade-Level Chairperson, Ninety-Sixth Street Elementary School, 2004-2006; Administrative Director, UCLA Center for American Politics and Public Policy, 2001-2003. Awards & Honors: "Rising Star for Northern California," *Super Lawyers*, 2013; "Consumer Attorney of the Year Finalist," *Consumer Attorneys of the Year*, 2013. Member: Filipino Bar Association of Northern California (Board Member, 2013-present).

Former Loeff, Cabraser Attorneys who Represented Plaintiffs and the Class

JOSEPH R. SAVERI, Admitted to practice in California, 1987; U.S. District Court, Northern District of California, 1987; Central District of California, 1995; Southern District of California, 1995; Eastern District of California, 2008; U.S. District Court, Eastern District of Michigan, 2009; U.S. District Court, Eastern District of Wisconsin, 2010; U.S. Court of Appeals, First Circuit, 2004; U.S. Court of Appeals, Second Circuit, 2006; U.S. Court of Appeals, Fifth Circuit, 2009; U.S. Court of Appeals, Seventh Circuit, 1996; U.S. Court of Appeals, Eighth Circuit, 2003; U.S. Court of Appeals, Ninth Circuit, 1987; U.S. Court of Appeals, Federal Circuit 2007; U.S. Supreme Court, 2004. Education: University of Virginia (J.D., 1987); University of California at Berkeley (B.A., 1984). Employment: The Saveri Law Firm (2012-present); Loeff, Cabraser, Heimann & Bernstein, LLP (1996-2012); McCutchen, Doyle, Brown & Enersen (1987-1996). Awards and Honors: AV Peer Review Rated, Martindale-Hubbell; "Northern California Super Lawyers," *Super Lawyers*, 2006 - 2012; "Top Attorneys In Antitrust Law," *Super Lawyers Corporate Counsel Edition*, 2010, 2012; Lawdragon Finalist," *Lawdragon*, 2009. Publications & Presentations: Faculty, 5th Annual Sedona Conference Program on Staying Ahead of

eDiscovery Curve (2011); “Dagher: An Admirable Exercise in Restraint,” *Competition: The Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California*, Vol. 15, No. 2 (Fall/Winter 2006); Panelist, *Soaring Prices for Prescription Drugs: Just Rewards for Innovations or Antitrust Violations?*, *University of San Francisco Law Review* (November 13, 2004); *California Antitrust & Unfair Competition Law 3d* (Antitrust and Unfair Competition Law Section of the State Bar of California 2003); Panelist, Fordham Conference on Electronic Discovery, Discovery Subcommittee of Advisory Committee on the Rules of Civil Procedure; Contributing Author, *California Class Actions Practice and Procedure* (Elizabeth J. Cabraser editor in chief, 2003); “RICO Update,” *22 Review of Securities and Commodities Regulation*, No. 18 (Oct. 25, 1989). *Member*: American Antitrust Institute (Advisory Board); American Bar Association (Antitrust Section); Bar Association of San Francisco; Italian Lawyers Club of San Francisco; Northern District of California’s Civil Rules and Practice Committee; State Bar of California; Faculty Member, Sedona Conference Institute, 2011; Ninth Circuit Judicial Conference (Lawyer Representative, 2011); Faculty Member, Sedona Conference on Antitrust Law and Litigation, 2006.

CHRIS COLEMAN, Admitted to practice in Georgia, 2005. *Education*: Northwestern University School of Law (J.D., *cum laude*, 2003); Order of the Coif; Associate Editor, *Northwestern University Law Review* (2002-2003); John Paul Stevens Public Interest Fellowship (2002); Northwestern University (M.A., History, 2000); University of Virginia (M.A., English, 1995); Vanderbilt University (B.A., *magna cum laude*, 1993). *Employment*: Tennessee Justice Center (2010-present); Lieff, Cabraser, Heimann & Bernstein, LLP (2005-2010); Judicial Clerkship, Honorable Joan Humphrey Lefkow, U.S. District Court, Northern District of Illinois, 2003-2005. Leadership Council for Metropolitan Open Communities (Chicago, Illinois, 2002); Central Alabama Fair Housing Center (Montgomery, Alabama, 1997-1998). *Publications & Presentations*: Contributing Author, “California Class Actions Practice and Procedures” (Elizabeth J. Cabraser, Editor-in-Chief, 2006-2007); “Decades-Old Murder Case Needs Review,” Op-Ed, *Chicago Sun-Times*, February 2, 2003; Co-Author, “Social Movements and Social Change Litigation: Synergy in the Montgomery Bus Protest,” *Law and Social Inquiry* (Fall 2005); “Fingerprints and False Confessions: The William Heirens Case,” Conference Presentation, Conference on False Confessions, Center on Wrongful Convictions, Northwestern University, Chicago, Illinois, March 2002. *Member*: American Bar Association; Tennessee Bar Association; Tennessee Trial Lawyers Association; Lawyers Association for Women; Nashville Bar Association YLD (Board of Directors); American Constitution Society, Nashville Lawyers' Chapter (Board of Directors).

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name: Lieff, Cabraser, Heimann & Bernstein, LLP****Reporting Period: Inception through March 31, 2014.**

Expense	Amount
Electronic Processing	\$100.00
Fax	\$197.00
In-House Copies	\$18,091.40
Postage	\$619.42
Print	\$65,530.40
Telephone	\$7,818.19
Computer Research	\$24,458.48
Cost Funds	\$1,350,000.00
Deposition/Transcripts	\$7,664.25
Electronic Database	\$20,904.19
Experts/Consultants	\$5,200.00
Federal Express/Messenger	\$11,051.84
Filing Fees	\$85.00
Other Charges	\$1,025.00
Outside Copy Service	\$8,106.88
Process Service	\$3,000.22
Supplies	\$484.68
Telephone	\$783.39
Travel	\$75,186.32
Witness Fees	\$140.00
Total Costs:	\$1,600,446.66

EXHIBIT 4

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF DAVID A. BALTO, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, David A. Balto, declare as follows:

1. I am a partner at the Law Offices of David Balto. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Investigations of facts for underlying case
- Analysis of theories for underlying case
- Draft and edit initial complaint

- Legal research
- Review documents
- Meet with analyze Federal Trade Commission documents in related antitrust matters
- Conduct third party fleet card interviews
- Draft third party subpoenas and coordination of discovery production of three fleet card companies, two individuals and the third party truck stop buying groups
- Address discovery responses of plaintiff Pat Marchbanks
- Prepare for and defend plaintiff Pat Marchbanks' depositions
- Prepare materials and document summaries for two depositions
- Prepare for and attend buying groups depositions
- Fact investigation, document review and deposition summaries for order of proof for class certification
- Coordination and draft of third party buying group declarations
- Confer with experts re preparation of reports

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

1. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.dcantitrustlaw.com.

5. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

6. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 5,830.9 hours. The total lodestar, at current billing rates, for my firm for this period is \$2,461,288.00. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$24,135.00

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

LAW OFFICES OF DAVID BALTO

A handwritten signature in cursive script that reads "David A. Balto". The signature is written in dark ink and is positioned above a horizontal line.

David A. Balto

Dated: April 8, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Law Offices of David Balto**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
David Balto	P	3,183.3	\$600	\$1,908,780.00
Bradley Wasser	A	955.0	\$250	\$238,750.00
Spencer Baldwin	A	484.6	\$250	\$121,150.00
Jason McElroy	A	284.4	\$200	\$56,880.00
Ethan Sapperstein	A	203.0	\$200	\$40,600.00
Craig Breiss	A	17.0	\$200	\$3,400.00
Brendan Coffman	LC	10.3	\$130	\$1,339.00
Bradley Wasser	P	695.3	\$130	\$90,389.00
TOTALS		5,830.9		\$2,461,288.00

P = Partner
C = Counsel
A = Associate
PL = Paralegal
LC = Law Clerk

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
FIRM BIOGRAPHIES

David A. Balto

David Balto founded the Law Offices of David Balto in 2005 to concentrate his practice on competition policy, health care and intellectual property law. David Balto graduated *Summa Cum Laude* from the University of Minnesota where he was selected for Phi Beta Kappa (B.A. 1972), graduated *Magna Cum Laude* Northeastern University (M.P.A. 1978), and graduated Northeastern University School of Law (J.D. 1983). He is admitted to practice in the District of Columbia, various federal courts and the United State Supreme Court.

Mr. Balto has over 20 years of experience as an antitrust attorney in the private sector, the Antitrust Division of the Department of Justice, and the Federal Trade Commission. He is nationally known for his expertise in competition policy in high-tech industries, semiconductors, health care, pharmaceuticals, medical devices, media, and financial services. He regularly provides advice on mergers, strategic alliances, and joint ventures.

From 1995 to 2001 he was the policy director of the Bureau of Competition of the Federal Trade Commission and attorney advisor to Chairman Robert Pitofsky. In these leadership roles Mr. Balto was a senior advisor in developing competition policy and identifying key enforcement initiatives. He helped draft guidelines involving intellectual property, joint ventures, and health care. He played a key role in several litigated cases, including the challenges to the Staples/Office Depot and Heinz/Beechnut mergers, the Intel monopolization case, and the challenges to anticompetitive conduct by several pharmaceutical companies. He is the only person to twice win the FTC's award for outstanding scholarship, and also won the FTC's award for distinguished service, the highest award given a staff attorney.

Mr. Balto has authored more than 60 articles about competition policy focusing on intellectual property, health care, pharmaceuticals, financial services, and mergers. He regularly testifies before Congress, state legislatures, the FTC, and DOJ. He has authored numerous amicus briefs for consumer groups in seminal antitrust cases.

Bradley Wasser

Mr. Wasser is an associate at the Law Offices of David Balto primarily focused on class action antitrust and federal government investigation matters. Mr. Wasser joined the firm in 2006 as a Law Clerk.

Mr. Wasser graduated from the University of Delaware in 2003 (B.A.) and graduated *Cum Laude* from the University of Baltimore in 2010 (J.D.). Mr. Wasser is admitted to practice in the Commonwealth of Pennsylvania. Mr. Wasser is a member of the Pennsylvania Bar Association as well as the American Bar Association, Antitrust and Health Law Sections.

Spencer Baldwin

Mr. Baldwin was an associate at the Law Offices of David Balto primarily focused on antitrust, intellectual property laws and competition policy, and merger review. Mr. Baldwin joined the firm in 2010.

Mr. Baldwin graduated from the University of Washington in 2006 (B.A.) and graduated from Northeastern University School of Law in 2010 (J.D.). At the time employed by the Law Offices of David Balto, Mr. Baldwin was admitted to practice in the state of New York.

Jason McElroy

Mr. McElroy was an associate at the Law Offices of David Balto from February 2009 – September 2009. Prior to joining the Law Offices of David Balto, Mr. McElroy was an associate at White & Case, LLP concentrating on antitrust and competition law.

Mr. McElroy graduated from DePauw University in 2002 (B.A.) and graduated from American University, Washington College of Law in 2005 (J.D.). At the time of employment, Mr. McElroy was admitted to practice in the District of Columbia, the Commonwealth of Virginia and various federal courts.

Ethan Sapperstein

Mr. Sapperstein was an associate at the Law Offices of David Balto from 2008 through February 2010. Mr. Sapperstein joined the Law Offices of David Balto after graduating from law school.

Mr. Sapperstein graduated from Catholic Law School in 2008 (J.D.). At the time employed with the Law Offices of David Balto, Mr. Sapperstein was admitted to practice in the State of Maryland and the District of Columbia.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name: Law Offices of Daivd Balto**

EXPENSE	AMOUNT
Litigation Fund	
Travel/Hotel/Meals	\$9,135.00
Copying/Printing Fees	\$8,111.00
Research	\$6,466.00
Telephone/Teleconference/Fax	\$225.00
FedEx/Messengers/Postage	\$198.00
Court Fees	
Other (describe)	
TOTAL	\$24,135.00

EXHIBIT 5

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF JOSHUA P. DAVIS, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Joshua P. Davis, declare as follows:

1. I am a partner at the law firm of the Law Offices of Joshua P. Davis. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.
2. I actively participated in all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation and was entirely at risk.
3. My firm has acted as counsel to the Plaintiffs in this action and has been involved in the following activities:
 - Development of the case and strategic planning.
 - Oral arguments regarding motions to dismiss and Daubert.
 - Briefing regarding motions to dismiss, discovery, Daubert, and class certification.

- Discovery including expert depositions.
- Economic analysis, including working extensively with experts.

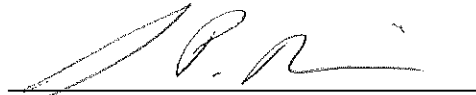
4. Attached as Exhibit 1 is a summary of the time I spent as an attorney involved in this action, and the lodestar calculation based on my current billing rate, from the inception of the case through March 17, 2013. The summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rate for my time as an attorney included in Exhibit 1 is the usual and customary hourly rate charged for my services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 is my biography. Some of this information is also available on my website as Associate Dean and Professor at the University of San Francisco School of Law (affiliation noted for identification purposes only) at www.usfca.edu/law/faculty/joshua/davis/.

6. The total number of hours expended on this litigation by my firm from inception through March 17, 2013 is 2,678.5 hours. The total lodestar, at my current billing rate, for my firm for this period is \$2,142,800.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Law Offices of Joshua P. Davis

A handwritten signature in black ink, appearing to read 'J.P. Davis', is written over a horizontal line.

Joshua P. Davis

Dated: April 7, 2014

EXHIBIT 1

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
TIME REPORT

Firm Name:
Reporting Period:

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Joshua P. Davis	P	2,678.5	\$800/hour	\$2,142,800
TOTALS				\$2,142,800

P = Partner
 C = Counsel
 A = Associate
 PL = Paralegal

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
RESUME OF JOSHUA P. DAVIS

JOSHUA P. DAVIS, ESQ.
LAW OFFICES OF JOSHUA P. DAVIS
59 Montford Ave.
Mill Valley, CA 94941
davisj@usfca.edu
(415) 422-6223
California State Bar Number: 193254

OVERVIEW

I have practiced complex litigation with an emphasis on antitrust class actions for almost 20 years. I did so first as an associate and then as a partner at Lieff, Cabraser, Heimann & Bernstein, LLP (“LCHB”) until 2000. In the fall of 2000, I accepted a full-time position on the faculty at the University of San Francisco (“USF”) School of Law, where I teach various subjects related to civil litigation, including Civil Procedure, Remedies, and Legal Ethics. Since joining the USF Law Faculty, I have served as counsel, a consulting attorney, or an expert in various proposed and certified antitrust and consumer class actions in state and federal court. Cases which I have prosecuted include:

ATM Antitrust Litigation

In re ATM Antitrust Litigation, Master File No. C04-2676 SBA (N.D. Cal.): Represent plaintiffs in proposed antitrust class action regarding price-fixing of interchange fees on ATM transactions.

Biotech Seeds Antitrust Litigation

Sample v. Monsanto Company, No. 4:01 CV-65 RWS (E.D. Mo.): Represented plaintiffs in proposed antitrust class action regarding price-fixing of genetically modified seeds.

CD Antitrust Litigation

In re Compact Disc Antitrust Litigation, MDL No. 1216 (C.D. Cal.): Represented plaintiffs in proposed antitrust class action regarding price-fixing of compact discs.

Commercial Paper Antitrust Litigation

Sanitary Paper Cases I and II, JCCP Nos. 4019 and 4027 (San Francisco Superior Ct.): Represented plaintiffs in proposed antitrust class action regarding price-fixing of commercial paper.

Magnetic Iron Oxide (“MIO”) Antitrust Litigation

eMag Solutions, LLC v. Toda Kogyo Corporation, C-02-1611 PJH (N.D. Cal.): Represent plaintiffs in proposed antitrust class action regarding price-fixing of magnetic iron oxide.

Pharmaceutical Antitrust Litigation

Pharmaceutical Cases I, II and III, JCCP Nos. 2969, 2971 and 2972 (San Francisco Superior Ct.).
In re Brand Name Prescription Drugs, MDL No. 97 (N.D. Ill.).
Represented plaintiffs in antitrust class actions regarding price-fixing of pharmaceuticals.

Trucker Fleet Card Antitrust Litigation

Universal Delaware, Inc. v. Comdata Corp., No. 07-1078-JKG-HSP (E.D. Pa.);
Marchbanks Truck Service, Inc. v. Ceridian Corp., No. 09-CV-2327-JKG (E.D. Pa.)

Member of Executive Committee representing independent truck stops alleging monopolization and conspiracy to monopolize market for trucker fleet cards.

Wal-Mart Wage and Hour Litigation

Savaglio v. Wal-Mart Stores, Inc., Case No. C-825687-7 (Ala. County):

Served as expert in support of plaintiffs' counsel's application for attorney's fees after trial verdict of \$172 million in class action on behalf of Wal-Mart employees who were deprived of meal and other breaks in violation of California law.

X-Ray Film Antitrust Litigation

In re California Indirect-Purchaser X-Ray Antitrust Litigation, No. 960886 (San Francisco Superior Ct.): Represented plaintiffs in antitrust class action regarding price-fixing of x-ray film.

LEGAL EXPERIENCE

University of San Francisco, School of Law

2000 to Present

San Francisco, CA

Associate Dean for Academic Affairs

Professor: Civil Procedure, Constitutional Theory, Legal Ethics, and Jurisprudence, Remedies.

Director, Center for Law and Ethics.

Co-Organizer and Founder, Bay Area Legal Ethics Forum (with Berkeley, Hastings and Stanford).

Co-Organizer, Bay Area Civil Procedure Forum (with Berkeley, Hastings and Stanford).

Lieff, Cabraser, Heimann, & Bernstein, LLP

1997 to 2000

San Francisco, CA

Partner, Associate: Represented plaintiffs in antitrust, consumer, employment discrimination and environmental class actions and complex litigation.

Willamette University College of Law

1996 to 1997

Salem, OR

Visiting Assistant Professor of Law.

Georgetown University Law Center

1994 to 1996

Washington, D.C.

Fellow, Center for Applied Legal Studies.

Adjunct Professor of Law, Legal Scholarship Workshop.

Chambers of Judge Patrick E. Higginbotham

1993 to 1994

U.S. Court of Appeals for the Fifth Circuit

Dallas, TX

Law Clerk

LAW REFORM

- American Antitrust Institute** 2007 to Present
Non-partisan, non-profit think tank supporting competition in the marketplace.
Advisory Board Member
Senior Fellow
Reporter, Civil Antitrust Enforcement Jury Instruction Project
- Testimony Before Congress on the “Open Access to Courts Act of 2009,” H.R. 4115,** Dec. 16, 2009
Witness, House of Representatives, Committee on the Judiciary, Subcommittee on Courts and Competition Policy.
- Multijurisdictional Practice in California** 2001 to 2004
Reporter, California Supreme Court Implementation Committee on Multijurisdictional Practice
Reporter, California Supreme Court Advisory Task Force on Multijurisdictional Practice
Formulated rules on multijurisdictional practice codified at California Supreme Court Rules 964 to 967.

EDUCATION

- Georgetown University Law Center, LL.M.** 1994 to 1996
Washington, D.C.
Honors: Two-Year Teaching Fellowship
- New York University School of Law, J.D.** 1990 to 1993
New York, N.Y.
Frank H. Sommer Memorial Award (selected by faculty as top student in class for scholarship and achievement)
Senior Articles Editor, N.Y.U. Law Review
Order of the Coif
- Brown University, A.B.** 1985 to 1989
Providence, R.I.

ACADEMIC PUBLICATIONS

American Legal Realism and Practical Guidance in PRACTICAL NORMATIVITY: ESSAYS ON REASONS AND INTENTIONS IN LAW AND PRACTICAL REASON (forthcoming 2014 in Cambridge University Press) (with Manuel Vargas).

Class-Wide Recoveries, __ GEO. WASH. L. REV. __ (forthcoming 2013/2014).

The Puzzle of Class Actions with Uninjured Members, __ GEO. WASH. L. REV. __ (forthcoming 2013/2014) (with Eric Cramer and Caitlin May).

LEGALITY, Morality, Duality, __ UTAH L. REV. __ (forthcoming 2013/2014).

Defying Conventional Wisdom: The Case for Private Antitrust Enforcement, 48 GA. L. REV. 1 (2013) (with Robert H. Lande).

Winner of the Award for the Best Academic Article on Private Antitrust Enforcement in 2014 from the Institute of Competition Law and George Washington School of Law.

Towards an Empirical and Theoretical Assessment of Private Antitrust Enforcement, 36 SEATTLE UN. L. REV. 1269 (2013) (with Robert H. Lande).

From Four Part Tests to First Principles: Putting Free Speech Jurisprudence in Perspective, 86 ST. JOHN'S L. REV. 833 (2012) (with Joshua Rosenberg).

Comparative Deterrence from Private Enforcement and Criminal Enforcement of the U.S. Antitrust Laws, 2011 B.Y.U. L. REV. 315 (with Robert Lande).

The Inherent Structure of Free Speech Law, 19 WM. & MARY BILL RTS. J. 131 (2010) (with Joshua Rosenberg).

Antitrust, Class Certification, and the Politics of Procedure, 18 GEO. MASON L. REV. 969 (2010) (with Eric Cramer).

Applying Litigation Economics to Patent Settlements: Why Reverse Payments Should Be *Per Se* Illegal, 41 RUTG. L. J. 255 (2009).

Of Vulnerable Monopolists?: Questionable Innovation in the Standard for Class Certification in Antitrust Cases, 41 RUTG. L. J. 355 (2009) (with Eric L. Cramer).

Government as Patron or Regulator in the Student Speech Cases, 83 ST. JOHN'S L. REV. 101 (2009) (with Joshua Rosenberg).

Of Myths and Evidence: An Analysis of 40 US Cases for Countries Considering a Private Right of Action for Competition Law Violations, 2 GLOBAL COMP. L. REV. 126 (2009) (with Robert Lande).

Benefits From Private Antitrust Enforcement: An Analysis of Forty Cases, 42 U.S.F. L. REV. 879 (2008) (co-authored with Robert Lande).

Some Scholarly Consensus: Modernization of the Antitrust Laws is Best Left to the Judiciary, 40 U.S.F. L. REV. 561 (2006).

Chimerical Class Conflicts in Federal Antitrust Litigation: The Fox Guarding the Chicken House in *Valley Drug*, 39 U.S.F. L. Rev. 141 (2004) (with David Sorensen).

Efforts to Delay Competition from Generic Drugs: Litigation Along a Seismic Fault Between Antitrust and Intellectual Property Law, 39 U.S.F. L. Rev. 1 (2004) (with Steig Olson).

Expected Value Arbitration, 57 Okla. L. Rev. 47 (2004).

Supreme Court Review of the Foreign Trade Antitrust Improvements Act: A Case of a Misleading Question?, 38 U.S.F. L. Rev. 431 (2004).

Essay: *Virginia v. Black*: Toward Neutral Principles?, Casenote, 25 Dublin Univ. L. J. 217 (2003).

Essay: Arbitration: Trial by Other Means or Settlement by Other Means?, 37 U.S.F. L. Rev. 7 (2003).

Taking Uncertainty Seriously: Revising Injunction Doctrine, 34 Rutgers L. J. 363 (2003).

How Democratic is the United States Supreme Court?, 37 U.S.F.L. Rev. 1 (2002) (introduction to symposium on Christopher Eisgruber, Constitutional Self-Government (Harvard 2001)).

Teaching Values—The Center for Applied Legal Ethics, 36 U.S.F. L. Rev. 593 (2002) (introduction to symposium on teaching values in law school).

Toward a Jurisprudence of Trial and Settlement: Allocating Attorneys' Fees by Amending Federal Rule of Civil Procedure 68, 48 Ala. L. Rev. 65 (1996).

Note, Cardozo's Judicial Craft and What Cases Come to Mean, 68 N.Y.U. L. Rev. 777 (1993).

AMICUS BRIEFS

Comcast Corp. v. Behrend, No. 11-864 (U.S. Supreme Court) (filed Oct. 2, 2012) (on behalf of the American Antitrust Institute and the American Independent Business Alliance) (argued about class certification standard).

In re Cipro Cases, S198616 (Cal. Supreme Court) (filed Jan. 18, 2012) (on behalf of the American Antitrust Institute) (successfully requested review of the legality under California antitrust law of so-called “reverse payment” agreements).

Wal-Mart Stores, Inc. v. Dukes, 131 S.Ct. 2541 (2011) (filed March 1, 2011) (co-drafter of a brief on behalf of law and economics professors setting forth the benefits of class certification, particularly in employment discrimination cases).

Sullivan v. DB Investments, Inc., 667 F.3d 273 (3d Cir. 2011) (*en banc*) (filed Jan. 12, 2011) (on behalf of the American Antitrust Institute) (successfully argued for certification of a settlement class in an antitrust action).

Messner v. NorthShore University HealthSystem, 669 F.3d 802 (7th Cir. 2012) (filed Aug. 9, 2010) (on behalf of American Antitrust Institute) (successfully argued for class certification in antitrust case).

Ketchum v. Moses, 24 Cal.4th 1122 (Cal. 2001) (with Charles B. Renfrew, Robert J. Nelson, and Caryn Becker) (represented The Bar Association of San Francisco).

Kolstad v. American Dental Association, 527 U.S.526 (1999) (with James M. Finberg, Jonathan D. Selbin, and Paulina do Amaral) (represented the Lawyers' Committee for Civil Rights Under Law, the National Association for the Advancement of Colored People, the Mexican American Legal Defense and Education Fund, the National Partnership for Women & Families, the National Women's Law Center, the National Organization for Women Legal Defense and Education Fund, and the American Civil Liberties Union).

Carter v. West Publishing Co., No. 99-11959-E (11th Cir. 1999) (with James M. Finberg) (represented the National Employment Lawyers Association, the National Association for the Advancement of Colored People, the Florida State Conference of NAACP Branches, the National Women's Law Center, the American Jewish Congress, and the Rainbow/PUSH Coalition, Inc.).

Allison v. Citgo Petroleum Corp., 151 F.3d 402 (5th Cir. 1998) (request for rehearing *en banc*) (with James M. Finberg) (represented the National Employment Lawyers Association).

SYMPOSIA ORGANIZED

Class Actions (event to be held in March 2013) (to be published in the George Washington Law Review) (participants to include Professors Robert Bone, Howard Erichson, Brian Fitzpatrick, Myriam Gilles, Geoffrey Hazard, Deborah Hensler, Samuel Issacharoff, Robert Klonoff, Richard Marcus, Arthur Miller, Linda Mullenix, William Rubinstein, Edward Sherman, Jay Tidmarsh, and Roger Trangsrud).

American Antitrust Institute Annual Conference on Private Antitrust Enforcement (six conferences, occurring annually in December under the auspices of AAI, most recently on Dec. 4, 2012).

Lawyers, Drugs, and Money: A Prescription for Antitrust Enforcement in the Pharmaceutical Industry (event held in fall 2009) (published in the Rutgers Law Journal) (participants included Professors Michael Carrier, Robin Feldman, and C. Scott Hemphill).

Symposium: The Uncertain Future of Antitrust: Responding to the Antitrust Modernization Commission, 40 U.S.F. L. Rev. 561 (2006) (event held in fall 2005) (participants included Commissioner W. Stephen Cannon, Professors Stephen Calkins, Herbert Hovenkamp, and Robert Lande, and assistant attorneys general Kathleen Foote (California) and J. Thomas Prud'homme (Texas)).

Symposium: Soaring Prices for Prescription Drugs – Incentive for Innovations or Antitrust Violations?, 39 U.S.F. L. Rev. 1 (2004) (event held in fall 2004) (participants included Professors Herbert Hovenkamp, Mark Lemley, James Langenfeld, and Cris Leffler).

Symposium: Mandatory Arbitration Clauses, 38 U.S.F. L. Rev. 1 (2003) (event held in fall 2003) (participants included Professors Jay Folberg, Jean Sternlight, Stephen Ware, and David Schwartz).

Symposium: Christopher Eisgruber's *Constitutional Self-Government*, 37 U.S.F. L. Rev. 1 (2002) (event held in fall 2001) (participants included Professors Rebecca Brown, John Denvir, Roderick Hills, Mark Tushnet, Jeremy Waldron, and Christopher Eisgruber).

Symposium: Teaching Values in Law School, 36 U.S.F. L. Rev. 591 (2002) (participants included Professors Christopher Eisgruber, Joshua Rosenberg, Paul Tremblay, and W. Bradley Wendel).

EXHIBIT 6

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF STUART H. MCCLUER, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Stuart H. McCluer, declare as follows:

1. I am a partner at the law firm of McCulley McCluer PLLC. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. The Court appointed McCulley McCluer PLLC, among others, to the Executive Committee for this case on January 31, 2008. My firm has acted as Court-appointed counsel to the all plaintiffs in this action since that date, and has been involved in the following activities:

- Investigating the case pre-filing
- Meeting with potential class representatives
- Drafting complaints

- Assisting in motion practice
- Litigating third-party discovery disputes in other courts (MD Tenn.)
- Document review (on site and remotely)
- Monitor related actions, including hearing attendance in the Dist. of Utah

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations.

5. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.mcculleymccluer.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 1713.6 hours. The total lodestar, at current billing rates, for my firm for this period is \$948,720.00. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$45,290.32.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

MCCULLEY MCCLUER PLLC



STUART H. MCCLUER

Dated: April 2, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT

Firm Name: McCulley McCluer PLLC
Reporting Period: March 1, 2007 through December 31, 2013

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Stuart H. McCluer	P	1370.8	\$550	\$753,940.00
R. Bryant McCulley	P	318.4	\$575	\$183,080.00
Nina L. Rifkind	C	19.4	\$500	\$9,700.00
J. Michael McCauley	C	5	\$400	\$2,000.00
TOTALS		1,713.6		\$948,720.00

P = Partner
C = Counsel
A = Associate
PL = Paralegal

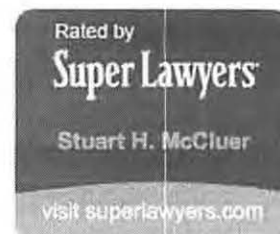
*Lodestar calculated based on current hourly rates.

EXHIBIT 2



STUART H. MCCLUER

Stuart McCluer, a partner in McCulley McCluer's Oxford office, is an experienced trial lawyer who has represented plaintiffs in complex commercial litigation and served as compliance counsel to governmental entities. Mr. McCluer has a diverse litigation practice and has recovered over \$100 million for a wide range of clients during the past two years alone, ranging from State Medicaid programs to rice producers. As a result of his accomplishments, Mr. McCluer was selected as a "Rising Star" by Mid-South Super Lawyers, an honor awarded to less than 2.5% of the attorneys in the State.



Mr. McCluer's complex litigation experience has been recognized by numerous courts and co-counsel through his selection to serve in leadership positions for plaintiffs in these matters. For example, Mr. McCluer was appointed as a member of the Plaintiffs' Executive Committee in *In re McKesson Governmental Entities AWP Litigation* (D. Mass.), a nationwide RICO class action that settled for \$82 million shortly before trial. Mr. McCluer was also selected by the Court to serve as Executive Committee counsel in *Universal Delaware, Inc., et al. v. Comdata Corp.*, 07-1078 (E.D. Pa.), an antitrust class action on behalf of independent truck stops seeking hundreds of millions of dollars in overcharges.

Mr. McCluer also has extensive experience in pharmaceutical litigation and has been retained by numerous State Attorneys General to represent their Medicaid programs and other state agencies in drug pricing litigation. Mr. McCluer has served or is serving as outside counsel to the States of Mississippi, Oklahoma and Utah in healthcare fraud matters seeking tens of millions of dollars. To date, Mr. McCluer's efforts have resulted in over \$20 million in recoveries for his clients.

With strong ties to the Mississippi Delta, Mr. McCluer also routinely represents a wide variety of agricultural businesses in litigation matters. For example, when Bayer CropScience contaminated the domestic long-grain rice supply with genetically modified rice, Mr. McCluer filed the first class action on behalf of Mississippi rice producers and was retained by many of the State's largest producers to represent their interests in this litigation. Mr. McCluer's clients ultimately recovered millions of dollars through a historic \$750 million settlement. Mr. McCluer also represents a Mississippi cotton broker serving as a lead plaintiff in multi-district, class action litigation pending in the Southern District of New York following the collapse of MF Global. This litigation seeks over \$1 billion in customer funds that went missing following MF Global's bankruptcy.

Mr. McCluer obtained his undergraduate degree in Philosophy from the University of Virginia and his law degree from the Washington & Lee University School of Law. While in law school, Mr. McCluer served as an Executive Officer of the Moot Court Board, assisted federal prisoners through the law school's legal practicum program, and published articles regarding post-incarceration disparate treatment through the school's Shepherd Poverty Program.

Following law school, Mr. McCluer served as a law clerk to the Honorable Callie V.S. Granade, Chief United States District Judge for the Southern District of Alabama.

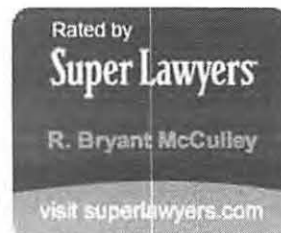
Mr. McCluer is admitted to the bars of the States of Mississippi and Alabama all federal courts in Mississippi and Alabama.

Outside the practice of law, Mr. McCluer is involved in a number of community service organizations. He serves on the Board of Directors of the Mississippi Innocence Project, which assists innocent prisoners seeking exoneration and release from prison on the basis of DNA evidence, and recently concluded a three-year term on the vestry of St. Peter's Episcopal Church in Oxford, Mississippi. Mr. McCluer has also served as president of the American Bar Association's local Young Lawyers chapter.



R. BRYANT MCCULLEY

Bryant McCulley, a partner in McCulley McCluer's Birmingham and Jacksonville offices, is an experienced trial lawyer who has helped his clients achieve significant results in complex matters. In the past two years alone, Mr. McCulley has obtained an \$82 million settlement in a nationwide class action in federal court in Boston, recovered over \$20 million for State Medicaid programs in drug pricing litigation pending in various State and federal courts, and helped a large hospital system win a \$2.2 million arbitration judgment in a breach of contract matter with a health insurance company.



Mr. McCulley has represented a broad range of plaintiffs and defendants in high-stakes commercial litigation in State and Federal courts across the country. For example, Mr. McCulley currently serves as interim Co-Lead Counsel in *In re Delta/AirTran Baggage Fee Antitrust Litig.*, multi-district litigation pending in federal court in Atlanta seeking hundreds of millions of dollars in baggage fee overcharges.

Mr. McCulley also has extensive experience prosecuting significant claims for governmental entities. Mr. McCulley has served or is serving as outside counsel to the States of Mississippi, Oklahoma and Utah in healthcare fraud litigation seeking tens of millions of dollars in damages. Mr. McCulley has also represented numerous cities and counties including Baltimore, Maryland, Columbia, South Carolina, and Duval County, Florida. Mr. McCulley also has experience representing defendants in "bet-the-company" litigation. While associated with Boies, Schiller & Flexner LLP, Mr. McCulley, among other matters, defended a manufacturer in an antitrust action seeking over \$1 billion in damages.

Mr. McCulley has been named a "Rising Star" by Florida Super Lawyers, an honor awarded to less than 2.5% of the attorneys in the State. Mr. McCulley is a summa cum laude graduate of Hampden-Sydney College, where he was elected to Phi Beta Kappa and Omicron Delta Kappa and served as the Chairman of the Student Honor Court. He received a MSc in Environmental Studies, with distinction, from the University of Strathclyde in Glasgow, Scotland, which he attended on a Rotary Ambassadorial Scholarship. He then graduated from the Washington & Lee University School of Law, magna cum laude, where he served as Editor-in-Chief of the Washington & Lee Law Review. Following law school, Mr. McCulley served as a law clerk to the Hon. Karon O. Bowdre, United States District Judge for the Northern District of Alabama.

Mr. McCulley is admitted to the Bars of the States of Alabama and Florida and the United States District Courts for the Northern District of Alabama and the Middle District of Florida.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT

Firm Name: McCulley McCluer PLLC
Reporting Period: March 1, 2007 through December 31, 2013

EXPENSE	AMOUNT
Litigation Fund	\$35,000.00
Travel/Hotel/Meals	\$5,795.94
Copying/Printing Fees	No charge
Research	\$3,200.00
Telephone/Teleconference/Fax	No charge
FedEx/Messengers/Postage	\$74.38
Court Fees	\$0.00
Other (describe) – Document Review Software	\$1,220.00
TOTAL	\$45,290.32

EXHIBIT 7

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF GERALD J. RODOS, ESQUIRE IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Gerald J. Rodos, declare as follows:

1. I am a partner at the law firm of Barrack, Rodos & Bacine. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm is counsel to plaintiff and class representative Walt Whitman Truck Stop, Inc. ("Walt Whitman") and has been involved throughout the litigation in the following activities on behalf of the plaintiff class pursuant to the direction of lead counsel:

- Investigated facts and drafted an initial complaint on behalf of plaintiff Walt Whitman;
- Responded to multiple sets of document requests and interrogatories on behalf of Walt Whitman;
- Reviewed, analyzed and produced documents from the files of Walt Whitman;
- Drafted privilege logs on behalf of Walt Whitman;
- Met and conferred with defendants regarding Walt Whitman's discovery responses;
- Defended multiple depositions of class plaintiff, through David Silverman, President of Walt Whitman;
- Met and conferred with Ceredian regarding its electronic discovery production;
- Performed legal research regarding electronic discovery productions;
- Drafted motion to compel Ceredian to produce electronic discovery;
- Participated in hearing regarding motion to compel Ceredian to produce electronic discovery;
- Analyzed and reviewed hundreds of thousands of documents produced by defendants and third parties;
- Drafted memoranda regarding hot documents;
- Met and conferred with Ceredian regarding depositions;
- Assisted with the preparation of depositions of various defense witnesses; and
- Participated in conferences with Walt Whitman and Lead Counsel to evaluate and discuss settlements.

4. Attached as Exhibit 1 is a summary of the time expended by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through March 31, 2014. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

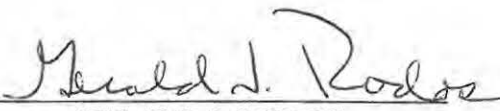
5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. A more complete description of my firm and complete biography of all attorneys is available on the firm website at www.barrack.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through March 31, 2014. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through March 31, 2014 is **2,263.75** hours. The total lodestar, at current billing rates, for my firm for this period is **\$1,154,512.50**. The total unreimbursed expenses incurred by my firm on this litigation during this period is **\$128,919.23**.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

BARRACK, RODOS & BACINE


GERALD J. RODOS

Dated: April 4, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**BARRACK, RODOS & BACINE****Reporting Period: Inception thru March 31, 2014**

<u>NAME</u>	<u>TOTAL HOURS</u>	<u>HOURLY RATE</u>	<u>LODESTAR</u>
Attorneys:			
Leonard Barrack (P)	2.25	\$810.00	1,822.50
Gerald J. Rodos (P)	36.75	\$790.00	29,032.50
Jeffrey B. Gittleman (P)	343.25	\$660.00	226,545.00
William J. Ban (P)	963.00	\$590.00	568,170.00
Chad A. Carder (P)	6.50	\$525.00	3,412.50
Lisa M. Lamb (A)	24.50	\$490.00	12,005.00
Beth T. Seltzer (A)	7.00	\$450.00	3,150.00
Julie B. Palley (A)	2.75	\$400.00	1,100.00
Terence D. Fernando (A)	613.25	\$400.00	245,300.00
Attorney Totals:	1,999.25		\$1,090,537.50
Paralegals/Clerks:			
Nina L. McGarvey (PL)	54.50	\$290.00	\$15,805.00
Joseph J. Morrison (PL)	1.00	\$290.00	\$290.00
Stephen A. Lance (PL)	199.50	\$230.00	\$45,885.00
Stephanie A. McConaghy (PL)	9.50	\$210.00	\$1,995.00
Paralegal/Clerk Totals:	264.50		\$63,975.00
FIRM GRAND TOTAL:	<u>2,263.75</u>		<u>\$1,154,512.50</u>

P = Partner

C = Counsel

A = Associate

PL = Paralegal

EXHIBIT 2

Barrack, Rodos & Bacine ("BR&B") has been extensively involved for more than thirty-five years in complex class action and derivative litigation, participating in hundreds of such cases and recovering over ten billion dollars for class members, including several such actions that alone have secured recoveries in excess of \$1 billion. The Firm has concentrated this complex practice in antitrust, securities and shareholder rights class actions. The Firm has had significant leadership positions in these litigations, having been appointed by courts as lead counsel in numerous class actions throughout the United States.

Among the antitrust class actions where the Firm has been appointed lead counsel, to the Executive Committee of all plaintiffs' counsel and/or had a significant role in recent years are the following:

In Re: Lithium Ion Batteries Antitrust Litigation, No. 13-md-2420, currently pending before the Honorable Yvonne Gonzales Rogers in the Northern District of California;

In re Fasteners Antitrust Litigation, No. 08-md-01912-RBS, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania;

In re Steel Antitrust Litigation, No. 08-cv-5214, currently pending before the Honorable James B. Zagel in the Northern District of Illinois;

In re Municipal Derivatives Antitrust Litigation, MDL No. 1950, Master Docket No. 08-02516 (VM)(DF), currently pending before the Honorable Victor Marrero in the Southern District of New York;

In re Flat Glass Antitrust Litigation (No. II), No. 2:08-mc-00180-DAW, before the Honorable Donetta W. Ambrose in the Western District of Pennsylvania;

In re Rail Freight Fuel Surcharge Antitrust Litigation, 07-mc-00489 (PLF/AK/JMF), currently pending before the Honorable Paul L. Friedman in the District of Columbia

Marchbanks Truck Service, Inc. et al. v. Comdata Network, Inc. d/b/a Comdata Corporation, et al., No. 07-1078-JKG, currently pending before the Honorable James Knoll Gardner in the Eastern District of Pennsylvania

In re Publication Paper Antitrust Litigation, Docket No. 3:04 MDL 1631 (SRU), currently pending before the Honorable Stefan R. Underhill in the District of Connecticut;

In re Urethane Antitrust Litigation, 2:04-md-01616-JWL, currently pending before the Honorable John W. Lungstrom in the District of Kansas;

In re Automotive Paint Refinishing Antitrust Litigation, MDL No. 1426, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania;

Brookshire Brothers, Ltd., et al. v. Chiquita Brands International, Inc., et al., Lead Case No. 05-21962-Cooke/Brown, before the Honorable Marcia G. Cooke in the Southern District of Florida, Miami Division;

Thomas & Thomas Rodmakers, Inc. v. Newport Adhesives and Composites, Inc., et al. (Carbon Fiber Antitrust Litigation), No. CV-99-07796-GHK(Ctx), before the Honorable Florence Marie Cooper in the Central District of California, Western Division;

In re Vitamins Antitrust Litigation, MDL No. 1285, before the Honorable Thomas F. Hogan in the District of Columbia;

In re Citric Acid Antitrust Litigation, Master File No. 95-2963, before the Honorable Charles A. Legge in the Northern District of California;

In re Polypropylene Carpet Antitrust Litigation, MDL No. 1075, before the Honorable Harold L. Murphy in the Northern District of Georgia.

The Firm has achieved significant recoveries on behalf of class members in antitrust cases, including the following:

In re Urethane Antitrust Litigation, 2:04-md-01616-JWL (D. Kan.). After nearly nine years of litigation and four weeks of trial, the Jury reached a verdict for plaintiffs in excess of \$400 million (before trebling), and the District Court entered a Judgment of \$1.06 billion, which is currently on appeal. BR&B served as a member of the trial team for the case.

In re Vitamins Antitrust Litigation, MDL No. 1285 (D.D.C.). In this highly complex litigation, plaintiffs achieved settlements in excess of \$1 billion. BR&B served as a member of the Executive Committee.

In re Citric Acid Antitrust Litigation, Master File No. 95-2963 (N.D. Cal.). After five years of litigation, plaintiffs achieved settlements totaling over \$80 million. BR&B served as co-lead counsel.

In re Graphite Electrodes Antitrust Litigation, Master File No. 97-CV-4182 (CRW) (E.D. Pa.). After six years of litigation, plaintiffs achieved settlements totaling over \$133 million. BR&B served as co-lead counsel.

In re Automotive Refinishing Paint Antitrust Litigation, MDL No. 1426 (E.D. Pa.). After five years of litigation, plaintiffs achieved settlements totaling over \$105 million. See 617 F. Supp.2d 336 (E.D. Pa. 2007). BR&B served as co-lead counsel.

In re Sorbates Antitrust Litigation, No. C 98-4886 (N.D. Cal.). After four years of litigation, plaintiffs achieved settlements in the total amount of \$96.5 million. BR&B served as co-lead counsel.

Thomas & Thomas Rodmakers, Inc., et al. v. Newport Adhesives and Composites, et al., No. CV-99-07796 FMC (RNBx) (C.D. Cal.) (Carbon Fiber Antitrust Litigation). Plaintiffs achieved settlements totaling \$67.5 million. BR&B served as co-lead counsel.

In re Polypropylene Carpet Antitrust Litigation, MDL No. 1075 (N.D. Ga.). After five years of litigation, plaintiffs achieved a recovery of nearly \$50 million. See 93 F. Supp. 2d 1348 (N.D. Ga. 2000). BR&B served as co-lead counsel.

In re Flat Glass Antitrust Litigation, MDL No. 1200 (E.D. Pa.). After more than seven years of litigation, plaintiffs were successful in maintaining the case on appeal, see 385 F.3d 350 (3d Cir. 2004), and achieved total recoveries of more than \$120 million. BR&B served as co-lead counsel.

BRIEF BIOGRAPHY OF FIRM ATTORNEYS

The following are brief biographies of the attorneys at the firm who expended more than 25 hours in this litigation:

Gerald J. Rodos, partner in Barrack, Rodos & Bacine, is a graduate of Boston University (B.A. 1967) and an honor graduate of the University of Michigan Law School (J.D. *cum laude* 1970). Mr. Rodos has been practicing in the area of antitrust and securities class actions for more than 40 years. He was admitted to the bar of the Supreme Court of Pennsylvania in 1971, and is also a member of the bars of the Supreme Court of the United States, the United States Court of Appeals for the Third Circuit, and the United States District Court for the Eastern District of Pennsylvania. Mr. Rodos has been selected as a "Pennsylvania Super Lawyer" in the field of antitrust litigation every year since 2008.

Mr. Rodos has been appointed lead counsel in numerous antitrust class actions including, *inter alia*, *In re Fasteners Antitrust Litigation*, MDL Docket No. 1912 (E.D. Pa.); *In re New Jersey Title Insurance Antitrust Litigation*, No. 08-1425(PGS) (D.N.J.); *In re Automotive Refinishing Paint Antitrust Litigation*, Case No. 2:01-cv-02830-RBS (E.D. Pa.); and *In re Publication Paper Antitrust Litigation*, Docket No. 3:04 MD 1631 (SRU) (D. Conn.), among many others.

William J. Ban, partner in Barrack, Rodos & Bacine, is a graduate of Brooklyn Law School (J.D. 1982) and Lehman College of the City University of New York (A.B. 1977). Over the past twenty-five years, Mr. Ban's practice of law has focused on antitrust, securities and consumer class action litigation on behalf of plaintiffs and he has participated as lead or co-lead counsel, on executive committees and in significant defined roles in scores of major class action litigations in federal and state courts throughout the country. Mr. Ban has been an important member of the litigation teams in *In re Automotive Refinishing Paint Antitrust Litigation*, MDL Docket No. 1426, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania and in this action, among others. Mr. Ban was admitted to practice in New York in 1983 and in Pennsylvania in 2005. He is a member of the bars of United States District Courts for the Southern and Eastern Districts of New York and the Eastern District of Pennsylvania and is a member of the New York City Bar Association and the New York State Bar Association.

Terence D. Fernando, a staff attorney associate with Barrack, Rodos & Bacine, has a Masters of Laws Degree, with emphases on Corporate Law and International Business Transactions, from the University of Pennsylvania Law School (1987, LL.M.). He obtained his Bachelor of Laws Degree from the University of Sri Lanka (1977, LL.B.). Mr. Fernando was admitted to practice in New York in 1994 and is a member of the bar of the United States Court of Appeals for the Third Circuit. He can be reached at the Firm's Philadelphia, PA office.

In the course of his legal career, Mr. Fernando has worked for prominent law firms involved in commercial, business and class action litigation. His professional experience also includes working for the staff counsel - regional law offices of two major insurance companies in defense litigation on behalf of policyholders in suits arising from asbestos exposure, mass torts, commercial and general liability coverage. At the firm, Mr. Fernando has worked on antitrust actions against companies involved in the air cargo, aftermarket filters, and fuel truck stop industries.

Jeffrey B. Gittleman, a partner in Barrack, Rodos & Bacine, is an honors graduate of Tulane University (B.A. Political Science 1993), and Temple University School of Law (J.D. 1996), where he served on the Moot Court Honors Society. Mr. Gittleman was admitted to practice in Pennsylvania and New Jersey in 1996 and is a member of the bars of the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. For several years Mr. Gittleman was named a "Pennsylvania Rising Star" by *Philadelphia Magazine* and *Pennsylvania Super Lawyers* and since 2012, he has been selected as a "Pennsylvania Super Lawyer" in the field of antitrust litigation. He is active in community affairs and currently serves on the Board of the Anti-Defamation League.

Mr. Gittleman concentrates his practice on complex litigation and specializes in antitrust and securities litigation. Over the past decade, he has served in leadership roles in numerous antitrust cases, and has secured multi-million dollar recoveries against the manufacturers or producers of carbon fiber, automotive refinishing paint, graphite electrodes, flat glass, sodium gluconate, sorbates, polypropylene and nylon carpet, and metal building insulation. Currently, Mr. Gittleman is active in the following antitrust cases, among others: *In re Fasteners Antitrust Litigation*, MDL Docket No. 1912 (E.D. Pa.); *In re Municipal Derivatives Antitrust Litigation*, No. 08-02516 (S.D.N.Y.); *In re Publication Paper Antitrust Litigation*, No. 3:04 MD 1631 (SRU) (D. Conn.); *In re Urethane Antitrust Litigation (Polyether Polyol Cases)*, No. 04-md-1616-JWL (D. Kan.); and *Standard Iron Works v. Arecelormitta*, No. 1:08-cv-05214 (N.D. Ill.)

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**BARRACK, RODOS & BACINE****Reporting Period: Inception thru March 31, 2014**

<u>Description</u>	<u>Amount</u>
Commercial Copies	\$7,178.90
Computer & Other Research Fee(s)	\$12,736.99
Contributions to Plaintiffs' Escrow Fund	\$105,000.00
Courier & Overnight Delivery Services	\$138.72
Filing Fee	\$350.00
Postage	\$61.94
Reproduction	\$1,807.61
Service Fee(s)	\$145.00
Telephone	\$1,256.53
Travel/Meals/Meetings	<u>\$243.54</u>
Grand Total:	<u>\$128,919.23</u>

EXHIBIT 8

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF PETER KOHN, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Peter Kohn, Esq., declare as follows:

1. I am a partner at the law firm of Faruqi & Faruqi, LLP. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- review of documents produced by defendants and nonparties in discovery and preparing associated work product memoranda
- drafting and issuing subpoenas to nonparties and document requests to defendants

- discovery negotiations with certain defendants concerning document production and privilege assertions
- assisting in preparation for taking depositions
- second chairing depositions of nonparties
- briefing and legal research in opposition to the motion to dismiss and other motions
- research regarding particular defense expert reports and plaintiff expert rebuttal reports

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.faruqilaw.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 2,555.9 hours. The total lodestar, at current billing rates, for my firm for this period is \$1,450,940.50. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$165,015.45.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

A handwritten signature in blue ink, appearing to read "Peter Kohn", written over a horizontal line.

Peter Kohn

Dated: April 7, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Faruqi & Faruqi, LLP****Reporting Period: Inception through 12/31/13**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Kendall S. Zylstra**	P	71.9	\$725	\$52,127.50
Jacob A. Goldberg**	P	5.2	\$725	\$3,770.00
Jan Bartelli**	P	394.6	\$685	\$270,301.00
Stephen Connolly**	A	929.2	\$555	\$515,706.00
Sandra Smith**	A	297.5	\$555	\$165,112.50
Gary Smith**	A	163.4	\$390	\$63,726.00
Richard D. Schwartz	A	492.9	\$555	\$273,559.50
Jamie Mogil**	A	52.0	\$510	\$26,520.00
Neill Clark	A	66.2	\$585	\$38,727.00
Stuart J. Gruber**	CA	51.9	\$645	\$33,475.50
Aleksey Barinov**	PL	8.0	\$300	\$2,400.00
Javier Hidalgo	PL	2.4	\$275	\$660.00
Megan Marin**	PL	0.7	\$175	\$122.50
Liana Khananyeva**	PL	7.0	\$175	\$1,225.00
Jessica Jenks**	PL	10.7	\$275	\$2,942.50
Brian Bucher**	PL	0.8	\$210	\$168.00
Teresa Maloney**	PL	1.5	\$265	\$397.50
TOTALS		2,555.9		\$1,450,940.50

P = Partner

CA = Contract Attorney

A = Associate

PL = Paralegal

*Lodestar calculated based on current hourly rates.

**Former employees



Faruqi & Faruqi, LLP focuses on complex civil litigation, including securities, antitrust, wage and hour, and consumer class actions as well as shareholder derivative and merger and transactional litigation. The firm is headquartered in New York, and maintains offices in California, Delaware and Pennsylvania.

Since its founding in 1995, Faruqi & Faruqi, LLP has served as lead or co-lead counsel in numerous high-profile cases which ultimately provided significant recoveries to investors, consumers and employees.

PRACTICE AREAS

ANTITRUST LITIGATION

The attorneys at Faruqi & Faruqi, LLP represent direct purchasers, third-party payors, end payors, and competitors in a variety of individual and class action antitrust cases brought under Sections 1 and 2 of the Sherman Act. These actions, which typically seek treble damages under Section 4 of the Clayton Act, have been commenced by businesses and consumers who have been injured by anticompetitive agreements to fix prices or allocate markets, conduct that excludes or delays competition, and other monopolistic or conspiratorial conduct that harms competition. Current and past matters include the following:

- *In re Aftermarket Filters Antitrust Litigation*, No. 08-4883 (N.D. Ill) (representing a proposed class of direct purchasers of filters challenging conspiracy to fix prices, in violation of § 1 of the Sherman Act)
- *In re AndroGel Antitrust Litigation (II)*, No. 09-2084 (N.D. Ga.) (representing a proposed class of direct purchasers of drug AndroGel, alleging that the manufacturer of drug AndroGel entered into anticompetitive settlement agreements designed to delay generic competition in violation of §§ 1 and 2 of the Sherman Act)
- *Babyage.com, Inc., et al. v. Toys “R” Us, Inc.*, No. 05-6792 (E.D. Pa.) (representing two retailers challenging dominant retailer and co-conspirator suppliers’ anticompetitive scheme to impose and enforce resale price maintenance in violation of §§ 1 and 2 of the Sherman Act and state law) (settled for undisclosed amount)
- *In re Blood Reagents Antitrust Litigation*, No. 09-2081 (E.D. Pa.) (representing a proposed class of direct purchasers of blood reagent products, challenging conspiracy to fix prices, in violation of § 1 of the Sherman Act)
- *Broadway v. JP Morgan Chase & Co. et al.*, No. 11-cv-00398 (E.D.N.Y.) (representing proposed class of silver traders against investment firms alleging conspiracy to depress and manipulate the price of COMEX silver futures and option contracts in violation of § 1 of the Sherman Act)
- *Brownson v. Furukawa Electric Co., Ltd. et al*, No. 11-14831(E.D. Mich.) (representing proposed class of users of wire harnesses in automobiles against parts manufactures who pleaded guilty to Department of Justice charges of an conspiracy to fix prices, violating § 1 of the Sherman Act)



- *Castro et al. v. Sanofi Pasteur, Inc.*, No. 11-cv-07178 (D.N.J.) (representing pediatricians and practice groups against children's vaccine maker for tying and bundling in an abuse of monopoly power in violation of § 2 of the Sherman Act)
- *In re Chocolate Confectionary Antitrust Litigation*, No. 08-MD-1935 (M.D. Pa.) (representing direct purchasers of chocolate products challenging conspiracy to fix prices, in violation of § 1 of the Sherman Act)
- *Connecticut Children's Medical Center v. Lundbeck, Inc.*, No. 09-1652 (D. Minn.) (representing a class of direct purchasers of drugs Indocin and NeoProfen alleging monopolization under §§ 1 and 2 of the Sherman Act and § 7 of the Clayton Act) (settled)
- *Cronk v. GMAC Mortgage, LLC*, No. 11-05161-SD (E.D. Pa.) (representing a class of condominium owners alleging that GMAC conducted a pattern and practice of forcing owners of condominium units to purchase excessive high-premium flood insurance in violation of federal and state laws)
- *In re Effexor Antitrust Litigation*, No. 11-196 (D.N.J.) (representing a proposed class of direct purchasers of drug Effexor XR, alleging that the manufacturer, in concert with a generic manufacturer, engaged in an anticompetitive scheme to delay generic competition in violation of §§ 1 and 2 of the Sherman Act) (Faruqi & Faruqi is on the Executive Committee)
- *In re Endosurgical Products Direct Purchaser Antitrust Litigation*, No. 05-CV-8809 (C.D. Cal.) (represented a proposed class of direct purchasers of endosurgical products manufactured by Johnson and Johnson, challenging bundled pricing and exclusionary contracting scheme that violated §§ 1 and 2 of the Sherman Act) (settled)
- *F & V Oil Company, Inc., et al v. Reddy Ice Holdings, Inc., et al*, No. 08-11152 (E.D. Mich.) (representing class of direct purchasers against manufacturers of packaged ice alleging conspiracy to fix prices and allocate markets in violation of § 1 of the Sherman Act)(partially settled)
- *In re Hypodermic Products Antitrust Litigation*, No. 05-1602 (D.N.J.) (representing a proposed class of direct purchasers challenging monopolistic conduct by Becton Dickinson and Company in the sale of hypodermic syringes and related products) (settlement for \$45 million)
- *In re Iowa Ready-Mixed Concrete Antitrust Litigation*, No. C 10-4038 (N.D. Ia.) (representing direct purchasers alleging producers and seller sellers of ready-mixed concrete conspired to fix prices in violation of § 1 of the Sherman Act) (settled for \$18.5 million)
- *Isaac Industries, Inc. v. E.I. Dupont De Nemours and Company, et al.*, No. 10-00323-RDB (D. Md.) (representing proposed class of direct purchasers of titanium dioxide against manufacturers alleging a conspiracy to fix prices in violation of § 1 of the Sherman Act) (settlements in excess of \$100 million)
- *Jimico Enterprises, Inc., et al. v. Lehigh Gas Corp.*, No. 07-578 (N.D.N.Y.) (representing several terminated gas stations alleging violations of the Petroleum Marketing Practices Act) (judgment for plaintiffs)
- *King Drug Company of Florence, Inc., et al. v. Cephalon, Inc., et al.*, No. 06-1797 (E.D. Pa.) (representing direct purchasers of drug Provigil alleging Cephalon conspired with generic competitors as part of a larger scheme to monopolize in violation of §§ 1 and 2 of the Sherman Act)
- *In re Lipitor Antitrust Litigation*, No. 12-2389 (PGS/DEA) (D.N.J.) (representing a proposed class of direct purchasers of Lipitor alleging that Pfizer and a generic drug company, Ranbaxy, conspired to delay generic atorvastatin calcium competition)
- *In re LoEstrin Antitrust Litigation*, No. 13-md-2472 (D.R.I.) (representing a proposed class of direct purchasers of drug LoEstrin 24 Fe, alleging that the manufacturer and would-be generic manufacturers conspired to enter into a pay-for-delay agreement to delay generic competition in violation of § 1 of the Sherman Act) (Faruqi & Faruqi is co-lead counsel)



- *Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.*, No. 07-1078-JKG-HSP (E.D. Pa.) (representing proposed class of independent truck stops against fleet card issuer and chain truckstops for abuse of monopoly power and tying and bundling in violation of § 2 of the Sherman Act)
- *Marchese v. Cablevision Systems Corporation*, No. 2:10-cv-02190 (D.N.J.) (representing a proposed class of direct purchasers of two-way cable services from Cablevision, accusing Cablevision of illegally tying those services to rentals of a Cablevision-supplied set-top box)
- *Mark S. Wallach, et al. v. Eaton Corp., et al.*, No. 10-260 (D. Del.) (representing purchasers of truck transmissions alleging exclusive dealing agreements between Eaton Corp. and OEMs to keep the price for truck transmissions artificially high in violation of §§ 1 and 2 of the Sherman Act and § 3 of the Clayton Act) (Faruqi & Faruqi is on the executive committee)
- *In re Metoprolol Succinate Direct Purchaser Antitrust Litigation*, 06-52 (D. Del.) (representing pharmaceutical wholesaler and proposed class of direct purchasers challenging the conduct of AstraZeneca in delaying generic drug competition, in violation of § 2 of the Sherman Act) (settled for \$20 million)
- *Mylan Pharms., Inc. v. Warner Chilcott Public Limited Company, et al.*, No. 12-3824 (E.D. Pa.) (representing a proposed class of direct purchasers of drug Doryx, alleging that the manufacturer engaged in an anticompetitive scheme to delay generic competition in violation of §§ 1 and 2 of the Sherman Act) (Faruqi & Faruqi is co-lead counsel)
- *In re Nexium (Esomeprazole) Antitrust Litigation*, No. 12-md-2409 (D. Mass.) (representing a pharmaceutical wholesaler and proposed class of direct purchasers challenging pay-for-delay agreements delayed generic competition to AstraZeneca's Nexium, in violation of §§ 1 and 2 of the Sherman Act)
- *In re: Niaspan Antitrust Litigation*, No. 13-md-2460 (E.D. Pa.) (representing a proposed class of direct purchasers of drug Niaspan, alleging that the manufacturer and would-be generic companies conspired to enter into a pay-for-delay agreement to delay generic competition in violation of § 1 of the Sherman Act)
- *In re Online DVD Rental Antitrust Litigation*, No. 09-2029 (N.D. Cal.) (representing a proposed class of subscribers to Netflix alleging a per se illegal market allocation agreement between it and Walmart) (partial settlement for approximately \$27 million)
- *In re Pennsylvania Title Ins. Antitrust Litigation*, No. 08-1202 (E.D. Pa.) (Faruqi & Faruqi partner Peter Kohn was co-lead counsel in this action on behalf of direct purchasers of title insurance alleging illegal cartel pricing under § 1 of the Sherman Act)
- *In re Prandin Direct Purchaser Antitrust Litigation*, No. 10-12141AC-DAS (E.D. Mich.) (representing a pharmaceutical wholesaler and proposed class of direct purchasers challenging the conduct of Novo Nordisk A/S in manipulating regulatory framework and patent laws to delay generic drug competition in violation of § 2 of the Sherman Act) (Faruqi & Faruqi is on the executive committee)
- *In re Ready-Mixed Concrete Antitrust Litigation*, No. 05-979 (S.D. Ind.) (represented a proposed class of direct purchasers of ready-mixed concrete challenging conspiracy to fix prices, in violation of § 1 of the Sherman Act) (settled in excess of \$40 million)
- *Rhodes v. National Collegiate Athletic Association, et al*, No. 09-5378 (N.D. Cal.) (representing a proposed class of Division 1 college athletes and former athletes against the NCAA and its licensing agent alleging conspiracy to preclude athletes from profiting from use of their images in violation of § 1 of the Sherman Act)
- *Rochester Drug Co-Operative, Inc., et al. v. Boehringer Ingelheim Pharms., Inc.*, No. 13-6990 (E.D. Pa.) (representing a pharmaceutical wholesaler and proposed class of direct purchasers of drug Aggrenox alleging that brand drug company paid would-be generic competitor not to compete with it, in violation of the Sherman Act)



- *Rochester Drug Co-Operative, Inc., et al. v. Braintree Labs, Inc.*, No. 07-142-SLR (D. Del.) (representing a pharmaceutical wholesaler and proposed class of direct purchasers of drug MiraLax alleging and anticompetitive scheme to delay generic competition in violation of § 2 of the Sherman Act) (settled for \$17.25 million)
- *Rochester Drug Co-Operative, Inc., et al. v. Endo Pharms., Inc.*, No. 13-7217 (E.D. Pa.) (representing a pharmaceutical wholesaler and proposed class of direct purchasers of drug Lidoderm alleging that brand drug company paid would-be generic competitor not to compete, in violation of the Sherman Act)
- *Rochester Drug Co-Operative, Inc. v. Medicis Pharm. Corp., et al.*, No. 13-4270 (E.D. Pa.) (representing a proposed class of direct purchasers of drug Solodyn, alleging that the manufacturer engaged in an anticompetitive scheme to delay generic competition in violation of §§ 1 and 2 of the Sherman Act)
- *In re Skelaxin (Metaxalone) Antitrust Litigation*, No. 12-MD-2343 (E.D. Tenn.) (representing a proposed class of direct purchasers of Skelaxin alleging that King and a generic drug company, Mutual, conspired to delay generic metaxalone competition)
- *Sotomayor, v. Hachette Book Group Inc., et al.*, No. 11-05707 (S.D.N.Y.) (representing a proposed class of e-book purchasers alleging a horizontal conspiracy among book publishers and e-book sellers in the United States to raise, fix, stabilize and maintain retail prices of e-books)
- *In re Suboxone (Buprenorphine Hydrochloride and Naloxone) Antitrust Litigation*, MDL No. 2445 (representing a pharmaceutical wholesaler and proposed class of direct purchasers of Reckitt Benckiser's Suboxone, alleging that Reckitt engaged in a scheme to delay generic competition in violation of § 2 of the Sherman Act) (Faruqi & Faruqi is co-lead counsel)
- *In re Text Messaging Antitrust Litigation*, No. 08-C-782 (N.D. Ill.) (representing purchasers of text messaging services alleging price-fixing in violation of § 1 of the Sherman Act)
- *Throm v. GMAC Mortgage, LLC*, No. 11-06813-SD (E.D. Pa.) (representing a class of homeowners alleging that GMAC conducted a pattern and practice of forcing owners of properties to purchase excessive high-premium flood insurance in violation of federal and state laws)
- *In re Tricor Antitrust Litigation*, No. 05-360 (D. Del.) (represented PacifiCare, a large third-party payor challenging the conduct of Abbott Laboratories and Laboratories Fournier in suppressing generic drug competition, in violation of §§ 1 and 2 of the Sherman Act) (settled for undisclosed amount)
- *In re Wellbutrin XL Antitrust Litigation*, No. 08-2431 (E.D. Pa.) (representing a pharmaceutical wholesaler and proposed class of direct purchasers challenging the conduct of SmithKline Beecham Corp. and Biovail Laboratories in delaying generic drug competition, in violation of §§ 1 and 2 of the Sherman Act) (settlement for \$37.5 million against one defendant)

CONSUMER FRAUD LITIGATION

Attorneys at Faruqi & Faruqi, LLP have represented consumers in a variety of state and federal complex class action cases. In *Thomas v. Global Vision Products*, Case No. RG-03091195, California Superior Ct., Alameda Cty.), Faruqi & Faruqi, LLP served as co-lead counsel in a consumer class action lawsuit against Global Vision Products, Inc., the manufacturer of the Avacor hair restoration product and its officers, directors and spokespersons, in connection with the false and misleading advertising claims regarding the Avacor product. Though the



company had declared bankruptcy in 2007, Faruqi & Faruqi, LLP, along with its co-counsel, successfully prosecuted two trials to obtain relief for the class of Avacor purchasers. In January 2008, a jury in the first trial returned a verdict of almost \$37 million against two of the creators of the product. In November 2009, another jury awarded plaintiff and the class more than \$50 million in a separate trial against two other company directors and officers. This jury award represented the largest consumer class action jury award in California in 2009 (according to VerdictSearch, a legal trade publication).

In *Kelly, v. Phiten*, 11-cv-00067 JEG (S.D. IA 2011), Faruqi & Faruqi, LLP served as co-lead counsel in action concerning Defendant Phiten USA's alleged false and misleading statements that its jewelry and other products are capable of balancing the user's energy flow. Faruqi & Faruqi, LLP negotiated a settlement entitling claimants to up to 300% of the cost of the product and substantial injunctive relief requiring Phiten to modify its advertising claims.

Faruqi & Faruqi, LLP was also successful in *In re: HP Power-Plug Litigation*, Case No. 06-1221 (N.D. Cal.), in obtaining full relief to class members with a settlement of a cash payment up to \$650.00, or in the alternative, a repair free-of-charge and free of shipping and handling costs and new limited warranty, to compensate class members for defective laptops manufactured by defendant HP. Also, in *Delre v. Hewlett-Packard Co.*, C.A. No. 3232-02 (N.J. Super. Ct. 2002), Faruqi & Faruqi, LLP obtained full relief for a class of approximately 170,000 members who purchased HP dvd-100i dvd-writers ("HP 100i") after HP misrepresented the write-once ("DVD+R") capabilities of the HP 100i; including, the compatibility of DVD+RW disks written by HP 100i with DVD players and other optical storage devices. HP agreed to replace the defective HP 100i with its more current, second generation DVD writer, the HP 200i, for affected class members and refund the \$99 it had charged some consumers to upgrade from the HP 100i to the HP 200i prior to the settlement. Also, in *Potter v. Sharper Image Corp.*, No. CGC-03426350 (Cal. Sup. Ct.) Faruqi & Faruqi, LLP was lead counsel on behalf of a class of purchasers of Sharper Image's Ionic Breeze air purifiers alleging unfair and deceptive trade practices.



Faruqi & Faruqi, LLP was appointed counsel in *In re: Toyota Motor Corp. Hybrid Brake Marketing, Sales Practices, And Product Liability Litigation*, MDL No. 2172-CJC-RNB (C.D. Cal. 2011) on behalf of a proposed nationwide class of purchasers of Prius Hybrid and Lexus HS250h automobiles. Recently, Faruqi & Faruqi and co-counsel defeated a complex motion to dismiss filed by defendants who challenged plaintiffs' allegations pursuant to California's consumer laws including the UCL, the CLRA, and FAL as well as plaintiffs' breach of implied warranty of merchantability and breach of contract claims.

Faruqi & Faruqi is currently co-lead counsel in the following cases:

- *Avram v. Samsung Electronics America, Inc., et al.*, Case No. 11-CIV-6973 SRC-MAS (D.N.J. 2011) (representing a proposed nationwide class of persons who purchased mislabeled refrigerators from Samsung Electronics America, Inc. for misrepresenting the energy efficiency of certain refrigerators.)
- *Bates v. General Nutrition Centers, Inc., et al.*, Case No. 12-cv-01336-ODW-AJW (C.D. Cal. 2012) (representing a prospective class of consumers who purchased C-4 Extreme, a product containing a dangerous and synthetic stimulant, which has been deceptively marketed as a pre-workout "dietary supplement".)
- *Bates v. Kashi Co., et al.*, Case No. 11-CV-1967-H BGS (S.D. Cal. 2011) (representing a proposed nationwide class of purchasers of Kashi products that were deceptively labeled as "all natural.")
- *Dei Rossi v. Whirlpool Corp., et al.*, Case No. 2:12-cv-00125-JAM-JFM (E.D. Cal. 2012) (representing a proposed class of people who purchased mislabeled KitchenAid brand refrigerators from Whirlpool Corp., Best Buy, and other retailers.)
- *Dzielak v. Whirlpool Corp., et al.*, Case No. 12-CIV-0089 SRC-MAS (D. N.J. 2011) (representing a proposed nationwide class of purchasers of mislabeled Maytag brand washing machines for misrepresenting the energy efficiency of such washing machines.)
- *In re: Haier Freezer Consumer Litig.*, Case No. 11-CV-02911 EJD (D.N.J. 2011) (representing a proposed class of people who purchased mislabeled freezers from Haier America Trading, LLC and General Electric Company.)
- *In re: Michaels Stores Pin Pad Litig.*, Case No. 1:11-CV-03350 CPK (N.D. Ill. 2011) (representing a nationwide class of persons against Michaels Stores, Inc. for failing to secure and safeguard customers personal financial data.)
- *Loreto v. Coast Cutlery Co.*, Case No. 11-3977 SDW-MCA (D.N.J. 2011) (representing a proposed nationwide class of people who purchased knives that were of a lesser quality than advertised.)
- *Rodriguez v. CitiMortgage, Inc.*, Case No. 1:11-cv-04718-PGG-DCF (S.D.N.Y. 2011) (representing a proposed nationwide class of military personnel against CitiMortgage for illegal foreclosures.)
- *Rossi v. The Procter & Gamble Co.*, Case No. 11-CIV-7238 JLL (D.N.J. 2011) (representing a proposed nationwide class of purchasers of Crest Sensitivity Treatment & Protection toothpaste.)
- *In re: Scotts EZ Seed Litigation*, Case No. 7:12-cv-04727-VB (S.D.N.Y. 2012) (representing a proposed class of mulch grass seed products advertised as a superior grass seed product capable of growing grass in the toughest conditions and with half the water.)



EMPLOYMENT PRACTICES GROUP

Faruqi & Faruqi, LLP is a recognized leader in protecting the rights of employees. The firm's Employment Practices Group is committed to protecting the rights of current and former employees nationwide. The firm is dedicated to representing employees who may not have been compensated properly by their employer or who have suffered investment losses in their employer-sponsored retirement plan. The firm also represents individuals (often current or former employees) who assert that a company has allegedly defrauded the federal or state government.

Faruqi & Faruqi represents current and former employees nationwide whose employers have failed to comply with state and/or federal laws governing minimum wage, hours worked, overtime, meal and rest breaks, and unreimbursed business expenses. In particular, the firm focuses on claims against companies for (i) failing to properly classify their employees for purposes of paying them proper overtime pay, or (ii) requiring employees to work "off-the-clock," and not paying them for all of their actual hours worked.

In prosecuting claims on behalf of aggrieved employees, Faruqi & Faruqi has successfully defeated summary judgment motions, won numerous collective certification motions, and obtained significant monetary recoveries for current and former employees. In the course of litigating these claims, the firm has been a pioneer in developing the growing area of wage and hour law. In *Creely, et al. v. HCR ManorCare, Inc.*, C.A. No. 3:09-cv-02879 (N.D. OH), Faruqi & Faruqi, along with its co-counsel, obtained one of the first decisions to reject the application of the Supreme Court's Fed. R. Civ. P. 23 certification analysis in *Wal-Mart Stores, Inc. v. Dukes et. al.*, 131 S. Ct. 2541 (2011) to the certification process of collective actions brought pursuant to the Fair Labor Standards Act of 1938 ("FLSA"). The firm, along with its co-counsel, also recently won a groundbreaking decision for employees seeking to prosecute wage and hour claims on a collective basis in *Symczyk v. Genesis Healthcare Corp. et al.*, No. 10-3178 (3d Cir. 2011). In *Symczyk*, the Third Circuit reversed the district court's ruling that an offer of



judgment mooted a named plaintiff's claim in an action asserting wage and hour violations of the FLSA. Notably, the Third Circuit also affirmed the two-step process used for granting certification in FLSA cases. The *Creely* decision, like the Third Circuit's *Genesis* decision, will invariably be relied upon by courts and plaintiffs in future wage and hour actions.

Some of the firm's notable recoveries include *Bazzini v. Club Fit Management, Inc.*, C.A. No. 08-cv-4530 (S.D.N.Y. 2008), wherein the firm settled a FLSA collective action lawsuit on behalf of tennis professionals, fitness instructors and other health club employees on very favorable terms. Similarly, in *Garcia, et al., v. Lowe's Home Center, Inc., et al.*, C.A. No. GIC 841120 (Cal. Sup. Ct. 2008), Faruqi & Faruqi served as co-lead counsel and recovered \$1.6 million on behalf of delivery workers who were unlawfully treated as independent contractors and not paid appropriate overtime wages or benefits.

The firm's Employment Practices Group also represents participants and beneficiaries of employee benefit plans covered by the Employee Retirement Income Security Act of 1974 ("ERISA"). In particular the firm protects the interests of employees in retirement savings plans against the wrongful conduct of plan fiduciaries. Often, these retirement savings plans constitute a significant portion of an employee's retirement savings. ERISA, which codifies one of the highest duties known to law, requires an employer to act in the best interests of the plan's participants, including the selection and maintenance of retirement investment vehicles. For example, an employer who administers a retirement savings plan (often a 401(k) plan) has a fiduciary obligation to ensure that the retirement plan's assets (including employee and any company matching contributions to the plan) are directed into appropriate and prudent investment vehicles.

Faruqi & Faruqi has brought actions on behalf of aggrieved plan participants where a company and/or certain of its officers breached their fiduciary duty by allowing its retirement plans to invest in shares of its own stock despite having access to materially negative information concerning the company which materially impacted the value of the stock. The



resulting losses can be devastating to employees' retirement accounts. Under certain circumstances, current and former employees can seek to hold their employers accountable for plan losses caused by the employer's breach of their ERISA-mandated duties.

The firm's Employment Practices Group also represents whistleblowers in actions under both federal and state False Claims Acts. Often, current and former employees of business entities that contract with, or are otherwise bound by obligations to, the federal and state governments become aware of wrongdoing that causes the government to overpay for a good or service. When a corporation perpetrates such fraud, a whistleblower may sue the wrongdoer in the government's name to recover up to three times actual damages and additional civil penalties for each false statement made. Whistleblowers who initiate such suits are entitled to a portion of the recovery attained by the government, generally ranging from 15% to 30% of the total recovery.

False Claims Act cases often arise in context of Medicare and Medicaid fraud, pharmaceutical fraud, defense contractor fraud, federal government contractor fraud, and fraudulent loans and grants. For instance, in *United States of America, ex rel. Ronald J. Streck v. Allergan, Inc. et al.*, No. 2:08-cv-05135-ER (E.D. Pa.), Faruqi & Faruqi represents a whistleblower in an un-sealed case alleging fraud against thirteen pharmaceutical companies who underpaid rebates they were obliged to pay to state Medicaid programs on drugs sold through those programs.

Based on its experience and expertise, the firm has served as the principal attorneys representing current and former employees in numerous cases across the country alleging wage and hour violations, ERISA violations and violations of federal and state False Claims Acts.

SECURITIES FRAUD LITIGATION

Since its inception over seventeen years ago, Faruqi & Faruqi, LLP has devoted a substantial portion of its practice to class action securities fraud litigation. In *In re Purchase Pro*



Inc. Securities Litig., Master File No. CV-S-01-0483-JLQ (D. Nev. 2001), as co-lead counsel for the class, Faruqi & Faruqi, LLP secured a \$24.2 million settlement in a securities fraud litigation. As noted by Senior Judge Justin L. Quackenbush in approving the settlement, “I feel that counsel for plaintiffs evidenced that they were and are skilled in the field of securities litigation.”

Other past achievements include; *In re Olsten Corp. Secs. Litig.*, C.A. No. 97-CV-5056 (E.D.N.Y.) (recovered \$25 million dollars for class members), *In re Mitcham Indus, Inc. Secs. Litig.*, Master File No. H-98-1244 (S.D. Tex. 1998) (recovered \$3 million dollars on behalf of class members despite the fact that corporate defendant was on the verge of declaring bankruptcy), and *Ruskin v. TIG Holdings, Inc.*, C.A. No. 98 Civ. 1068 (S.D.N.Y. 1998) (recovered \$3 million dollars on behalf of class members).

Recently, in *Shapiro v. Matrixx Initiatives, Inc.*, Case No. CV-09-1479-PHX-ROS, Faruqi & Faruqi, LLP, as co-lead counsel for the class, defeated defendants’ motion to dismiss and succeeded in having the action certified as a class action. Counsel is currently conducting discovery on behalf of class members.

Additionally, Faruqi & Faruqi, LLP is serving as court-appointed counsel for the class in the following cases:

- *Percoco v. Deckers Outdoor Corp.*, No. 1:12-cv-01001-SLR (D. Del.) (sole lead counsel)
- *McGee v. American Oriental Bioengineering, Inc.*, No. 2:12-cv-05476-SVW-SHx (C.D. Cal.) (sole lead counsel)
- *Lauria v. BioSante Pharm., Inc.*, No. 12 C 0771 (N.D. Ill.) (sole lead counsel)
- *Austin v. AEterna Zentaris Inc.*, No. 1:12-Civ-4711-(PKC) (S.D.N.Y.) (sole lead counsel)
- *McIntyre v. Chelsea Therapeutics Int’l, LTD*, Case No. 3:12-CV-213-MOC-DCK (sole lead counsel)
- *In re Carbo Ceramics, Inc. Stock & Options Sec. Litig.*, Case No. 1:12-cv-01034-LLS (S.D.N.Y.) (lead counsel for options investors)
- *In re China Organic Sec. Litig.*, Case No. 1:11-cv-08623-LBS (S.D.N.Y.) (sole lead counsel)
- *In re GLG Life Tech Corp. Sec. Litig.*, Case No. 1:11-cv-09150-BSJ-GWG (S.D.N.Y.) (sole lead counsel)
- *Anghel v. Ebix, Inc.*, Case No. 1:11-cv-02400-RWS (N.D. Ga., Atlanta Division) (sole lead counsel)



SHAREHOLDER DERIVATIVE LITIGATION

Faruqi & Faruqi, LLP has extensive experience litigating shareholder derivative actions on behalf of corporate entities. This litigation is often necessary when the corporation has been injured by the wrongdoing of its officers and directors. This wrongdoing can be either active, such as the wrongdoing by certain corporate officers in connection with purposeful backdating of stock-options, or passive, such as the failure to put in place proper internal controls, which leads to the violation of laws and accounting procedures. A shareholder has the right to commence a derivative action when the company's directors are unwilling or unable, to pursue claims against the wrongdoers, which is often the case when the directors themselves are the wrongdoers.

The purpose of the derivative action is threefold: (1) to make the company whole by holding those responsible for the wrongdoing accountable; (2) the establishment of procedures at the company to ensure the damaging acts can never again occur at the company; and (3) make the company more responsive to its shareholders. Improved corporate governance and shareholder responsiveness are particularly valuable because they make the company a stronger one going forward, which benefits its shareholders. For example, studies have shown the companies with poor corporate governance scores have 5-year returns that are 3.95% below the industry average, while companies with good corporate governance scores have 5-year returns that are 7.91 % above the industry-adjusted average. The difference in performance between these two groups is 11.86%. *Corporate Governance Study: The Correlation between Corporate Governance and Company Performance*, Lawrence D. Brown, Ph.D., Distinguished Professor of Accountancy, Georgia State University and Marcus L. Caylor, Ph.D. Student, Georgia State University Faruqi & Faruqi, LLP has achieved all three of the above stated goals of a derivative action. The firm regularly obtains significant corporate governance changes in connection with the successful resolution of derivative actions, in addition to monetary recoveries that inure



directly to the benefit of the company. In each case, the company's shareholders indirectly benefit through an improved market price and market perception.

In *In re UnitedHealth Group Incorporated Derivative Litig.*, Case No. 27 CV 06-8065 (Minn. 4th Judicial Dist. 2009) Faruqi & Faruqi, LLP, as co-lead counsel for plaintiffs, obtained a recovery of more than \$930 million for the benefit of the Company and corporate governance reforms designed to make UnitedHealth a model of corporate responsibility and transparency. At the time, the settlement reached was believed to be the largest settlement ever in a derivative case. See "UnitedHealth's Former Chief to Repay \$600 Million," Bloomberg.com, December 6, 2007 ("the settlement . . . would be the largest ever in a 'derivative' suit . . . according to data compiled by Bloomberg.").

As co-lead counsel in *Weissman v. John, et al.*, Cause No. 2007-31254 (Tex. Harris County 2008) Faruqi & Faruqi, LLP, diligently litigated a shareholder derivative action on behalf of Key Energy Services, Inc. for more than three years and caused the company to adopt a multitude of corporate governance reforms which far exceeded listing and regulatory requirements. Such reforms included, among other things, the appointment of a new senior management team, the realignment of personnel, the institution of training sessions on internal control processes and activities, and the addition of 14 new accountants at the company with experience in public accounting, financial reporting, tax accounting, and SOX compliance.

More recently, Faruqi & Faruqi, LLP concluded shareholder derivative litigation in *The Booth Family Trust, et al. v. Jeffries, et al.*, Lead Case No. 05-cv-00860 (S.D. Ohio 2005) on behalf of Abercrombie & Fitch Co. Faruqi & Faruqi, LLP, as co-lead counsel for plaintiffs, litigated the case for six years through an appeal in the U.S. Court of Appeals for the Sixth Circuit where it successfully obtained reversal of the district court ruling dismissing the shareholder derivative action in April 2011. Once remanded to the district court, Faruqi & Faruqi, LLP caused the company to adopt important corporate governance reforms narrowly targeted to remedy the



alleged insider trading and discriminatory employment practices that gave rise to the shareholder derivative action.

The favorable outcome obtained by Faruqi & Faruqi, LLP in *In re Forest Laboratories, Inc. Derivative Litigation*, Lead Civil Action No. 05-cv-3489 (S.D.N.Y. 2005) is another notable achievement for the firm. After more than six years of litigation, Faruqi & Faruqi, LLP, as co-lead counsel, caused the company to adopt industry-leading corporate governance measures that included rigorous monitoring mechanisms and Board-level oversight procedures to ensure the timely and complete publication of clinical drug trial results to the investing public and to deter, among other things, the unlawful off-label promotion of drugs.

SHAREHOLDER MERGER AND TRANSACTIONAL LITIGATION

Faruqi & Faruqi, LLP places special emphasis on prosecuting shareholder class actions brought nationwide against officers, directors and other parties responsible for corporate wrongdoing. Most of these cases are based upon state statutory or common law principles involving fiduciary duties owed to investors by corporate insiders as well as Exchange Act violations.

Faruqi & Faruqi, LLP has obtained significant monetary and therapeutic recoveries, including millions of dollars in increased merger consideration for public shareholders; additional disclosure of significant material information so that shareholders can intelligently gauge the fairness of the terms of proposed transactions and other types of therapeutic relief designed to increase competitive bids and protect shareholder value. As noted by Judge Timothy S. Black of the United States District Court for the Southern District of Ohio in appointing lead counsel *Nichting v. DPL Inc.*, Case No. 3:11-cv-14 (S.D. Ohio), "[a]lthough all of the firms seeking appointment as Lead Counsel have impressive resumes, the Court is most impressed with Faruqi & Faruqi."



As sole class counsel for plaintiffs in *Kajaria v. Cohen*, No. 1:10-CV-03141 (N.D. Ga., Atlanta Div.), Faruqi & Faruqi, LLP, succeeded in having the district court order Bluelinx Holdings Inc., the target company in a tender offer, to issue additional material disclosures to its recommendation statement to shareholders before the expiration of the tender offer. In *In re Cogent, Inc. Shareholders Litigation*, Consol. C.A. No. 5780-VC (Del. Ch.) Faruqi & Faruqi, LLP, as co-lead counsel obtained a post-close cash settlement of \$1.9 million after two years of hotly contested litigation; *In re Bausch & Lomb Inc. Buyout Litig.*, Index No. 07/6384 (N.Y. Supr. Ct., Monroe Cty. 2008) Faruqi & Faruqi, LLP, as co-lead counsel, caused Bausch & Lomb Inc. to disclose to shareholders critical material information concerning its merger with Warburg Pincus LLC and in *Rice v. Lafarge North America, Inc., et al.*, No. 268974-V (Montgomery Cty., Md. Circuit Ct.), Faruqi & Faruqi, LLP, as co-lead counsel represented the public shareholders of Lafarge North America (“LNA”) in challenging the buyout of LNA by its French parent, Lafarge S.A., at \$75.00 per share. After discovery and intensive injunction motions practice, the price per share was increased from \$75.00 to \$85.50 per share, or a total benefit to the public shareholders of \$388 million. The Lafarge court gave Class counsel, including Faruqi & Faruqi, LLP, shared credit with a special committee appointed by the company’s board of directors for a significant portion of the price increase.

Also, in *In re: Hearst-Argyle Shareholder Litig.*, Lead Case No. 09-Civ-600926 (N.Y. Sup. Ct.) as co-lead counsel for plaintiffs, Faruqi & Faruqi, LLP litigated, in coordination with Hearst-Argyle’s special committee, an increase of over 12.5%, or \$8,740,648, from the initial transaction value offered for Hearst-Argyle Television Inc.’s stock by its parent company, Hearst Corporation. Faruqi & Faruqi, LLP, in *In re Alfa Corp. Shareholder Litig.*, Case No. 03-CV-2007-900485.00 (Montgomery Cty, Ala. Cir. Ct.) was instrumental, along with the Company’s special committee, in securing an increased share price for Alfa Corporation shareholders of \$22.00 from the originally-proposed \$17.60 per share offer, which represented over a \$160 million benefit to class members, and obtained additional proxy disclosures to ensure that Alfa



shareholders were fully-informed before making their decision to vote in favor of the merger, or seek appraisal.

Moreover, in *In re Fox Entertainment Group, Inc. S'holders Litig.*, Consolidated C.A. No. 1033-N (Del. Ch. 2005), Faruqi & Faruqi, LLP, as co-lead counsel, and in coordination with Fox Entertainment Group's special committee, created an increased offer price from the original proposal to shareholders, which represented an increased benefit to Fox Entertainment Group, Inc. shareholders of \$450 million. Also, in *In re Howmet Int'l S'holder Litig.*, Consolidated C.A. No. 17575 (Del. Ch. 1999) Faruqi & Faruqi, LLP, in coordination with Howmet's special committee, successfully obtained an increased benefit to class members of \$61.5 million dollars).

Further, in *Brickell Partners v. Emerging Commns., Inc.*, Civil No. 16415 (Del. Ch. 1998) Faruqi & Faruqi, LLP, in its monitoring role as Class counsel achieved a post-trial settlement on behalf of the Class of \$5,596,037.40. After being consolidated with an appraisal hearing, the action was litigated vigorously for over four years, including a six week trial, where Faruqi & Faruqi, LLP in a secondary, monitoring role, represented the Class' interests with primary trial counsel - counsel for the hedge fund Greenlight Capital L.P. After trial the Court returned a verdict in favor of plaintiff. The case established new law and new standards for determining the fiduciary duties of corporate directors, especially directors that have specialized backgrounds (such as, accountants, lawyers, financial experts, etc.). The decision is now reported as *In re Emerging Commns., Inc. S'holders Litig.*, No. 16415, 2004 Del. Ch. LEXIS 70 (Del. Ch., May 3, 2004).

Faruqi & Faruqi, LLP, is committed to bringing novel post-close cases seeking damages as a result of an unfair buyout. Faruqi & Faruqi, LLP has handled a number of high profile cases such as *In re Smurfit-Stone Container Corp. S'holder Litig.*, Consol. C.A. No. 6164-VCP (Del. Ch. March 24, 2011); *In re Cogent S'holder Litig.*, C.A. No. 5780-VCP (Del. Ch. 2010); *In re Massey Energy Co. Derivative and Class Action Litig.*, C.A. No. 5430-CS (Del. Ch. 2010); *In re Novell, Inc. S'holder Litig.*, Consol. C.A. No. 6032-VCN (Del. Ch. 2010); *In re Playboy Enterprises, Inc.*



S'holders Litig., Consol. C.A. No. 5632-VCN (Del. Ch. 2010); *In re MFW S'holder Litig.*, Consol. C.A. No. 6566-CS (Del. Ch. 2011); *In re BJ's Wholesale Club, Inc. S'holders Litig.*, Consol. C.A. No. 6623-VCN (Del. Ch. 2011); *In re Morton's Restaurant Group, Inc. S'holder Litig.*, Consol. C.A. No. 7122-CS (Del. Ch. 2011).

ATTORNEYS INVOLVED IN THE MARCHBANKS CASE

JACOB A. GOLDBERG

Mr. Goldberg was Managing Partner of Faruqi & Faruqi, LLP's Pennsylvania office. Mr. Goldberg joined Faruqi & Faruqi, LLP in 2006 and has concentrated his legal career in all facets of complex commercial litigation in the federal and state courts.

Prior to joining the firm as a partner, Mr. Goldberg was a partner at Berger & Montague, P.C. and Schiffrin & Barroway, LLP. In 2004, he formed his own firm where he focused on commercial disputes, including theft of trade secrets, theft of business plan and breaches of contract while continuing to litigate cases involving violations of fiduciary duties, consumer protection laws, and the federal securities laws.

Among Mr. Goldberg's most notable cases are *In Re New America High Income Fund Secs. Litig.* (D. Mass 1990) (alleged false and misleading prospectus for junk bond fund; \$2.5 million settlement); *Rosenthal v. Dean Witter Reynolds, Inc.*, (Colo. Dist. Ct. 18th Jud. Dist. 1991); *In re IKON Office Solutions Secs. Litig.*, No. 98-04286 (E.D. P.A. 1998) (alleged complex accounting fraud involving manipulation of reserves; \$111 million settlement); *In re Creditrust Corp. Secs. Litig.* (D. Md. 2000) (alleged complex accounting fraud, relating to predicting financial results for securitized debt and adequately assessing gains on sales); *In re Scholastic, Inc. Secs. Litig.* (S.D. N.Y 1997) (alleged false financial projections and inadequate reserves; \$7 million settlement); *Cohen v. Mirage Resorts, Inc.*, 119 Nev. Adv. Op. No. 1 (Feb. 7, 2003) (Nevada Supreme Court reversed dismissal of shareholder action related to fair value of shares



in a freeze out merger); In re QuadraMed, Inc. Secs. Litig., No. 02-04770 (N.D. Cal. 2002) (alleged manipulation of revenue and new management and auditor cover-up; \$5.25 million settlement); and Studer v. Heng Fung Holdings (D. Colo. 2002) (derivative lawsuit, alleging the stripping of company assets to a related entity; approximately \$1.75 million settlement).

Mr. Goldberg graduated from Columbia University (B.A. 1988) and Temple University School of Law (J.D., cum laude, 1992) and practices from the Philadelphia area. He is admitted before all courts in the Commonwealth of Pennsylvania and to the United States Supreme Court, the United States Courts of Appeal for the Third and Fourth Circuits, and the United States District Courts for the Eastern District of Pennsylvania, Central District of Illinois, and District of Colorado. His admission to the Bar of the State of New York is pending. Mr. Goldberg is a dual citizen of the United States of America and the Republic of Ireland.

KENDALL S. ZYLSTRA

Mr. Zylstra was a partner in Faruqi & Faruqi, LLP's Pennsylvania office and Chair of the firm's Antitrust Litigation Department. Mr. Zylstra joined Faruqi & Faruqi, LLP at the beginning of 2008, after many years litigating complex commercial and civil litigation in the complex class action arena.

Mr. Zylstra has spent the last several years focusing on antitrust class actions challenging practices such as unfair trade practices, national price-fixing claims, monopolies, and the delayed-generic entry pharmaceutical cases

Prior to joining the Firm, Mr. Zylstra represented victims of human radiation experiments from the Cold War Era. He was significantly responsible for litigating two mass actions, which settled for nearly \$5 million and played a significant role in winning a reversal of summary judgment in *Bibeau, et al. v. Pacific Northwest Research Foundation, et al.*, 188 F. 3d 1005 (9th Circ. 1999).



For over five years, Mr. Zylstra was the Head of the Antitrust Department at a notable plaintiff's class action litigation firm, and developed a portfolio of antitrust cases, including gasoline dealer-franchises suing large oil companies for unfair trade practices; representing medical device wholesalers and distributors asserting antitrust claims against monopolists; and representing two internet companies in a litigation asserting vertical price fixing claims against a giant retailer and its co-conspirator manufacturers.

Mr. Zylstra graduated from Calvin College in 1987 with a Bachelor of Arts and from Temple University School of Law (J.D. 1991) where he received the Temple Law Alumni/ae Award for Moot Court Excellence. Mr. Zylstra was an Assistant District Attorney in Philadelphia, PA between 1991-1996, where he gained extensive trial experience in the prosecution of hundreds of cases primarily involving cases of sexual assault.

JAN R. BARTELLI

Jan R. Bartelli was a partner in Faruqi & Faruqi, LLP's New York office. Prior to joining the firm, she was a partner at Garwin Gerstein & Fisher LLP, where she and her partners represented plaintiffs as lead or co-lead counsel in complex antitrust, securities, and employment discrimination class actions.

Representative cases include In re: Marine Hose Antitrust Litigation (S.D.Fla.); In re Ciprofloxacin Antitrust Litigation (E.D.N.Y.); In re Terazosin Hydrochloride Antitrust Litigation (S.D.Fla.), In re Cardizem CD Antitrust Litigation (E.D.Mich), and Employees Committed for Justice v. Eastman Kodak Company (W.D.N.Y.). At Faruqi & Faruqi, Ms. Bartelli will practice primarily in the area of antitrust law.

Ms. Bartelli received her law degree from Brooklyn Law School in 1997 and her undergraduate degree from Syracuse University. At Brooklyn Law School, she served as Articles Editor of the Brooklyn Law Review. She was a member of the Moot Court Society and a co-author of the Jerome Prince Evidence Competition.



She is a member of the Bar of New York, and is admitted to the District Courts for the Eastern, Southern and Western Districts of New York.

Prior to entering law school, Ms. Bartelli worked for several years as a newspaper reporter, primarily covering the courts in New Jersey.

NEILL CLARK

Mr. Clark is an associate in Faruqi and Faruqi, LLP's Pennsylvania office and practices in the antitrust litigation department. Before joining the firm, Mr. Clark was an associate at Berger & Montague, P.C. where he was significantly involved in prosecuting antitrust class actions on behalf of direct purchasers of brand name drugs and charging pharmaceutical manufacturers with illegally blocking the market entry of less expensive competitors.

Eight of those cases have resulted in substantial settlements totaling over \$950 million: *In re Cardizem CD Antitrust Litig.* settled in November 2002 for \$110 million; *In re Buspirone Antitrust Litig.* settled in April 2003 for \$220 million; *In re Relafen Antitrust Litig.* settled in February 2004 for \$175 million; *In re Platinol Antitrust Litig.* settled in November 2004 for \$50 million; *In re Terazosin Antitrust Litig.* settled in April 2005 for \$75 million; *In re Remeron Antitrust Litig.* settled in November 2005 for \$75 million; *In re Ovcon Antitrust Litig.* settled in 2009 for \$22 million; and *In re Tricor Direct Purchaser Antitrust Litig.* settled in April 2009 for \$250 million.

Mr. Clark was also principally involved in a case alleging a conspiracy among hospitals and the Arizona Hospital and Healthcare Association to depress the compensation of per diem and traveling nurses, *Johnson et al. v. Arizona Hospital and Healthcare Association et al.*, No. CV07-1292 (D. Ariz.).

Mr. Clark was selected as a "Rising Star" by Pennsylvania Super Lawyers and listed as one of the Top Young Lawyers in Pennsylvania in the December 2005 edition of Philadelphia Magazine. Two cases in which he has been significantly involved have been featured as



"Noteworthy Cases" in the NATIONAL LAW JOURNAL articles, "The Plaintiffs' Hot List" (*In re Tricor Antitrust Litig.* October 5, 2009 and *Johnson v. Arizona Hosp. and Healthcare Ass'n.*, October 3, 2011).

Mr. Clark graduated cum laude from Appalachian State University in 1994 and from Temple University Beasley School of Law in 1998, where he earned seven "distinguished class performance" awards, an oral advocacy award and a "best paper" award.

RICHARD SCHWARTZ

Richard Schwartz is an associate in Faruqi & Faruqi, LLP's Pennsylvania office. Mr. Schwartz has been involved extensively in the firm's antitrust, merger, and derivative practice areas. Presently, Mr. Schwartz is a member of the teams prosecuting *In re Blood Reagents Antitrust Litig.* and *In re Hypodermic Products Antitrust Litigation.*

Mr. Schwartz graduated from the University of Washington (B.A.) and the University of Chicago (J.D.). While in law school, Mr. Schwartz served as a law clerk at the MacArthur Justice Center in Chicago and as a summer associate with the Chicago law firm Robinson Curley & Clayton P.C. Since law school, Mr. Schwartz has been a commercial litigator in New York and Pennsylvania.

Mr. Schwartz is a member of the bars of the State of New York (2005-present), Commonwealth of Pennsylvania (2010-present), the United States District Court for the Southern District of New York (2006-present), the United States District Court for the Eastern District of New York (2007-present), the United States District Court for the Northern District of New York (2008-present), the United States Court of Appeals for the Second Circuit (2010-present), the United States District Court for the Eastern District of Pennsylvania (2011-present) and the United States Court of Appeals for the Third Circuit (2011-present).



SANDRA G. SMITH

Ms. Smith was an associate in Faruqi & Faruqi, LLP's Pennsylvania office. Ms. Smith joined Faruqi & Faruqi, LLP as an associate of the firm in December of 2009. She focuses her practice on areas of complex commercial litigation, including securities class action litigation in the context of mergers and acquisitions, shareholder derivative litigation, and antitrust matters.

Ms. Smith earned her Juris Doctorate degree from Temple University School of Law (1999), where she was Editor-in-Chief of the Temple Environmental Law & Technology Journal, and a Bachelor of Arts degree in History from St. Joseph's University. Ms. Smith is admitted to practice law in the Commonwealth of Pennsylvania and the United States District Court for the Eastern District of Pennsylvania.

STEPHEN E. CONNOLLY

Mr. Connolly was an associate in Faruqi & Faruqi, LLP's Pennsylvania office. Mr. Connolly joined Faruqi & Faruqi, LLP as an associate of the firm in the beginning of 2008.

Mr. Connolly has focused his career as an attorney in the areas of complex commercial litigation, including class action securities fraud and antitrust litigation.

He received his law degree for the Villanova University School of Law (J.D. 2000) and received a Bachelor of Science from Penn State University (1997).

JAMIE R. MOGIL

Ms. Mogil was an associate in Faruqi & Faruqi, LLP's New York office. Ms. Mogil joined Faruqi & Faruqi, LLP as an associate in February 2006, and has been involved in litigation encompassing each of the firm's practice areas.

Before attending law school, Ms. Mogil worked for the non-profit organization, Institute for Policy Studies in Washington, D.C. While in law school, Ms. Mogil was the recipient of the Public Interest Fellowship and on the Executive Board of the New York Law School Moot Court Association. Ms. Mogil competed in three national competitions, winning Second Best Brief and



placing as a National Finalist and Semi-Finalist. Ms. Mogil was also the Chair of the Robert F. Wagner National Labor & Employment Law Moot Court Competition. Also while in law school Ms. Mogil worked for the Office of the New York State Attorney General in the Investment Protection Bureau, specifically investigating and prosecuting the mutual fund "market-timing" and "late-trading" cases.

Ms. Mogil graduated from The George Washington University in 2000 (B.A., Fine Arts and Art History, cum laude) and from New York Law School (J.D., 2005). She is licensed to practice law in New York and admitted to the United States District Courts for the Southern District and Eastern District of New York as well as the United States Court of Appeals for the Sixth Circuit.

GARY I. SMITH

Gary I. Smith, Jr. was an associate in Faruqi & Faruqi, LLP's Pennsylvania office. Mr. Smith focuses his practice on complex class action litigation, primarily in the area of antitrust.

Mr. Smith graduated from the University of Arizona (B.S.B.A., Business Economics, 2008) and the Sandra Day O'Connor College of Law at Arizona State University (J.D., 2011). In law school, Mr. Smith served as a research assistant for Professor of Law Amandeep Grewal, earned honors as a Willard H. Pedrick Scholar, and, most notably, spent the Fall of 2010 working alongside Staff Attorneys at the Securities and Exchange Commission's Headquarters in Washington, D.C., in the Office of Compliance, Inspections, and Examinations. While with the SEC, Mr. Smith obtained invaluable insight into federal regulatory oversight and enforcement.

Prior to joining the firm, Mr. Smith gained substantial courtroom and appellate experience at a commercial litigation practice in Phoenix, Arizona. There, Mr. Smith successfully represented his clients' interests in all facets of litigation, from the institution of legal proceedings through closing arguments at trial.

Mr. Smith is admitted to the Arizona State Bar.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name: Faruqi & Faruqi, LLP****Reporting Period: Inception through 12/31/13**

EXPENSE	AMOUNT
Litigation Fund	\$155,000.00
Travel/Hotel/Meals	\$8,402.33
Copying/Printing Fees	\$476.00
Research	\$39.82
Telephone/Teleconference/Fax	\$510.00
FedEx/Messengers/Postage	\$547.30
Court Fees	\$40.00
Other (describe)	\$0.00
TOTAL	\$165,015.45

EXHIBIT 9

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF JASON S. KILENE IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Jason S. Kilene, declare as follows:

1. I am a partner at the law firm of Gustafson Gluek PLLC. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Conducting factual and legal research;
- Drafting complaints for plaintiffs Krachey's BP South ("Krachey's") and NuWay Cooperative ("NuWay");

- Reviewing, revising and editing the Second Consolidated Amended Complaint;
- Drafting and serving subpoenas on third-parties;
- Negotiating responses and objections to subpoenas with third-parties;
- Drafting a motion for a protective order and a motion to voluntarily dismiss plaintiff NuWay;
- Drafting several rounds of discovery responses for plaintiff Krachey's, including numerous meetings with Krachey's to gather necessary information and documents for same;
- Reviewing and analyzing plaintiff Krachey's documents for production to Defendants in response to multiple rounds of discovery requests and preparing the same for production;
- Preparing and defending Krachey's in two depositions;
- Reviewing, analyzing and coding documents from Defendants and third-parties;
- Reviewing and analyzing all relevant pleadings and memoranda and updating plaintiff Krachey's regarding case developments; and
- Participating in several litigation strategy and settlement meetings with co-lead counsel and other members of the executive committee.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through March 17, 2014. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

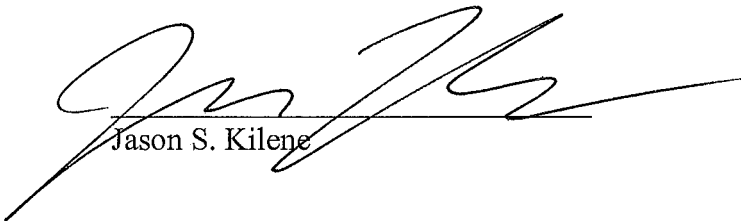
5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.gustafsongluek.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through March 17, 2014. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through March 17, 2014 is 1,277.50 hours. The total lodestar, at current billing rates, for my firm for this period is \$715,216.25. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$111,524.47.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

GUSTAFSON GLUEK PLLC



Jason S. Kilene

Dated: April 2, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Gustafson Gluek PLLC****Reporting Period: Inception – March 17, 2014**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Daniel E. Gustafson	P	22.25	\$900	\$20,025.00
Jason S. Kilene	P	694.25	\$700	\$485,975.00
Daniel C. Hedlund	P	2.75	\$700	\$1,925.00
Rena D. Steiner	P	7.75	\$685	\$5,308.75
Cathy K. Smith	P	77.00	\$500	\$38,500.00
James W. Anderson	A	29.25	\$495	\$14,478.75
Michelle J. Looby	A	288.75	\$425	\$122,718.75
David Goodwin	A	.75	\$425	\$318.75
Diana Jakubauskiene	PL	69.50	\$200	\$13,900.00
Melanie Morgan	PL	30.25	\$150	\$4,537.50
Sarah A. Moen	PL	3.25	\$200	\$650.00
Shawn M. Seaberg	Adm	24.00	\$125	\$3,000.00
Danette K. Mundahl	PL	20.00	\$150	\$3,000.00
Rebecca A. Houle	PL	.5	\$220	\$110.00
Tracey D. Grill	Adm	6.00	\$150	\$900.00
Dana Noss	Adm	1.25	\$150	\$187.50
TOTALS		1277.50		\$715,216.25

P = Partner

PL = Paralegal

C = Counsel

A = Associate

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.

Daniel E. Gustafson

Daniel E. Gustafson is a founding member of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of North Dakota with majors in Economics and Sociology (B.A. 1986) and a *cum laude* graduate of the University of Minnesota Law School (J.D. 1989). He was a member of the Minnesota Law Review from 1987 to 1989, serving as an Associate Research Editor in 1988-1989.

During law school, he clerked for Opperman & Paquin (1987-1989), a firm that also practiced in the areas of antitrust, consumer protection and class action litigation.

After law school, Mr. Gustafson served as a law clerk to the Honorable Diana E. Murphy, United States District Judge for the District of Minnesota (1989-91).

Following his judicial clerkship, Mr. Gustafson returned to his former firm (then known as Opperman Heins & Paquin) and continued his work in the fields of antitrust and consumer protection class action litigation.

In April 1994, Mr. Gustafson became a founding member and partner in the law firm of Heins Mills & Olson, P.L.C. Between April 1994 and May 2003, Mr. Gustafson continued his work in antitrust and consumer protection class action litigation and also developed a boutique practice of assisting national patent and intellectual property firms in litigation matters. In May 2003, Mr. Gustafson formed Gustafson Gluek PLLC where he continues to practice antitrust and consumer protection class action law.

Mr. Gustafson is admitted to practice in the United States District Court for the District of Minnesota, the United States District Court for the District of North Dakota, the United States

District Court for the Eastern District of Michigan, the United States District Court for the Western District of Michigan, the United States District Court for the Eastern District of Wisconsin, the United States Courts of Appeals for the Third, Fifth, Eighth and Eleventh Circuits, the Minnesota Supreme Court and in the United States Supreme Court.

Mr. Gustafson is also an adjunct professor at the University of Minnesota Law School teaching a spring semester seminar on the “Fundamentals of Pretrial Litigation.”

Mr. Gustafson is a past president of the Federal Bar Association, Minnesota Chapter (2002-2003) and served in various capacities in the Federal Bar Association over the last several years. In 2009, he was involved in developing the Federal Bar Association’s *Pro Se* Project, which coordinates volunteer representation for *pro se* litigants. He was the Vice-Chair of the 2003 Eighth Circuit Judicial Conference held during July 2003 in Minneapolis (Judge Diana E. Murphy was the Chair of the Conference). He is a member of the Hennepin County, Minnesota, Federal and American Bar Associations.

In 2001-2013, Mr. Gustafson was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the fields of business litigation, class actions and antitrust. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” He was also ranked in the Top 100 MN Super Lawyers in 2012. In 2005, Mr. Gustafson was one of only eleven Minnesota attorneys selected as a “Super Lawyer” in the field of antitrust litigation. Mr. Gustafson was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2010 and 2013. He was selected based on nominations from across the state.

In September 2011, Mr. Gustafson testified before the House Committee on the Judiciary, Subcommittee on Intellectual Property, Competition and the Internet regarding the proposed

merger between Express Scripts and Medco. Mr. Gustafson also testified before the United States Congressional Commission on Antitrust Modernization in June 2005. In addition to congressional testimonies, Mr. Gustafson has authored or presented numerous seminars and continuing legal education pieces on various topics related to class action litigation, antitrust, consumer protection or legal advocacy. He has also co-authored chapters including “Pretrial Discovery in Civil Litigation” in *Private Enforcement of Antitrust Law in the United States* and “Obtaining Evidence” in *The International Handbook on Private Enforcement of Competition*.

Mr. Gustafson is currently or has recently been named as Lead Counsel, Co-Lead Counsel or a member of the Executive Committee in the following cases: *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.* (D. Minn.); *In re National Arbitration Forum Litig.* (D. Minn.); *In re Comcast Corp, Set-Top Cable Television Box Antitrust Litig.* (E.D. Pa.); *In re DRAM Antitrust Litig.* (N.D. Cal. and multiple state court actions); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.) (indirect purchaser class); *In re Flash Memory Antitrust Litig.* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *Aspartame Antitrust Litig.* (E.D. Pa.) (direct purchaser class); and *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.).

Mr. Gustafson is currently or has recently been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases, including: *In re Wellbutrin XL Antitrust Litig.* (E.D. Pa.); *In re Androgel Antitrust Litig.* (N.D. Ga.); *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S. D. Ohio); *Dryer et al. v. Nat'l Football League* (D. Minn.); *In re Ready-Mixed Concrete Antitrust Litig.* (S.D. Ind.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *In re Urethane Antitrust Litig.* (D.

Kan.); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“*Augmentin*”); and *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn.) (“*Canadian Prescription Drugs*”); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.).

He also has participated in the representation of plaintiff classes in other cases, including: *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *Lief et al. v. Archer Daniels Midland Co., et al.* (D. Minn.) (“*Indirect MSG*”); *In re Premarin Antitrust Litig.* (S.D. Ohio); *Blevins v. Wyeth-Ayerst Labs., Inc.* (Cal. Super. Ct.); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“*Air Compressors*”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“*Paxil*”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Samples v. Monsanto Co.* (E.D. Mo.) (“*Bio Seeds*”); *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“*Hytrin*”); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *High Pressure Laminates Antitrust Litig.* (multiple state court indirect purchaser actions); *In re Vitamins Antitrust Litig.* (D.D.C.); *Minnesota Vitamins Antitrust Litig.* (Minn. 2nd Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions; lead trial counsel for Wisconsin action); *Shaw v. Dallas Cowboys Football Club* (E.D. Pa.) (“*NFL*”); *Thermal Fax Paper Antitrust Litig.* (state court actions in Minnesota, Wisconsin and Florida) (“*Fax Paper*”); *Lazy Oil, Inc. v. Witco Corp.* (W.D. Pa.) (“*Penn Grade*”); *In re Molybdenum Antitrust Litig.* (W.D. Pa.); *In re Motorsports Merchandise Antitrust Litig.* (N.D. Ga.); *In re Commercial Explosives Antitrust Litig.* (D. Utah); *In re Diamonds Antitrust Litig.* (S.D.N.Y.); *In re Drill Bits Antitrust Litig.* (S.D. Tex.); *In re Catfish Antitrust Litig.* (D. Miss.); *In re Steel Drums Antitrust Litig.* (S.D. Ohio); *In re Steel*

Pails Antitrust Litig. (S.D. Ohio); *In re Bulk Popcorn Antitrust Litig.* (D. Minn.); *In re Workers' Compensation Ins. Antitrust Litig.* (D. Minn.); *Cimarron Pipeline Constr., Inc. v. National Council on Compensation Ins.* (W.D. Okla.); *Schmulbach v. Pittway Corp.* (Ill., 11th Jud. Dist.) (“Smoke Detectors”); *In re Commercial Tissue Antitrust Litig.* (N.D. Fla.); *In re Sodium Gluconate Antitrust Litig.* (N.D. Cal.); and *AL Tech Specialty Steel Corp. v. UCAR Int’l.* (E.D. Pa.) (“Specialty Steel”).

Mr. Gustafson is also currently or has recently been involved in other non-class complex litigation concerning antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *Synthes USA, LLC v. Spinal Kinetics* (N.D. Cal.); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“KBA II”); *KBA-Giori, North America, Inc. v. Muhlbauer, Inc.* (E.D. Va.) (“KBA I”); *Spine Solutions, Inc., v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga); *J.D. Edwards World Solutions Company Arbitrations* (AAA) (trial counsel for Quantegy and Amherst); *INO Therapeutics, Inc. v. SensorMedics Corp.* (D.N.J.); and *In re National Metal Technologies, Inc.* (S.D. Cal.).

He also has represented parties in other unfair competition, trademark, and patent infringement cases, including: *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Ryobi Ltd. v. Truth Hardware Corp.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.); and *Rainforest Cafe, Inc., v. Amazon, Inc.* (D. Minn.); *Medical Graphics Corp. v. SensorMedics Corp.* (D. Minn.); *Medtronic, Inc., v. Intermedics Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Robert Warner* (D. Minn.); *Cardiac Pacemakers, Inc. v. Intermedics Inc.* (D. Minn.); *Birchwood Laboratories v. Citmed Corp.* (D.

Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *McCarthy v. Welshman* (D. Minn.); and *UFE, Inc., v. Alpha Enters., Inc.* (D. Minn.).

Jason S. Kilene

Jason S. Kilene is a member in the firm of Gustafson Gluek PLLC. He is a graduate of the University of North Dakota (B.A. 1991) with a major in Political Science and a graduate of the University of North Dakota School of Law *with distinction* (J.D. 1994).

After graduating from law school, Mr. Kilene served as law clerk to the Honorable Bruce M. Van Sickle, United States District Judge, District of North Dakota. Prior to joining Gustafson Gluek PLLC in August 2003, Mr. Kilene practiced in the areas of antitrust, securities and business litigation at the law firms of Oppenheimer Wolff & Donnelly, LLP, and Heins Mills & Olson, P.L.C.

Mr. Kilene is admitted to the Minnesota Bar, North Dakota Bar and is admitted to practice in the United States District Court for the District of Minnesota. He is also a member of the Hennepin County, Minnesota, North Dakota and Federal Bar Associations.

He is currently or has recently been involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *Kleen Products LLC, et al. v. Packaging Corporation of America et al.* (N.D. Ill.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re NCAA Student-Athlete Name & Likeness Licensing Litig.* (N.D. Cal.); *Dryer v. National Football League* (D. Minn.); *In re Ductile Iron Pipe Fittings Indirect Purchaser Antitrust Litig.* (D.N.J.); *In re Pool Products Distribution Market Antitrust Litig.* (E.D. La.); *In re Potash Antitrust Litig. (II)* (N.D. Ill.); *In re Florida Cement and Concrete Antitrust Litig.* (S.D. Fla.); *In re Photochromic Lens Antitrust Litig.* (M.D. Fla.); *In re Imprelis*

Herbicide Marketing, Sales Practices, and Products Liability Litig. (E.D. Pa.); *In re Urethane Antitrust Litig.* (D. Cal/CalKan.); *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *Carolos Lossada v. Union Oil Company of California* (Sup. Ct. Cal.); *In re ATM Fee Antitrust Litig.* (N.D. Cal.) (“ATM”); *Edwards et al. v. National Milk Producers Federation, et al.* (N.D. Cal.); *Ticho v. Budget Rent A Car System, Inc.* (Sup. Ct. Cal.); *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *In re Aftermarkets Filters Antitrust Litig.* (N.D. Ill.); *In re Chocolate Confectionary Antitrust Litig.* (M.D. Pa.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); *In re Steel Antitrust Litig.* (N.D. Ill.); *Universal Delaware et al. v. Comdata Corporation et al.* (E.D. Pa.); *In re Vitamins Antitrust Litig.* (D.D.C.); *In re Broadcom Corp. Securities Litig.* (C.D. Cal.); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *Microsoft Indirect Purchaser Antitrust Litig.* (Minnesota and North Dakota); and *In re Relafen Antitrust Litig.* (N.D. Cal.).

Mr. Kilene has been involved in other complex cases involving antitrust, consumer protection, contract and unfair competition, including: *In re J.D. Edwards World Solutions Company* (AAA) (trial counsel for Quantegy and Amherst) and *National Metal Technologies, Inc. et al. v. Alliant Techsystems, Inc. et al.* (S.D. Cal.) (“NMT”).

Daniel C. Hedlund

Daniel C. Hedlund is a member of Gustafson Gluek PLLC. He is a graduate of Carleton College (B.A. 1989) and is a *cum laude* graduate of the University of Minnesota Law School (J.D. 1995). He was a Note and Comment Editor and member of the Minnesota Journal of Global Trade from 1993-1995 and a recipient of the Federal Bar Association’s John T. Stewart,

Jr. Memorial Fund Writing Award (1994).

Mr. Hedlund served as a law clerk to the Honorable Gary L. Crippen, Minnesota Court of Appeals (1997) and to the Honorable Dolores C. Orey, Fourth Judicial District of Minnesota (1995-1996).

Mr. Hedlund has practiced in the areas of antitrust, securities fraud, and consumer protection since 1997. He is admitted to practice in the United States District Court for the District of Minnesota, the Eighth Circuit Court of Appeals, the Second Circuit Court of Appeals, and in Minnesota State Court. Mr. Hedlund is a member of the Federal, Minnesota, and Hennepin County Bar associations. Mr. Hedlund is active in the Minnesota Chapter of the Federal Bar Association, currently serving as Co-Vice President for the Eighth Circuit. He has previously served as Liaison between the Federal Bar Association and the Minnesota State Bar Association and as Secretary of the Federal Bar Association, Minnesota Chapter. He currently serves as Secretary for the Consumer Litigation Section of the Minnesota State Bar Association and is President-Elect of the Committee to Support Antitrust Laws. In addition to presenting at CLEs, he has recently testified before the Minnesota legislature on competition law.

Mr. Hedlund is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.); *American Electric Motor Services Inc. v. Blue Cross Blue Shield of Alabama* (N.D. Ala.); *In re DRAM Antitrust Litigation* (multiple federal and state court actions) (indirect purchaser class); *In re Flash Memory Antitrust Litigation* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *In re Processed Egg Products Antitrust Litigation* (E.D. Pa.); *In re Refrigerant Compressors Antitrust Litigation* (E.D. Mi.); *In re SIGG Switzerland (USA), Inc. Aluminum Bottles Marketing and Sales Practices*

Litigation (W.D. Ky.); *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.); *In re St. Paul Travelers Securities Litigation II* (D. Minn.); *In re Digital Music Antitrust* (S.D.N.Y.); *In re OSB Antitrust Litigation* (E.D. Pa.); *In re Vitamin C Antitrust Litigation* (E.D.N.Y.); *In re Funeral Consumers Antitrust Litigation* (S.D. Tex.); *McIntosh v. Monsanto Co.* (E.D. Mo.); *In re AOL Time Warner Securities Litigation* (S.D.N.Y.); *In re Commercial Tissue Antitrust Litigation* (N.D. Fla.); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.); *In re Green Tree Financial Stock Litigation* (D. Minn.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); *In re Polypropylene Carpet Antitrust Litigation* (N.D. Ga.); *In re Buffets, Inc. Securities Litigation* (D. Minn.); *In re Mercedes Benz Antitrust Litigation* (D.N.J.); *In re Xcel Energy, Inc. Securities Litigation* (D. Minn.); *In re Blue Cross Subscriber Litigation* (D. Minn.); *In re MSG Antitrust Litigation* (D. Minn.); *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Olympic Financial Securities Litigation* (D. Minn.); and *In re Flat Glass Antitrust Litigation* (W.D. Pa.).

Catherine Sung-Yun K. Smith

Catherine Sung- Yun K. Smith is a member of Gustafson Gluek PLLC. She is a graduate of Korea University (B.A. 2000) and a graduate of University of Minnesota Law School (J.D. 2005). Ms. Smith is admitted to the New York Bar, Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Smith served as a director of the Civil Practice Clinic, and also as a director of the William E. McGee National Civil Rights Moot Court Competition. Ms. Smith served as a judicial extern for the Honorable Regina Chu, District Judge, Fourth Judicial District of Minnesota. In addition, Ms. Smith also participated in the Maynard Pirsig Moot Court. She joined Gustafson Gluek PLLC in 2007.

Ms. Smith is currently involved in the representation of plaintiffs and classes in numerous cases including: *In re TFT LCD (Flat Panel) Antitrust Litig.* (N.D. Ca.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Hyun Park et al v. Korean Air Lines Co., Ltd.* (C.D. Ca); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); and *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.).

Ms. Smith is fluent in Korean and English and also has basic language skills in German, Japanese, and Chinese.

Michelle J. Looby

Michelle J. Looby is an associate of Gustafson Gluek PLLC. She is a graduate of the University of Minnesota *with distinction* (B.A. 2004) and a *magna cum laude* graduate of William Mitchell College of Law (J.D. 2007). Ms. Looby is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Looby was a member of the *William Mitchell Law Review* from 2005-2007, serving as Assistant Editor in 2006-2007. She served as a judicial intern to The Honorable Faye Flancher and The Honorable Emily Mueller, Circuit Court Judges, Racine County Circuit Court of Wisconsin. She also served as a judicial extern to The Honorable David Higgs, District Judge, Second Judicial District of Minnesota. In addition, Ms. Looby was a five time recipient of the CALI Excellence for the Future Award, recognizing the student with the highest grade in the class as determined by the instructor or registrar.

Ms. Looby is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *Precision Associates, Inc. et al. v. Panalpina World Transport (Holding), Ltd., et al.* (E.D.N.Y.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.); *In re*

Processed Egg Products Antitrust Litig. (E.D. Pa.); In re Ductile Iron Pipe Fittings (“DIPF”) Indirect Purchaser Antitrust Litig. (D. N.J.); Universal Delaware, Inc., d/b/a Gap Truck Stop et al. v. Comdata Corporation (E.D. Pa.); In re Online DVD Rental Antitrust Litig. (N.D. Cal.); In re Comcast Corp. Set-Top Cable Television Box Anti-Trust Litig. (E.D. Pa.); In re Automotive Parts Antitrust Litig. (E.D. Mich.); In re Steel Antitrust Litig. (N.D. Ill.); Marchese v. Cablevision Systems Corp. (D. N.J.); and In re Refrigerant Compressors Antitrust Litig. (E.D. Mich.).

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name:****Reporting Period:**

EXPENSE	AMOUNT
Litigation Fund	\$95,000.00
Travel/Hotel/Meals	\$7,678.55
Copying/Printing Fees	\$3,533.50
Research	\$312.19
Telephone/Teleconference/Fax	\$47.30
FedEx/Messengers/Postage	\$1,335.49
Court Fees	\$40.00
Other (describe)	\$3,577.44
TOTAL	\$111,524.47

EXHIBIT 10

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF DAVID WOODWARD, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, David Woodward, declare as follows:

1. I am an attorney and officer at the law firm of Heins Mills & Olson, P.L.C. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- As assigned by Co-Lead Counsel, reviewed, analyzed, and summarized in memoranda the deposition testimony of Comdata management level employees and a former employee taken in *Flying J, Inc., et al. v. TA*

Operating Corp., et al., in order to identify testimony relevant to the upcoming, scheduled Rule 30(b)(6) deposition of Comdata in this matter.

- Pursuant to Co-Lead Counsel's assignment, reviewed, analyzed and coded documents produced by Pilot Defendants.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from our firm who were involved in this action. This information is also available on the firm website at www.heinsmills.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on our firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by our firm from inception through December 31, 2013 is 183 hours. The total lodestar, at current billing rates, for our firm for this period is \$101,332.50. The total unreimbursed expenses incurred by our firm on this litigation during this period is \$11,602.37.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 1, 2014

HEINS MILLS & OLSON, P.L.C.

s/ David Woodward
David Woodward

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Heins Mills & Olson, P.L.C.****Reporting Period: Case Inception through December 31, 2013**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
David R. Woodward	P	129.00	\$665	\$85,785.00
Rachel L. Stoering	A	52.75	\$290	\$15,297.50
Irene M. Kovarik	PL	1.25	\$200	\$250.00
TOTALS		183.00		\$101,332.50

P = Partner
C = Counsel
A = Associate
PL = Paralegal

*Lodestar calculated based on current hourly rates.



HEINS MILLS & OLSON, P.L.C.

Firm Résumé

The law firm of Heins Mills & Olson, P.L.C., located in Minneapolis, is a premier advocate for businesses, consumers and investors in the nation's courts. We focus our practice on complex litigation, frequently serving as lead counsel for national classes of businesses, shareholders and consumers in actions to redress securities fraud, antitrust violations, deceptive trade practices and consumer fraud. Our team of lawyers collectively has many decades of experience in complex litigation and has successfully handled more than 100 class actions, primarily in a leadership role.

Antitrust

In the arena of antitrust litigation, Heins Mills has served as lead or co-lead counsel in dozens of cases representing plaintiff classes alleging price fixing, vertical trade restraints, monopolization and other anticompetitive conduct in diverse markets.

Representative examples include these:

- We are serving as co-lead counsel in *Fond du Lac Bumper Exchange, Inc., et al. v. Jui Li Enterprise Co., et al.*, (Case No. 2:09-cv-00852, E.D. Wis.) (*Aftermarket Sheet Metal Antitrust Litigation*), a class action asserting price-fixing claims on behalf of business purchasers of aftermarket automotive sheet metal parts.

EXHIBIT 2



- We are co-lead counsel for a class of end payors in *In re Lipitor Antitrust Litigation* (MDL No. 2332, D.N.J.), a multidistrict antitrust action alleging that defendant drug manufacturers violated state antitrust (and consumer) laws by engaging in an anticompetitive scheme to delay the entry of a generic version of the blockbuster drug Lipitor, resulting in significant overcharges to plaintiffs. The issue of “pay-for-delay” settlements like those involved in this major antitrust litigation is of significant interest to consumers, direct and third party purchasers, brand and generic drug manufacturers, and the Federal Trade Commission.
- We are co-lead counsel for a class of cable subscribers in *Glaberson v. Comcast Corp.* (Case No. 03-cv-6604, E.D. Pa.), alleging market and customer allocations constituting unlawful restraints of trade and monopoly practices in several cable TV markets.
- In related antitrust litigation against Comcast, we asked the United States Court of Appeals for the First Circuit to strike down class action bans contained in the arbitration clauses of cable subscriber agreements in the Boston area. In a significant victory for consumers, the First Circuit held that the class action bans are unenforceable because they prevent consumer plaintiffs from vindicating their rights under federal antitrust laws. *See Kristian v. Comcast Corp. and Rogers v. Comcast Corp.*, 446 F.3d 25 (1st Cir. 2006).



- We served as co-lead counsel in *In re Puerto Rican Cabotage Antitrust Litigation* (MDL No. 1960, D.P.R), which involved price-fixing by Jones Act shipping companies for ocean shipping services between the U.S. and Puerto Rico.
- We served as co-lead counsel in *In re Aftermarket Filters Antitrust Litigation* (MDL No. 1957, N.D. Ill.), alleging antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement vehicle filters on behalf of indirect purchasers from multiple states. Settlements with all defendants were reached and received final approval.
- We served as co-lead counsel and co-lead trial counsel in *In re Polyester Staple Antitrust Litigation* (MDL No. 1516, W.D.N.C.), a class action on behalf of business purchasers alleging price fixing of polyester staple fiber. The case was settled on the eve of trial, bringing the total recovery from all defendants to \$63 million—an amount exceeding single damages suffered by the class.
- We served as co-lead counsel and co-lead trial counsel in *In re High Pressure Laminates Antitrust Litigation* (MDL No. 1368, S.D.N.Y.), where we tried a price-fixing case to verdict on behalf of businesses that purchased high-pressure laminates. We ultimately recovered \$40.5 million in settlement payments from several of the defendant manufacturers.
- We were one of two lead counsel firms representing a class of business purchasers of food additives in *In re Monosodium Glutamate Antitrust*



Litigation (MDL No. 1328, D. Minn.). We negotiated settlements with the defendants totaling \$123.4 million—an amount exceeding the single damages suffered by the class.

- We were one of three co-lead counsel in *In re Universal Service Fund Telephone Billing Practices Litigation* (MDL No. 1468, D. Kan.), representing business and residential customers nationwide alleging a conspiracy to fix USF surcharges and breach of contract claims against long-distance telephone companies. The November 2008 trial resulted in a verdict for the class, and was affirmed on appeal.
- As co-lead counsel in *In re Bulk Graphite Antitrust Litigation* (Case No. 02-cv-06030, D.N.J.), we represented a nationwide class of business purchasers alleging price-fixing claims against manufacturers of bulk graphite. We reached a settlement exceeding the amount of single damages sustained by the class.
- We are a member of the Class Counsel Executive Committee leading the *In re Publication Paper Antitrust Litigation* (MDL No. 1631, D. Conn.), a nationwide antitrust action alleging an unlawful conspiracy by manufacturers to fix the price of publication paper.
- We have been appointed to the Plaintiffs' Steering Committee in *In re Pool Products Distribution Market Antitrust Litigation* (MDL No. 2328, E.D. La.),



asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market.

- We served as lead trial counsel for a class of travel agents in *In re Travel Agency Commission Antitrust Litigation* (MDL No. 1058, D. Minn.), which alleged that major domestic airlines conspired to fix agent commissions. The claims were settled on the eve of trial for a total of \$86 million.
- We were co-lead counsel for classes of consumers in actions asserting price-fixing claims brought in seventeen states against infant formula manufacturers. The cases were settled collectively for \$64 million in cash and infant formula products.

Among judges, clients and peers, Heins Mills enjoys a reputation for its aggressive and skillful advocacy in antitrust litigation of national and international import. For example, the judge presiding over the multidistrict litigation in *In re Monosodium Glutamate Antitrust Litigation*, the Hon. Paul A. Magnuson, said of our work as co-lead counsel: “I’ll make no bones about this, I think this is as fine a job of plaintiff lawyering as I’ve ever seen, . . . I particularly take my hat off to the plaintiffs’ counsel here.”

The Legal 500 US, which ranks “the best of the best” law firms in the country based on comments from clients and peers, again placed Heins Mills on its list of leading firms in antitrust class action litigation in 2013. As noted in the 2013 *Legal 500*



US rankings, Heins Mills “has ‘top-level skill across the board with a deep bench’ and is ‘comprised of excellent attorneys, many of whom are highly experienced and all of whom provide superlative customer service.’” The publication also acknowledged Vincent Esades, Renae Steiner and David Woodward individually as top litigators in the field.

Heins Mills is also one of six Minnesota firms to be “highly recommended” by *Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms & Attorneys*. The 2012 inaugural edition writes, “the litigators of Heins Mills & Olson are disruptive apostles for plaintiffs that have been wounded by corporate transgressors” and “have propelled this firm to top standing in the eyes of their peers.” The guide also recognizes Vincent Esades, Samuel Heins, Dylan McFarland, Renae Steiner and David Woodward as Minnesota “Litigation Stars” in the practice of Antitrust, Consumer Protection, Securities, and Commercial Litigation. These selections are the product of a six-month research project during which Benchmark conducted extensive interviews with litigators and clients.

Heins Mills & Olson is pleased to announce that it is the recipient of the 2013 Litigation Law Firm of the Year in Minnesota award from *Corporate INTL*. According to *Corporate INTL*, its awards “commemorate those who have been active over the past 12 months and who have shown excellence not only in expertise but in service and during a difficult global economic downturn.” To select award winners, *Corporate INTL* “undertake[s] detailed research in all categories through our editorial and research



teams.” Heins Mills was “chosen by an independent panel of senior lawyers and leaders from industry and private practice.” *Corporate INTL* has a global circulation comprising leaders in the legal and financial advisor communities, senior management of leading businesses, both public and private, the venture capital community, and members of various networks and alliances.

Commentators have also recognized Heins Mills for its groundbreaking advocacy in antitrust cases. An example is the landmark decision we obtained from the First Circuit, historically an arbitration-friendly court, invalidating class action bans in cable TV subscriber agreements. The ruling, handed down in *Kristian v. Comcast Corp.*, was described by Paul Bland, an attorney with Trial Lawyers for Public Justice in Washington with extensive expertise in challenging class waivers in consumer arbitration agreements, as the “most important decision on arbitration law” of 2006. (From “Decision Seen As Major Arbitration Policy Development,” *ADRWorld.com* (April 28, 2006)). As another commentator observed, “Consumer lawyers have lauded the court’s decision . . . as the first to recognize that the bans deprive plaintiffs of the ability to exercise their statutory rights under federal antitrust law.” (From “1st Circuit Rejects a Class Action Ban,” *The National Law Journal* (May 5, 2006)).



Securities Fraud

Heins Mills is a leading advocate for individual and institutional investors. As sole lead counsel, we achieved two of the largest recoveries in the history of securities fraud class action litigation:

- On behalf of AOL and Time Warner shareholders, we achieved a settlement of \$2.65 billion in *In re AOL Time Warner, Inc. Securities Litigation* (MDL No. 1500, S.D.N.Y.). Of that amount, \$2.4 billion was paid by media giant Time Warner and \$100 million was paid by its financial auditor, Ernst & Young. The Department of Justice also contributed \$150 million from a settlement it reached with Time Warner in a related enforcement action.
- In *In re Broadcom Corp. Securities Litigation* (Case No. 01-cv-275, C.D. Cal.), we recovered \$150 million for a class of investors in Broadcom, one of the leading providers of microprocessors enabling broadband communications.

The firm has also played leadership roles in a variety of other securities fraud class litigation. As lead counsel for class investors in *In re Mercury Finance Company Securities Litigation*, for example, we negotiated a settlement with Mercury's auditing firm for \$40.5 million, then one of the largest amounts ever recovered from an accounting firm for violations of the securities laws. In addition, we recovered more than \$15 million in total from Mercury's officers and directors, and from Mercury itself, even though the company was in bankruptcy.



We are currently serving as liaison counsel in *Freedman v. St. Jude Medical, Inc.* (Case No. 12-cv-3070, D. Minn.), a securities fraud class action alleging on behalf of purchasers of common stock of St. Jude Medical, Inc. that the company failed to disclose problems with leads it made for implantable cardiac defibrillators.

We are especially proud of the results our firm has obtained for institutional investors. We have successfully represented numerous state pension funds managing billions of dollars in assets. Among them are the Minnesota State Board of Investment, Utah State Retirement Board, Teachers' Retirement System of Alabama, Employees' Retirement System of Alabama, Judicial Retirement Fund of Alabama, Public Employees' Retirement Association of Colorado, as well as a number of Taft-Hartley health, welfare and pension funds.

Heins Mills has earned praise from the judiciary for its advocacy in securities fraud class litigation. The presiding judge in *AOL Time Warner*, the Hon. Shirley W. Kram, complimented our firm for its "exceptional lawyering in this case" and added that she "continues to be impressed with the quality of representation provided by [Heins Mills & Olson], its prosecution of the lawsuit, and its negotiation of the Settlement." She added, "Not only do the parties dispute the amount of damages sustained by the Class, they continue to dispute the very existence of damages. In light of this fundamental disagreement, the \$2.65 billion Settlement secured by Plaintiffs is all the more impressive."



The judge who approved the *Broadcom* settlement, the Hon. Dickran Tevzian, described it as “an exceptional result given the complexity of the case, and despite keenly contested and very complex facts. . . . Class Counsel’s ability to obtain a favorable settlement despite formidable opposition confirms their immense skill.”

Consumer Protection

Heins Mills has represented consumers injured by violations of a wide variety of deceptive trade practices and consumer protection laws. The firm has brought claims on behalf of all types of consumers, including purchasers of prescription drugs, long distance telephone service, air compressors, smoke detectors, lawn mower engines and hearing aids. Examples of our consumer law cases include:

- We were one of three co-lead counsel in *In re Universal Service Fund Telephone Billing Practices Litigation* (MDL No. 1468, D. Kan.), representing business and residential customers nationwide alleging a conspiracy to fix USF surcharges and breach of contract claims against long-distance telephone companies. The November 2008 trial resulted in a verdict for the class, which was affirmed on appeal.
- Beginning in 2004, Heins Mills represented classes of consumers nationwide in *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation* (MDL No. 1999, E.D. Wis.), alleging consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower



engines. Heins Mills' leadership resulted in nationwide settlements with all defendants.

- We served as co-lead counsel in *In re Aftermarket Filters Antitrust Litigation* (MDL No. 1957, N.D. Ill.), alleging antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement vehicle filters on behalf of consumer purchasers from multiple states. Settlements with all defendants were reached and received final approval.
- We serve as co-lead counsel in multi-state litigation against major telecommunications companies and utilities to vindicate the rights of landowners whose property was used for the installation of fiber optic cable without compensation. In that capacity we participated in fashioning an innovative global settlement that comprises separate agreements on a state-by-state basis.



Attorneys

Samuel D. Heins

**B.A., U. of Minnesota,
1968**

**J.D., U. of Minnesota,
1972**

**Admitted: Minnesota;
U.S. District Court,
District of Minnesota;
U.S. Court of Appeals,
Eighth Circuit**

Sam is of counsel to the firm. Sam has extensive experience in complex litigation, particularly in securities fraud and antitrust class actions, and has served as lead or co-lead counsel in a number of major class actions. He served as lead trial counsel in *In re Travel Agency Commission Antitrust Litigation* (D. Minn.) (antitrust claims on behalf of travel agents against major domestic airlines), and has been involved in numerous other cases, among them *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders); *In re Pharmaceutical Industry Average Wholesale Price Litigation* (E.D. Mass.) (price-fixing, RICO and other claims against pharmaceutical companies on behalf of consumers, self-insured employers, health and welfare plans, health insurers and other end payors); *In re Monosodium Glutamate Antitrust Litigation* (D. Minn.) (price-fixing claims on behalf of business purchasers of MSG against manufacturers); *In re High Pressure Laminates Antitrust Litigation* (S.D.N.Y.) (price-fixing claims by businesses against manufacturers of high pressure laminates); *In re Polyester Staple Antitrust Litigation* (W.D.N.C.) (price-fixing claims against polyester staple manufacturers on behalf of business purchasers); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.) (consumer fraud and antitrust claims against AT&T, MCI and Sprint for USF telephone charges); *In re Fiber Optic Cable Litigation* (N.D. Ill.) (claims on behalf of property owners alleging that telecoms installed facilities within rights of way without consent); *In re Broadcom Corp. Securities Litigation* (C.D. Cal.) (securities fraud claims on behalf of Broadcom shareholders); *In re Green Tree Financial Stock Litigation* (D. Minn.) (securities fraud claims against Green Tree); and *In re Vitamins Antitrust Litigation* (D.D.C.) (antitrust claims against domestic vitamin producers and distributors on behalf of foreign direct purchasers).

In addition, Sam represented several state public pension funds in private litigation to recover the funds' securities losses related to their purchases of McKesson HBOC common stock. These funds include the Utah State



Retirement Board, the Public Employees' Retirement Association of Colorado, and the Minnesota State Board of Investment. Other cases in which he has participated in the representation of plaintiff classes include: *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Stucco Litigation* (E.D.N.C.); *In re Olympic Financial Securities Litigation* (D. Minn.); *American Carriers Securities Litigation* (D. Kan.); *Archer Communications Securities Litigation* (C.D. Cal.); *In re Grand Casinos Securities Litigation* (D. Minn.); *Bulk Popcorn Antitrust Litigation* (D. Minn.); *Charterhouse Securities Litigation* (D. Minn.); *Comserv Securities Litigation* (D. Minn.); *Craig-Hallum Securities Litigation* (D. Minn.); *Daisy Systems Corp. Securities Litigation* (N.D. Cal.); *Damson Oil & Gas Limited Partnerships Securities Litigation* (S.D.N.Y.); *Diamonds Antitrust Litigation* (S.D.N.Y.); *EECO Securities Litigation* (C.D. Cal.); *Embassy Suites Securities Litigation* (C.D. Cal.); *Endotronics Securities Litigation* (D. Minn.); *Fidelity Medical Inc. Securities Litigation* (D.N.J.); *Harcourt Brace Jovanovich, Inc. Securities Litigation* (S.D.N.Y.); *In re HMOA Securities Litigation* (N.D. Ill.); *Jan Bell Securities Litigation* (S.D. Fla.); *K-tel Corp. Securities Litigation* (D. Minn.); *Kirschner Medical Corp. Securities Litigation* (D. Md.); *L.A. Gear Securities Litigation* (C.D. Cal.); *Miniscribe Securities Litigation* (D. Colo.); *In re Molybdenum Antitrust Litigation* (W.D. Pa.); *Mortgage & Realty Trust Securities Litigation* (E.D. Pa.); *Netteburg v. Cheyenne Land Co.* (D. Minn.); *Pinnacle West Securities Litigation* (D. Ariz.); *Residential Resources Securities Litigation* (D. Ariz.); *Saxon Industries Securities Litigation* (S.D.N.Y.); *Simmons Co. ERISA Litigation* (W.D. Wis.); *Tandon Corp. Securities Litigation* (C.D. Cal.); *Thousand Trails, Inc. Securities Litigation* (W.D. Wash.); and *Wirebound Boxes Antitrust Litigation* (D. Minn.).

Sam served as a law clerk to the Honorable Earl R. Larson, United States District Judge, District of Minnesota. He has been a visiting professor at the University of Minnesota's School of Architecture. He is a member of the Federal Advisory Committee to the Judicial Council of the Eighth Circuit, was a member of the Minneapolis Charter Commission, and has served as president of both the



Minnesota Advocates for Human Rights and the Minnesota Center for Victims of Torture. He also is a member of the Hennepin County, Minnesota State (Member, Board of Governors, 1978-1984) and American Bar Associations.

Stacey L. Mills

B.A., U. of Nebraska

J.D., California
Western School of
Law

Admitted: Minnesota;
U.S. District Court,
District of Minnesota;
Southern, Central and
Northern Districts of
California; District of
Arizona; U.S. Court of
Appeals, Seventh, Eighth
and Ninth Circuits

After recently ending her tenure as a member of the firm, Stacey is now of counsel to the firm. She has a wealth of experience litigating class and other complex litigation. She was one of the lead lawyers most actively involved on behalf of the plaintiff class in *In re Travel Agency Commission Antitrust Litigation* (D. Minn.) (antitrust claims on behalf of travel agents against major domestic airlines). Stacey has been involved in *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders); *In re High Pressure Laminates Antitrust Litigation* (S.D.N.Y.) (price-fixing claims by businesses against manufacturers of high pressure laminates); *In re Fiber Optic Cable Litigation* (N.D. Ill.) (claims on behalf of property owners alleging that telecoms installed facilities within rights of way without consent); and *In re Broadcom Corp. Securities Litigation* (C.D. Cal.) (securities fraud claims on behalf of Broadcom shareholders). Among other cases in which Stacey has been involved are *In re Green Tree Financial Stock Litigation* (D. Minn.); *In re Grand Casinos, Inc. Securities Litigation* (D. Minn.); *In re Buffets, Inc. Securities Litigation* (D. Minn.); *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Digi International, Inc. Securities Litigation* (D. Minn.); *In re Olympic Financial Securities Litigation* (D. Minn.); *In re Policy Management Systems Corp. Securities Litigation* (D.S.C.); *In re High-Fructose Corn Syrup Antitrust Litigation* (C.D. Ill.); *Jong Lee v. Summit Medical Systems, Inc.* (D. Minn.); *In re Tricord Systems, Inc. Securities Litigation* (D. Minn.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); *In re Scimed Life Securities Litig.* (D. Minn.); *A & J Deutscher Family Fund v. Bullard* (C.D. Cal.); *In re Unioil Securities Litigation* (C.D. Cal.); *In re Cousins Securities Litigation* (S.D. Cal.); *In re Daisy Systems* (N.D. Cal.); *In re HMOA Securities Litigation*



(N.D. Ill.); *In re Employee Benefit Plans Securities Litigation* (D. Minn.); *Guenther v. Cooper Life Sciences* (N.D. Cal.); *In re Tera Securities Litigation* (N.D. Cal.); *In re Technical Equities Securities Litigation* (N.D. Cal.); *Krasner v. Mitchell* (Cal. Super. Ct. Los Angeles); *Kurgen v. Boise* (C.D. Cal.); *Levy v. Eletr* (N.D. Cal.); *Mirochnick v. Glasky* (C.D. Cal.); *Shields v. Smith* (N.D. Cal.); *Steiner v. Whittaker Corp.* (Cal. Super. Ct. Los Angeles); *Thau v. Johnson* (S.D. Cal.); *The Clothestime Securities Litigation* (C.D. Cal.); *Weinberger v. Kwiker* (C.D. Cal.); and *Weinberger v. Liebel* (S.D. Cal.).

Stacey has also represented plaintiffs asserting derivative claims on behalf of corporations in complex civil actions, including *Goldman v. Belzberg* (Cal. Super. Ct. Los Angeles) (on behalf of FarWest Savings & Loan Assoc.); *Grobow v. Dingman* (S.D. Cal.) (on behalf of The Henley Group, Inc.); *In re Lockheed Corp. Securities Litigation* (C.D. Cal.); *Pacific Gas & Elec. Shareholder Derivative Litigation* (Cal. Super. Ct. San Francisco); and *Seaman v. Pratt* (Cal. Super. Ct. Orange Co.) (on behalf of Pfizer Inc.).

Vincent J. Esades

B.A. *cum laude*, U. of N. Dakota

J.D., U. of N. Dakota School of Law

Admitted: Minnesota and North Dakota; U.S. District Court, Districts of Minnesota, E.D. of Wisconsin, and E.D. of Michigan

Vince is an equity member of the firm. He has a national practice in the field of complex litigation, primarily in the areas of antitrust, consumer fraud and securities fraud. Mr. Esades has consistently been recognized as a top antitrust litigator in *The Legal 500 US*, which ranks Heins Mills & Olson as one of the top five antitrust class actions firms nationally. The 2012 inaugural edition of *Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Vincent Esades as one of the Minnesota "Litigation Stars" in the practice of antitrust, consumer and complex litigation.

He has worked on numerous major antitrust cases and was recently appointed as co-lead counsel in *In re Lipitor Antitrust Litigation* (MDL No. 2332, D.N.J.), which involves antitrust and consumer protection claims on behalf of proposed class of indirect purchasers of the prescription drug; *Fond Du Lac Bumper Exchange, Inc., et al. v. Jui Li Enterprise Company, Ltd., et al.*, (Case No. 09-



cv-0852, E.D. Wis.) which involves claims of nationwide price fixing of automotive sheet metal parts by after market sheet metal parts manufacturers; and *In re Puerto Rican Cabotage Antitrust Litigation* (MDL No. 1960, D.P.R) which involves price fixing by Jones Act shipping companies for ocean shipping services between the U.S. and Puerto Rico. Vince is also appointed by the court as a member of the Plaintiffs' Steering Committee in *In re Pool Products Distribution Market Antitrust Litigation* (MDL No. 2328, E.D. La.) (asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market). He has served as plaintiffs' lead or co-lead counsel on several other nationwide class actions, including *In re Publication Paper Antitrust Litigation* (MDL No. 1631, D. Conn.) (price-fixing claims against paper manufacturers); *Johnson v. ELCA Board of Pensions* (representing retired pastors and church employees with breach of contract and breach of fiduciary duty claims against the ELCA Board of Pensions); *In re Polyester Staple Antitrust Litigation* (MDL No. 1516, W.D.N.C.) (price fixing claims against polyester staple manufacturers on behalf of business purchasers where Vince also served as member of the trial team before the case settled on the eve of trial); *In Re Bulk Graphite Antitrust Litigation* (D.N.J.) (price fixing claims against manufacturers of bulk graphite on behalf of business purchasers).

In addition to serving as lead counsel, Vince tried a price-fixing case to verdict as a member of multi-firm trial team in the *In re High Pressure Laminates Antitrust Litigation* (MDL No. 1368, S.D.N.Y.) (price-fixing claims against manufacturers of high pressure laminates on behalf of business purchasers) and served as lead counsel in a case tried by Heins Mills and other co-lead counsel in November 2008, the *In re Universal Service Fund Telephone Billing Practices Litigation* (MDL No. 1468, D. Kan.) (consumer fraud and price-fixing claims against AT&T, MCI and Sprint for USF surcharges). As lead counsel, Vince represented classes of consumers and obtained nationwide settlements in *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation* (MDL No. 1999, E.D. Wisc.) (alleging RICO, consumer fraud, civil conspiracy and unjust enrichment claims against



manufacturers of lawn mowers and lawn mower engines).

Vince is also currently involved as a member of Plaintiffs' Executive Committees in numerous other nationwide class actions including *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.) (claims on behalf of local governments against brokers, banks and insurance companies alleging bid-rigging and other anti-competitive practices in the municipal derivatives industry); *In re Rail Freight Fuel Surcharge Antitrust Litigation* (D.D.C.) (claims alleging conspiracy among major domestic railroads to fix prices for rail freight surcharges); *In re Intel Corp. Microprocessor Antitrust Litigation* (D. Del) (claims alleging monopolistic practices by Intel in the x86 microprocessor market). Vince is also participating in *In re: LIBOR-Based Financial Instruments Antitrust Litigation* (S.D.N.Y.) (claims alleging that member banks of the British Bankers' Association conspired to manipulate the London InterBank Offered Rate) and *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y) (claims against major airlines alleging price-fixing of fuel surcharges for freight transportation).

Vince has actively participated in numerous other complex class actions as well, including *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against producers of Thin Film Transistor Liquid Crystal Displays); *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.) (price-fixing claims against manufacturers of hydrogen peroxide); *In re Vitamins Antitrust Litigation* (D.D.C.) (Discovery Co-Chair); *Howe v. Microsoft Corp.* (N.D.) (Lead Counsel); *Gordon v. Microsoft Corp.* (Minn., 4th Jud. Dist.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); and *In re Motorsports Merchandise Antitrust Litigation* (N.D. Ga.).

Vince has presented at the ABA Annual Convention and the ABA Annual National Institute on Class Actions as a moderator and panelist regarding major antitrust issues, including the Class Action Fairness Act, multi-state settlement issues and class arbitration.

- Institute Planning Committee and Moderator, ABA's



- 17th Annual National Institute on Class Actions, “Arbigeddon!” Has the Revolution to End Class Actions Spawned Weapons of Mass Arbitration? Boston, MA, October 23-24, 2013, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
- Institute Planning Committee and Moderator, ABA’s 16th Annual National Institute on Class Actions, “Sifting Through All the Big Shoulders.” Litigating Class Actions Alongside Opt-Outs – Free-Riding or Riding Shotgun,” Chicago, IL, October 24-25, 2012, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
 - Institute Planning Committee and Moderator, ABA’s 15th Annual National Institute on Class Actions, “Melee in Manhattan! Class-Action Objectors — Are They Protectors of Absent Class Members or Merely Gadflies?” New York City, NY, October 14, 2011, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
 - Institute Planning Committee and Moderator, ABA’s 14th Annual National Institute on Class Actions, “Perspectives on Multidistrict Litigation from the MDL Panel and Beyond,” Chicago, IL, October 14, 2010, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
 - Panelist and Moderator, ABA’s 13th Annual National Institute on Class Actions, “A Funny Thing Happened on the Way to the Courthouse . . . I Had to Litigate an Arbitration Clause! Crafting, Opposing, and Arguing Arbitration Clauses and Class-Action Waivers in Three Scenes,” Washington DC, November 20, 2009, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
 - Panelist, American Antitrust Institute’s Annual Invitational Symposium on The Future of Private Antitrust Enforcement, “Action on the Class Action Front: A Potpourri,” Washington, DC, December 11, 2008.
 - Panelist, ABA’s 12th Annual National Institute on Class Actions, “I Could Have Sworn It was CAFA, *not Kafka!*’ The Metamorphosis of Pleading,



Defending, and Settling Multi-State Class Actions—A Surreal-Life, Three-Act Play,” New York, NY, November 7, 2008, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee

- Lecturer, “Class Actions: Growing Your Business by Understanding the Basics and Recognizing Opportunities,” Cleveland, OH, October 31, 2008, sponsored by the Cleveland Bar Association
- Panelist, ABA’s 11th Annual National Institute on Class Actions, “The Nationwide Class: White Elephant, Endangered Species, or Alive and Well?” Chicago, IL, October 19, 2007, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
- Panelist, ABA’s 2007 Annual Meeting, “Is this CAFA or Kafka?” Multi-State Class Actions in a Time of Metamorphosis—A Surreal-Life, Three-Act Play,” San Francisco, CA, August 9-12, 2007, sponsored by the ABA

Renae D. Steiner

B.A. U. of Minnesota-Morris

**J.D. with distinction,
U. of Nebraska College
of Law**

**Admitted: Minnesota;
U.S. District Court,
Districts of Minnesota,
Nebraska, Colorado,
and E.D. of Wisconsin;
U.S. Court of Appeals,
Seventh and Eighth
Circuits**

Renae is an equity member of the firm. Renae has consistently been selected by her peers for inclusion as a “Super Lawyer” in *Minnesota Law & Politics* in the areas of antitrust litigation and class actions. Renae has also been recognized as a top antitrust litigator in *The Legal 500 US* (2011). Similarly, *Benchmark Plaintiff: The Definitive Guide to America’s Leading Plaintiff Firms & Attorneys* includes Renae in its listing of *Litigation Stars*. She is a member of the Federal, Minnesota, and Hennepin County Bar associations. Renae has a national practice in the field of complex litigation, primarily in the areas of antitrust actions (both direct purchaser and indirect purchaser cases), as well as in consumer fraud and securities actions. Over the course of her career, Renae has worked on novel issues of antitrust law, including some of the first post-*Illinois Brick* state law class actions, in establishing antitrust standing under Florida’s consumer protection statutes, in establishing the co-conspirator theory of state court jurisdiction in Florida, and on issues related to CAFA



(Class Action Fairness Act) and standing arguments for indirect purchasers of price-fixed goods. She has worked cooperatively with many state Attorneys General in their related litigation against antitrust defendants.

Likewise, in the *Grand Casinos* securities litigation, Renae was part of the lead counsel team at Heins Mills & Olson that was the first to address the new pleading standards for motions for summary judgment under the newly-enacted PSLRA's scienter requirements.

Renae has actively participated in the representation of plaintiffs and plaintiff classes in the following cases: *In re NCAA Name and Likeness Antitrust Litigation* (N.D. Cal.); *In re Aftermarket Filters Antitrust Litigation* (N.D. Ill.) (antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement vehicle filters on behalf of indirect purchasers); *In re Prograf Antitrust Litigation* (D. Mass.); *In re Lipitor Antitrust Litigation* (D.N.J.); *In re DRAM Antitrust Litigation* (multiple federal and state court actions); *In re St. Paul Travelers Securities Litigation* (D. Minn.) (securities fraud); *In re: Ready-Mixed Concrete Antitrust Litigation* (S.D. Ind.) (Indiana price-fixing case involving concrete); *In re Vitamin C Antitrust Litigation* (E.D.N.Y.) (price-fixing of Vitamin C); *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against producers of LCD panels); *In re Flash Memory Products Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of flash memory); *In re SRAM Memory Products Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of SRAM memory, a type of computer memory); *In re Graphics Cards Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of graphics cards); *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of CRT televisions); *In re New Motor Vehicle Canadian Export Antitrust Litigation* (D. Me.) (antitrust claims against vehicle manufacturers on behalf of consumers); *In re Universal Service Fund (USF) Telephone Billing Practices Litigation* (D. Kan.) (alleged consumer fraud in the assessment of USF fees); *Fiber Optic Cable Litigation* (multiple state and federal court actions related



to the installation of fiber optic cable); *In re MSG Antitrust Litigation* (D. Minn.) (price-fixing claims relating to the food additive MSG); *Infant Formula Antitrust Litigation* (price-fixing claims as to infant formula; multiple state court actions; Wisconsin trial team); *In re Thermal Facsimile Paper Antitrust Litigation* (multiple state court actions); *In re Digi International, Inc. Securities Litigation* (D. Minn.) (securities fraud); *In re Grand Casinos, Inc. Securities Litigation* (D. Minn.) (securities fraud); *In re Molybdenum Antitrust Litigation* (W.D. Pa.) (alleged price fixing of the element molybdenum); *In re Commercial Explosives Antitrust Litigation* (D. Utah) (price-fixing of mining explosives); *Carey v. Select Comfort Corp.* (4th Jud. Dist., Minnesota) (consumer fraud in the sale of Select Comfort beds); *Schaffer v. Hewlett-Packard Co.* (E.D. Mich.) (consumer fraud in the sale of HP computers); *Ellerbake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (consumer fraud in the sale of air compressors); *Wiginton v. CB Richard Ellis* (N.D. Ill.) (gender discrimination); *Johnson v. Best Buy* (Hennepin Co. Ct.) (consumer fraud in the sale of extended warranties); and *Glenz v. Sharp Electronics Corp.* (D.N.J.) (consumer fraud and breach of warranty in the sale of DLP Projector lamps).

Renaë also has been involved in other, non-class complex cases involving unfair competition claims, including: *Medical Graphics v. SensorMedics Corp.* (D. Minn.); and *Birchwood Laboratories v. Citmed Corp.* (D. Minn.).

Dylan J. McFarland

B.A. summa cum laude,
U. of Minnesota

J.D. cum laude,
Harvard Law School

Admitted: Hawaii and
Minnesota; U.S. District
Court, District of
Minnesota; U.S. Court of
Appeals, Second and
Eighth Circuits

Dylan is an officer of the firm. Named a “Super Lawyer” and “Rising Star” by *Minnesota Law & Politics*, he practiced in the area of complex commercial litigation as an associate with Gray Plant Mooty before attending the University of Minnesota Medical School. As a partner of Burstein Hertogs Olson & McFarland, P.A., he continued to represent corporations and municipalities in complex litigation, including shareholder derivative actions. In a case of first impression, he represented the defendant in *Skoglund v. Brady* (Minn.), which defined the scope of derivative claims and the authority of special litigation



counsel under Minnesota law. Since joining the firm, Dylan has worked on several securities fraud class actions, including *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders); *In re Broadcom Corp. Securities Litigation* (C.D. Cal.) (\$150 million recovery for shareholders of semiconductor manufacturer).

Dylan's work has involved a number of antitrust class actions, including *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against producers of liquid crystal displays); *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.) (claims on behalf of local governments against brokers, banks and insurance companies alleging bid-rigging and other anticompetitive practices in the municipal derivatives industry); *In re: LIBOR-Based Financial Instruments Antitrust Litigation* (S.D.N.Y.) (claims alleging that member banks of the British Bankers' Association conspired to manipulate the London InterBank Offered Rate); *In re Plasma Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.) (supply and price-fixing claims against manufacturers of plasma-derivative protein therapies); *In re American Express Anti-Steering Rules Antitrust Litigation* (E.D.N.Y.) (challenging rules preventing merchants from providing consumers with incentives to use forms of payment that are less expensive than American Express branded payment cards); *In re Puerto Rican Cabotage Antitrust Litigation* (D.P.R.) (antitrust claims against the largest providers of domestic ocean shipping between the mainland U.S. and Puerto Rico); *Glaberson v. Comcast Corp.* (E.D. Pa.) (antitrust claims against cable services provider on behalf of subscribers); and *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation* (MDL No. 1999, E.D. Wis.) (alleging consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower engines).

While attending Harvard Law School, Dylan was an editor of the *Harvard Civil Rights-Civil Liberties Law Review*. He was an Adjunct Professor of Law at William Mitchell College of Law from 1998-2002, where he taught Legal Writing, Trial Skills, and Appellate Advocacy, and he has



spoken at legal education programs on a number of litigation topics.

Dylan is named as a “Litigation Star” in *Benchmark Plaintiff: The Definitive Guide to America’s Leading Plaintiff Firms & Attorneys*.

David R. Woodward

B.A. with highest honors, St. Cloud State University

J.D., UCLA School of Law

Masters of Law, National Law Center

Admitted: Minnesota, Pennsylvania and California; U.S. District Court, Districts of Minnesota, M.D. of Pennsylvania; U.S. Court of Appeals, Third, Fifth, Eighth and Ninth Circuits; U.S. Supreme Court

David is an officer of the firm. From 1987-2003, he served as an Assistant Attorney General in the Civil Enforcement Unit of the Minnesota Attorney General’s Office. David has extensive experience representing the State of Minnesota in lawsuits enforcing statutory prohibitions against false advertising, deceptive trade practices and consumer fraud. His consumer protection litigation areas of emphasis included health frauds, mortgage related enforcement matters and deceptive practices particularly impacting vulnerable consumers. On behalf of the Minnesota Attorney General’s Office, David helped to create a multi-state health fraud litigation group, which he co-chaired from 1994-1996. He served as lead counsel on behalf of the State of Minnesota in numerous multi-state enforcement efforts involving the application of state consumer protection statutes to nationwide drug advertising and promotional practices within the pharmaceutical industry, as well as a multi-state settlement with a large food company involving application of federal and state food laws and state consumer laws to the advertising and sale of a combination food/toy product marketed to young children. David has extensive consumer protection litigation experience. He represented the State of Minnesota in both state and federal courts. He represented the State of Minnesota in *State v. American Family Mutual Insurance Co.*, 609 N.W.2d 1 (Minn. Ct. App. 2000), a consumer and insurance law enforcement matter benefiting homeowners statewide in a case confirming the Attorney General’s authority to sue insurers to enforce Minnesota consumer and insurance laws. David represented the State in numerous false advertising, deceptive trade practices and consumer fraud cases, including litigation challenging advance fee loan schemes; college financial aid services companies; credit repair frauds; usurious credit card charges; home mortgage



escrow overcharges; false advertising for bogus yellow page directories; the sale of bogus cancer treatment devices; the marketing to young consumers of an unapproved, dangerous drug misrepresented as a safe and natural product; misrepresentations in the sale of hearing aids; travel promotion schemes; deceptive practices affecting small businesses; and deceptive sweepstakes practices by major national sweepstakes companies.

From 1976-1979 and 1980-1987, David served as a staff attorney for a non-profit legal services corporation providing legal representation in civil matters, including litigation, to low-income persons in south central Pennsylvania. He was counsel before the Pennsylvania Supreme Court in *Pugh v. Holmes*, 405 A.2d 897 (Pa. 1979), a seminal case which established on a statewide basis the implied warranty of habitability in residential lease transactions.

David works on antitrust, consumer fraud and securities fraud class litigation in which the Heins Mills & Olson firm serves as plaintiffs' counsel including, for example, *Glaberson v. Comcast Corp.*, *Kristian v. Comcast Corp.*, and *Rogers v. Comcast Corp.* (E.D. Pa.) (antitrust claims on behalf of cable subscribers); *In re Lipitor Antitrust Litigation*, MDL No. 2332 (D.N.J.) (state antitrust and consumer protection claims on behalf of proposed class of indirect purchasers represented by Heins Mills & Olson as co-lead counsel); *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.) (antitrust claims alleging bid rigging and other anticompetitive conduct in the municipal derivatives industry); *In re McKesson HBOC Securities Litigation* (N.D. Cal.) (securities fraud claims); *In re New Motor Vehicles Canadian Export Antitrust Litigation* (D. Maine) (antitrust action on behalf of consumers against automobile manufacturers); *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation* (MDL No. 1999, E.D. Wis.) (alleging consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower engines); and *Nogosek v. Carrier Corp.* (D. Minn.) (consumer fraud and breach of warranty action against furnace manufacturer).



David has provided pro bono representation to persons seeking asylum. In 2000 and again in 2013, he received the Pro Bono Volunteer Annual Attorney Award from Minnesota Advocates for Human Rights.

After graduating with highest honors from St. Cloud State University (B.A.), he obtained his J.D. from the School of Law of the University of California in Los Angeles, where he was admitted to the Order of the Coif and was a member of the UCLA Law Review. He was also awarded a Masters of Law with highest honors from the National Law Center, Washington, D.C.

David presented as a panelist at the PLI's "Class Action Litigation 2013" conference in New York on July 10, 2013.

Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms & Attorneys includes David in its listing of *Litigation Stars*.

Jessica N. Servais

**B.A. *magna cum laude*,
Macalester College**

**J.D., U. of Minnesota
Law School**

**Admitted: Minnesota,
Wisconsin; U.S.
District Court, Districts
of Minnesota and E.D.
Wisconsin**

Jessica is an officer of the firm. She currently is or has recently been working on complex litigation, including *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui Li Enterprise Company, Ltd., et. al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts); *In re Plasma Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.) (supply and price-fixing claims against manufacturers of plasma-derivative protein therapies); *In re Transpacific Passenger Air Transportation Antitrust Litigation* (N.D. Cal.) (antitrust claims against airlines for price-fixing passenger fares and/or fuel surcharges on transpacific air passenger transportation); *Glaberson v. Comcast Corp.* (E.D. Pa.), *Kristian v. Comcast Corp.* (E.D. Pa.) and *Rogers v. Comcast Corp.* (E.D. Pa.) (antitrust claims against cable services provider on behalf of subscribers); *In re Ready-Mixed Antitrust Litigation* (S.D. Ind.) (price-fixing claims against ready-mixed concrete suppliers on behalf of purchasers); *In re Korean Air Lines Co., Ltd., Antitrust*



Litigation (claims against Korea's major airlines alleging price-fixing of fuel surcharges); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.) (consumer fraud and antitrust claims against AT&T, MCI and Sprint for USF telephone charges); and *In re Relafen Antitrust Litigation* (N.D. Cal.) (antitrust claims on behalf of consumers against manufacturers of brand name nabumetone tablets).

In addition, Jessica is one of the lawyers who represented Colorado, Minnesota and Utah state employee pension funds in private litigation regarding losses suffered in connection with their purchases of McKesson HBOC securities in *In re McKesson HBOC Securities Litigation* (N.D. Cal.).

At the University of Minnesota Law School, Jessica was the Executive Editor of the *Minnesota Intellectual Property Review*. Jessica served as a federal judicial law clerk to the Honorable Michael J. Davis, United States District Court, District of Minnesota.

James W. Anderson

**B.A., *magna cum laude*,
St. Olaf College**

**J.D. *cum laude*, William
Mitchell College of
Law**

**Admitted: Minnesota;
U.S. District Court,
District of Minnesota;
U.S. Court of Appeals,
Eighth Circuit**

James is an associate of the firm. He is currently working on, or has worked on, a variety of complex civil matters, including *In re Pool Products Distribution Market Antitrust Litigation* (E.D. La.) (asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market); *Kleen Products LLC v. Packaging Corporation of America, et al.* (N.D. Ill.) (antitrust claims against manufacturers of containerboard products); *In re American Express Anti-Steering Rules Antitrust Litigation* (E.D.N.Y.) (challenging rules preventing merchants from providing consumers with incentives to use forms of payment that are less expensive than American Express branded payment cards); *In re Aftermarket Filters Antitrust Litigation* (N.D. Ill.) (antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement vehicle filters on behalf of indirect purchasers); *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.)



(claims against major airlines alleging price-fixing of fuel surcharges for freight transportation); *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of CRT televisions); *In re DRAM Antitrust Litigation* (multiple federal and state court actions involving price-fixing claims against the producers of DRAM computer memory); *In re SRAM Memory Products Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of SRAM computer memory); and *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders). James has also been involved in other, non-class litigation including *Spine Solutions, Inc. v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.).

James graduated *cum laude* from William Mitchell College of Law where he was awarded a *21st Century Scholarship*, received a CALI Award for his performance in *Legislative Advocacy*, and a Minnesota State Bar Association outstanding achievement award in *Employment Discrimination*.

Teresa M. Jones

B.A., University of Minnesota

J.D. *magna cum laude*, William Mitchell College of Law

Admitted: Minnesota; U.S. District Court, District of Minnesota; U.S. Court of Appeals, Eighth Circuit

Teresa is an associate of the firm and works on a wide range of complex litigation matters, with a focus on antitrust litigation, securities litigation, class actions, and consumer fraud matters. Prior to joining the firm, Teresa was part of the trial team in a large antitrust class action lawsuit against a major software company which settled in 2007 after several months of trial for \$180 million.

Teresa has significant experience in document-intensive discovery, through which she has developed practices to identify, highlight and manage key case documents.

She is currently working on *In re Lipitor Antitrust Litigation* (D.N.J.) (state antitrust and consumer protection claims on behalf of proposed class of indirect purchasers represented by Heins Mills & Olson as co-lead counsel); *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui*



Li Enterprise Company, Ltd., et. al. (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts); and *In re Plasma Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.) (supply and price-fixing claims against manufacturers of plasma-derivative protein therapies). She has also worked on *Glaberson v. Comcast Corp.* (E.D. Pa.) (antitrust claims against cable services provider on behalf of subscribers); and *In re AOL Time Warner Securities Litigation* (S.D.N.Y) (securities fraud claims on behalf of AOL and Time Warner shareholders).

Teresa graduated *magna cum laude* from William Mitchell College of Law and is admitted to practice in the state courts of Minnesota, the U.S. District Court for the District of Minnesota, and the United States Court of Appeals for the Eighth Circuit. Teresa is an active member of the Minnesota State Bar Association, Hennepin County Bar Association and American Bar Association and has held leadership positions in each.

Maureen E. Sandey

B.A., Macalester College

**J.D., William Mitchell
College of Law**

Admitted: Minnesota

Maureen is an associate of the firm. She is currently working on a variety of complex civil cases, including *In re Processed Egg Products Antitrust Litigation* (E.D. Pa.) (price-fixing claims by direct purchasers against shell egg and processed egg producers); *Kleen Products LLC v. Packaging Corporation of America, et al.* (N.D. Ill.) (antitrust claims against manufacturers of containerboard products) and *In re NCAA Name and Likeness Antitrust Litigation* (N.D. Cal.). Maureen also worked on *Pastor Benjamin A. Johnson, et al. v. The Evangelical Lutheran Church of America, et al.* (D. Minn.) (breach of contract and breach of fiduciary duty claims against the ELCA and the ELCA Board of Pensions on behalf of retired pastors and church employees).

In her previous professional experience, Maureen worked as a discovery attorney at a law firm in Minneapolis. She has worked on *Auxilium Pharmaceuticals, Inc. and FCB 1, L.L.C. v. Upsher-Smith Laboratories, Inc.* (D.N.J.); *Federal*



Home Loan Bank of Pittsburgh v. J.P. Morgan Securities, L.L.C., et al. (Allegheny County Court of Common Pleas); *Devi Khoday and Danise Townsend, individually and on behalf of the class they represent v. Symantec Corp. and Digital River, Inc.* (D. Minn.); *Blue Cross and Blue Shield of Minnesota, as Administrator of the Blue Cross and Blue Shield of Minnesota Pension Equity Plan, et al. v. Wells Fargo Bank, N.A.* (D. Minn.); and *ObjectVideo, Inc. v. Robert Bosch, GMBH, et al.* (E.D. Va.).

Previously, she served as a law clerk for the Ramsey County Attorney's Office and as a judicial extern to the Honorable Tanya Bransford, United States District Court, District of Minnesota.

At William Mitchell College of Law, Maureen was the Co-Editor-in-Chief of *Cybaris®: Intellectual Property Law Review* and participated in the Intellectual Property Law Clinic. In her free time, Maureen serves on the board for Global Deaf Connection and volunteers at Feed My Starving Children.

Cole S. Woodward

B.A., St. John's University

J.D., William Mitchell
College of Law

Admitted: Minnesota

Cole is an associate of the firm. He is currently assisting with work on complex litigation, including *Fond Du Lac Bumper Exchange, Inc., et al. v. Jui Li Enterprise Company, Ltd., et al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts), and *In re NCAA Name and Likeness Antitrust Litigation* (N.D. Cal.).

While attending William Mitchell College of law, Cole was a law clerk at Mid-Minnesota Legal Aid's Minneapolis office and worked in immigration law. He was a Minnesota Justice Foundation summer law clerk at Legal Aid Service of NorthEastern Minnesota. There, he worked in landlord-tenant and housing law.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name: Heins Mills & Olson, P.L.C.****Reporting Period: Case Inception through December 31, 2013**

EXPENSE	AMOUNT
Litigation Fund	\$10,000.00
Travel/Hotel/Meals	
Copying/Printing Fees	\$812.50
Research	\$319.31
Telephone/Teleconference/Fax	\$2.32
FedEx/Messengers/Postage	\$1.49
Court Fees	\$40.00
Other (Lucidata Inc. Discovery Hosting Expense)	\$426.75
TOTAL	\$11,602.37

EXHIBIT 11

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF JOSEPH R. SAVERI IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Joseph R. Saveri, declare as follows:

1. I am the founder of the Joseph Saveri Law Firm, Inc. I submit this Declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. The Joseph Saveri Law Firm, Inc. has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities: a) develop strategy for summary judgment and class certification; b) analyze depositions; c) analyze and organize the factual

record for purposes of class certification; d) conduct factual investigation; e) prepare for depositions; f) review expert opinions; g) third party discovery; and h) settlement issues.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 is the Firm Resume. Additional information is also available on the firm website at www.saverilawfirm.com

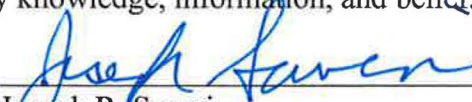
6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 65.9 hours. The total lodestar, at current billing rates, for my firm for this period is \$35,295.00. The total unreimbursed expenses incurred by my firm on this

litigation during this period is \$308.59. All of this work was performed and expenses incurred subsequent to June 1, 2012.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 17, 2014



Joseph R. Saveri

EXHIBIT 1

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
TIME REPORT

Firm Name:
Reporting Period:

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Joseph Saveri	P	9.10	945.00	\$8,599.50
Kevin Rayhill	A	56.80	470.00	\$26,696.00
TOTALS				\$35,295.00

P = Partner
 C = Counsel
 A = Associate
 PL = Paralegal

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

JOSEPH SAVERI LAW FIRM, INC.

505 Montgomery Street
San Francisco, CA 94111
Telephone (415) 500-6800
Facsimile (415) 395-9940
www.saverilawfirm.com

The Joseph Saveri Law Firm, Inc. specializes in antitrust law and complex civil and class action litigation in federal and state courts throughout the United States and in cases across the globe. The firm was founded in 2012 by Joseph R. Saveri. Since that time, the firm has quickly developed a track record of success in prosecuting cases on behalf of its clients and performing the highest quality legal work. The firm has been ranked as a 2014 Best Lawyers and US News Best Law Firm in the area of antitrust litigation.

With more than 25 years' civil litigation experience, Joseph R. Saveri has handled cases involving numerous industries including banking and financial services, insurance, energy, pharmaceuticals, agricultural products, computer hardware, computer software, manufacturing inputs, travel and transportation, paper products, cosmetics, and consumer electronics. Mr. Saveri has established himself as one of the country's top litigators in the antitrust field.

Over the past 25 years, Mr. Saveri has investigated and filed numerous antitrust class actions and other complex cases. He has served both as a court-appointed leader of such efforts, and as a valued member of the teams operating under the leadership of others. As co-lead counsel in many of these cases, he has taken a personal leadership role in organizing litigation, setting strategy, establishing and directing teams of lawyers, and assigning specific tasks to teams of attorneys in a way that ensures the efficient use of resources and maximizes the talents of the litigation team. Throughout these cases, Mr. Saveri has displayed the energy, vision and commitment that leadership requires, combined with the ability to listen, share and work cooperatively so that the litigation team operates equitably, efficiently, and without friction. Mr. Saveri has performed virtually every aspect of class action litigation, including, among other things, factual and economic analysis of market conditions and pricing practices, drafting of pleadings, addressing issues raised to the sufficiency of the pleadings under *Bell Atlantic Co. v. Twombly*, 550 U.S. 544 (2007), organizing electronic discovery, creating a discovery plan, administering and directing on-line review of documents which requires coordination of dozens of lawyers fluent in English and foreign languages, propounding written discovery,

taking and defending percipient and expert witness depositions, organizing the factual record, briefing and arguing summary judgment, trial and appellate work.

Mr. Saveri serves or has served as lead counsel in many class actions and other complex cases, including the *TFT (Flat Panel)* litigation and numerous other cases. A list of cases in which Mr. Saveri has served as lead counsel or as co-counsel includes:

1. *In Re: Titanium Dioxide Antitrust Litigation*, 10-cv-00318-RDB (D. Md.). Mr. Saveri served as counsel to a class of direct purchasers of titanium dioxide. This case produced a settlement of \$165 million on the day before the trial was to commence.
2. *Meijer v. Abbot Laboratories*, Nos. 4:07-cv-5470; 4:07-cv-5702; 4:07-cv-5985 (N.D. Cal.). Joseph Saveri served as Liaison Counsel on behalf of the class of direct purchaser plaintiffs in the Norvir Antitrust Litigation. The case involved claims under Section One and Section Two of the Sherman Act in connection with the sale, marketing and pricing of the bundled drugs Norvir and Kaletra by Abbott Laboratories. Mr. Saveri participated in all phases of the litigation, including trial. Among other things, Mr. Saveri's work during jury selection of the case resulted in the landmark decision by the Ninth Circuit in *SmithKline Beecham Corp. v. Abbott Laboratories*, ___ F. 3d ___, No. 11-17357 (9th Cir. Jan. 21, 2014) confirming that equal protection prohibits discrimination based on sexual orientation in jury selection and that the Supreme Court's decision in *Batson v. Kentucky*, 476 U.S. 79 (1986), applies in civil cases. Following jury selection, the direct purchasers settled their claims in full for \$52 million.
3. *In re High-Tech Employees Antitrust Litigation*, No. 11-cv-2509 (N.D. Cal.). Mr. Saveri serves as Co-Lead Class Counsel for a class of over 60,000 employees of leading technology companies against their employers for their alleged agreements to restrict recruiting in an effort to suppress wages. Settlements with three defendants totaling \$20 million are pending approval by the Court. Trial against the four remaining defendants is set to begin May 27, 2014.
4. *Maxon Auto Enterprises, Inc. v. Carfax*, No. 13-cv-2680 (AJN) (S.D.N.Y.). The Joseph Saveri Law Firm serves as Counsel for over 400 auto dealerships in an antitrust case against Carfax for their alleged use of unlawful exclusive dealing contracts. Plaintiffs allege that Carfax has entered exclusive dealing arrangements with various auto manufacturers

and leading websites that provide classified listings for used car sales, which has restricted competition in the market for vehicle history reports and led to higher prices and a lower quality product.

5. *In re Cipro Cases I and II*, JCCP Nos. 4154, 4220 (San Diego County Sup. Ct.). Mr. Saveri serves as Co-Lead Counsel for consumers who purchased Cipro, a blockbuster antibiotic drug. Plaintiffs allege that Bayer Corporation, Barr Laboratories, two other generic drug companies, and other defendants entered into an unlawful agreement to keep a generic version of the drug off the market that allowed Bayer to sell Cipro at inflated prices. In November 2013, the California Superior Court for the County of San Diego approved a \$74 million class action settlement between Bayer and the Class. The case continues against the Generic drug companies and is currently on appeal to the California Supreme Court.
6. *Fond du Lac Bumper Exchange Inc v. Jui Li Enterprise Company Ltd et al*, No. 2:09-cv-00852-LA (E.D. Wisc.). The Joseph Saveri Law Firm serves as counsel for a class of auto parts distributors who allege that Taiwanese manufacturers of aftermarket sheet metal auto parts colluded to artificially raise prices and eliminate competition.
7. *In re Aluminum Warehousing Antitrust Litigation*, No. 13-md-02481-KBF (S.D.N.Y.). The Joseph Saveri Law Firm represents a class of direct purchasers of aluminum which was stored in warehouses owned and operated by Defendants JPMorgan Chase, Goldman Sachs, Glencore Xstrata and their respective subsidiaries. Plaintiffs allege that Defendants conspired to manipulate the amount of time aluminum was stored in LME-approved warehouses, which cost consumers billions of dollars in added premiums.
8. *Microsoft Private Antitrust Litigation*. Representing businesses and consumers, Mr. Saveri prosecuted multiple private antitrust cases against Microsoft Corporation in state courts across the country, including Florida, New York, North Carolina, and Tennessee. Plaintiffs alleged that Microsoft engaged in anticompetitive conduct and/or violated state deceptive and unfair business practices statutes to harm competition and monopolize the markets for Intel-compatible, personal computer operating system software, as well as word processing and spreadsheet software. In August 2006, the New York Supreme Court granted final

approval to a settlement that makes available up to \$350 million in benefits for New York businesses and consumers. In August 2004, the Court in the North Carolina action granted final approval to a settlement valued at over \$89 million. In June 2004, the Court in the Tennessee action granted final approval to a \$64 million settlement. In November 2003, in the Florida Microsoft litigation, the Court granted final approval to a \$202 million settlement, one of the largest antitrust settlements in Florida history. Mr. Saveri served as Co-Lead Counsel in the New York, North Carolina and Tennessee cases, and held leadership roles in the Florida case.

9. *In re Buspirone Antitrust Litigation*, MDL No. 1413 (S.D.N.Y.). In November 2003, Mr. Saveri obtained a \$90 million cash settlement for individual consumers, consumer organizations, and third party payors that purchased BuSpar, a drug prescribed to alleviate symptoms of anxiety. Plaintiffs alleged that Bristol-Myers Squibb Co. (BMS), Danbury Pharmacal, Inc., Watson Pharmaceuticals, Inc. and Watson Pharma, Inc. entered into an unlawful agreement in restraint of trade under which BMS paid a potential generic manufacturer of BuSpar to drop its challenge to BMS' patent and refrain from entering the market. Mr. Saveri served as Plaintiffs' Co-Lead Counsel.
10. *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.). In May 2005, the Court granted final approval to a settlement of a class action lawsuit by patients, insurance companies and health and welfare benefit plans that paid for Lupron, a prescription drug used to treat prostate cancer, endometriosis and precocious puberty. The settlement requires the defendants, Abbott Laboratories, Takeda Pharmaceutical Company Limited, and TAP Pharmaceuticals, to pay \$150 million, inclusive of costs and fees, to persons or entities who paid for Lupron from January 1, 1985 through March 31, 2005. Plaintiffs charged that the defendants conspired to overstate the drug's average wholesale price ("AWP"), which resulted in plaintiffs paying more for Lupron than they should have paid. Mr. Saveri served as Co-Lead Plaintiffs' Counsel.
11. *California Vitamin Cases*, J.C.C.P. No. 4076 (San Francisco Superior Ct.). Mr. Saveri served as Co-Liaison Counsel and Co-Chairman of the Plaintiffs' Executive Committee on behalf of a class of California indirect

vitamin purchasers in every level of the chain of distribution. In January 2002, the Court granted final approval of a \$96 million settlement with certain vitamin manufacturers in a class action alleging that these and other manufacturers engaged in price fixing of particular vitamins. In December 2006, the Court granted final approval to over \$8.8 million in additional settlements.

12. *Pharmaceutical Cases I, II, and III*, J.C.C.P. Nos. 2969,2971, and 2972 (San Francisco County Sup. Ct.). Mr. Saveri served as Co-Lead and Co-Liaison Counsel representing a certified class of indirect purchasers (consumers) on claims against the major pharmaceutical manufacturers for violations of the Cartwright Act and the Unfair Competition Act. The class alleged that defendants unlawfully fixed discriminatory prices on prescription drugs to retail pharmacists in comparison with the prices charged to certain favored purchasers, including HMOs and mail order houses. In April 1999, the Court approved a settlement providing \$148 million in free, brand-name prescription drugs to health agencies that serve California's poor and uninsured. In October 2001, the Court approved a settlement with the remaining defendants in the case, which provided an additional \$23 million in free, brand-name prescription drugs to these agencies.
13. *In re Electrical Carbon Products Antitrust Litigation*, MDL No. 1514 (D.N.J.). Mr. Saveri represented the City and County of San Francisco and a class of direct purchasers of carbon brushes and carbon collectors on claims that producers fixed the price of carbon brushes and carbon collectors in violation of the Sherman Act.
14. *In re Travel Agency Commission Antitrust Litigation*, MDL No. I 058(D. Minn.). Mr. Saveri served as Co-Lead Counsel for a certified class of U.S. travel agents on claims against the major U.S. air carriers, who allegedly violated the federal antitrust laws by fixing the commissions paid to travel agents. In 1997, the Court approved an \$82 million settlement.
15. *In re Brand Name Prescription Drugs*, MDL No. 997 (N.D. Ill.). Mr. Saveri served as Class Counsel for a class of tens of thousands of retail pharmacies against the leading pharmaceutical manufacturers and wholesalers of brand name prescription drugs for alleged price-fixing

from 1989 to 1995 in violation of the federal antitrust laws. Class Plaintiffs charged that defendants engaged in price discrimination against retail pharmacies by denying them discounts provided to hospitals, health maintenance organizations, and nursing homes. In 1996 and 1998, the Court approved settlements with certain manufacturers totaling \$723 million.

BIOGRAPHIES

Attorneys

Joseph R. Saveri

Joseph Saveri started his career doing general litigation work at the San Francisco law firm of McCutchen, Doyle, Brown & Enersen. In 1992, Mr. Saveri joined the plaintiffs' firm Lieff, Cabraser, Heimann & Bernstein, where he founded and developed the firm's Antitrust and intellectual property practice, which he established and chaired. He also served as the firm's Managing Partner and Chair of the firm's Antitrust and Intellectual Property practice group. In 2012, the practice group he founded and managed was recognized as one of the top five practice groups in California. Mr. Saveri left Lieff Cabraser in May of 2012 to start his own firm, the Joseph Saveri Law Firm, Inc.

Between 2010 and 2013, Mr. Saveri was chosen to serve as a Lawyer's Representative for the United States District Court for the Northern District of California and the Ninth Circuit Court of Appeals. He has served and serves on a number of court committees charged with developing rules and programs regarding complex litigation, ediscovery and a variety of other matters. Mr. Saveri was chosen to serve as a member of the Northern District's Civil Rules Advisory Committee from 2009-2012, the committee to establish rules and procedures for expedited trials, which the Court adopted as General Rule 64, Expedited Trial Procedures, and the committee which crafted the new ediscovery rules and procedures recently adopted by the Court. Mr. Saveri is also a frequent author of articles on antitrust and complex litigation issues, and a frequent lecturer on a variety of matters, including antitrust and discovery.

An AV-Peer Review Rated Attorney by Martindale-Hubbell, Mr. Saveri has been selected by his attorney peers to the 2014 Edition of the Best Lawyers in America for antitrust litigation and was recently named a Super Attorney by Thomson Reuters' Super Lawyers publication, as well as a Northern California Super Lawyer by Law & Politics magazine from 2006-2012. He was named one of the "Top Attorneys in Antitrust Law" by the Super Lawyers Corporate Counsel Edition in 2010 and 2012. He

also serves as an author of the California State Antitrust and Unfair Competition Law, the legal treatise published by the State Bar of California's Antitrust and Unfair Competition Section.

Kevin Rayhill

Kevin Rayhill specializes in complex class actions involving antitrust claims. He represents plaintiffs harmed by the anticompetitive practices of powerful corporations in markets such as automobiles, steel, commodities warehousing, long-haul trucking, paint manufacture, plastics and commercial food products. Kevin is a graduate of Oberlin College (B.A.), the Berklee College of Music (Professional Diploma), and the University of California, Hastings College of the Law (J.D.). While in law school, he held internships at the California Attorney General's Office (Environment, Land Use, and Natural Resources Division) and the San Francisco City Attorney's Office (Energy and Telecommunications Team), and an externship with Justice Stuart R. Pollak of the California Court of Appeal (First District). Upon graduation he worked as a Legal Research Attorney at the Superior Court of San Francisco (Criminal Division).

James Dallal

James Dallal started at Joseph Saveri Law Firm in July 2012 and has practiced in all phases of antitrust litigation from pleadings through discovery, class certification, dispositive motions, and appellate briefing. Prior to joining the firm he worked for a boutique plaintiffs' firm in Los Angeles that assisted borrowers in their suits against the financial industry. He attended Rice University (B.A., History), Hastings College of the Law (J.D. cum laude), and Université Panthéon-Assas in Paris (LL.M. in European Law, first in class and mention bien). Prior to attending law school he worked as a paralegal for a major international firm in its patent litigation group. He has certified proficiency in French and Portuguese.

Ryan J. McEwan

Ryan J. McEwan focuses his practice on complex civil and class action litigation in state and federal court.

Since joining the Joseph Saveri Law Firm, Ryan has participated in all phases of antitrust litigation including pre-filing investigation, law and motion practice, discovery, pre-trial, jury selection, trial, and appellate briefing. Prior to joining the Joseph Saveri Law Firm, Ryan served as a fellowship attorney in the Antitrust Section of the California Department of Justice.

Ryan received his B.A. in Political Science from the University of Oregon. He earned his J.D., magna cum laude, Order of the Coif, from the University of California Hastings College of the Law in 2012. During law school, Ryan served as a judicial extern to the Honorable John E. Munter of the San Francisco Superior Court, Complex Litigation Department.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name:****Reporting Period:**

EXPENSE	AMOUNT
Litigation Fund	
Travel/Hotel/Meals	
Copying/Printing Fees	\$65.00
Research	\$243.59
Telephone/Teleconference/Fax	
FedEx/Messengers/Postage	
Court Fees	
Other (describe)	
TOTAL	\$308.59

EXHIBIT 12

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*,
on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF RICHARD J. KILSHEIMER, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Richard J. Kilsheimer, declare as follows:

1. I am a partner at the law firm of Kaplan Fox & Kilsheimer LLP. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I am familiar with my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Investigation of facts and legal claims
- Coordination with co-counsel in organization of litigation to avoid duplication of effort
- Participation in court conferences
- Participation in drafting of plaintiffs' position on discovery disputes
- Preparation of document requests and interrogatories

- Preliminary work with expert economist

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

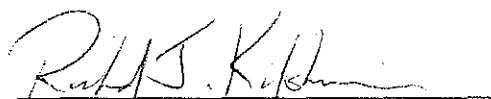
5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 150.75 hours. The total lodestar, at current billing rates, for my firm for this period is \$86,498.75. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$12,155.64.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

KAPLAN FOX & KILSHEIMER LLP

A handwritten signature in black ink, appearing to read "Richard J. Kilsheimer", written over a horizontal line.

Richard J. Kilsheimer

Dated: April 4, 2014

EXHIBIT 1

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.

TIME REPORT

FIRM NAME: Kaplan Fox & Kilsheimer LLP
 REPORTING PERIOD: Inception through December 31, 2013

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR
RN Kaplan	P	1.25	\$ 925	\$ 1,156.25
RJ Kilsheimer	P	1.75	\$ 850	\$ 1,487.50
LP Nussbaum	P	4.50	\$ 850	\$ 3,825.00
JA Zweig	P	30.50	\$ 660	\$ 20,130.00
S Schwaiger	C	29.50	\$ 615	\$ 18,142.50
J Radice	A	80.75	\$ 510	\$ 41,182.50
MM Ng	PL	2.50	\$ 230	\$ 575.00
TOTAL		150.75	\$ 4,640	\$ 86,498.75



Kaplan Fox & Kilsheimer LLP
850 Third Avenue, 14th Floor
New York, New York 10022
phone 212.687.1980
fax 212.687.7714
email mail@kaplanfox.com
www.kaplanfox.com

KAPLAN FOX & KILSHEIMER LLP

Over the past four decades, Kaplan Fox has been at the forefront of some of the most significant private antitrust class actions, securities class actions, derivative actions, and consumer class actions in the United States. Members of the firm have been appointed by federal and state courts as lead counsel, co-lead counsel or as a member of an executive committee in numerous actions. We have recovered more than \$2 billion for our clients in the past 10 years. The following describes one of Kaplan Fox's major practice areas and its most significant recoveries and its personnel.

ANTITRUST LITIGATION

For more than 40 years, the antitrust attorneys at Kaplan Fox have represented on a contingent fee basis businesses and individuals, on both a class and non-class basis, who have been injured as a result of price-fixing, customer allocation or other anti-competitive behavior, by sellers of a broad array of products and services.

Kaplan Fox is frequently at the forefront of significant private antitrust actions, and we have been appointed by courts as lead counsel or member of an executive committee for plaintiffs in some of the largest antitrust cases throughout the United States. Members of the firm have argued before federal Courts of Appeals some of the most significant decisions in the antitrust field in recent years. Robert Kaplan argued the appeal in In re Flat Glass Antitrust Litigation, 385 F. 3d 350 (3d Cir. 2004), and Greg Arenson argued the appeal in In re High Fructose Corn Syrup Antitrust Litigation, 295 F. 3d 651 (7th Cir. 2002).

Over the years, Kaplan Fox has recovered over \$2 billion for our clients. Some of the larger antitrust recoveries include:

ANTITRUST RECOVERIES

In re High Fructose Corn Syrup Antitrust Litigation, MDL No. 1087, Master File No. 95-1477 (C.D. Ill.) (\$531 million recovered)

In re Air Cargo Shipping Services Antitrust Litigation, MDL No. 1775 (E.D.N.Y.) (\$278 million recovered plus \$176 million awaiting approval to date)

In re Brand Name Prescription Drugs Antitrust Litigation, MDL 997 (N.D. Ill.) (\$720 plus million recovered)

In re Infant Formula Antitrust Litigation, MDL 878 (N.D.Fla.) (\$126 million recovered)

In re Flat Glass Antitrust Litigation, MDL 1200 (W.D. Pa.) (\$122 plus million recovered)

In re Hydrogen Peroxide Antitrust Litigation, MDL 1682 (E.D. Pa.) (\$87 million recovered; case still pending)

In re Plastics Additives Antitrust Litigation, 03-CV-1898 (W.D. Pa.) (\$46.8 million recovered; case still pending)

In re Medical X-Ray Film Antitrust Litigation, CV 93-5904 (E.D.N.Y.) (\$39.6 million recovered)

In re Nifedipine Antitrust Litigation, MDL No. 1515 (D.D.C.) (\$35 million recovered)

In re NBR Antitrust Litigation, MDL 1684 (E.D. Pa.) (\$34.3 million recovered)

ATTORNEY BIOGRAPHIES

PARTNERS

ROBERT N. KAPLAN is widely recognized as a leading antitrust litigator. He has led the prosecution of numerous antitrust class actions. He also has earned a reputation as a leading litigator in securities fraud class actions. Mr. Kaplan has been with Kaplan Fox for 35 years, joining in 1971.

Mr. Kaplan honed his litigation skills as a trial attorney with the Antitrust Division of the Department of Justice. There, he gained significant experience litigating both civil and criminal actions. He also served as law clerk to the Hon. Sylvester J. Ryan, then chief judge of the U.S. District Court for the Southern District of New York.

Mr. Kaplan's published articles include: "Complaint and Discovery In Securities Cases," *Trial*, April 1987; "Franchise Statutes and Rules," *Westchester Bar Topics*, Winter 1983; "Roots Under Attack: *Alexander v. Haley* and *Courlander v. Haley*," *Communications and the Law*, July 1979; and "Israeli Antitrust Policy and Practice," *Record of the Association of the Bar*, May 1971.

In addition, Mr. Kaplan served as an acting judge of the City Court for the City of Rye, N.Y., from 1990 to 1993.

Mr. Kaplan sits on the boards of several community organizations, including the Board of Directors of the Carver Center in Port Chester, N.Y., and the Board of Directors of the Rye Free Reading Room in Rye, N.Y.

Education:

- B.A., Williams College (1961)
- J.D., Columbia University Law School (1964)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1964)
- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third, Seventh, Ninth, and Eleventh Circuits
- U.S. District Courts for the Southern, Eastern, and Northern Districts of New York, the Central District of Illinois, and the District of Arizona

Professional Affiliations:

- Committee to Support the Antitrust Laws (past President)
- National Association of Securities and Commercial Law Attorneys (past President)
- Advisory Group of the U.S. District Court for the Eastern District of New York
- American Bar Association

- Association of Trial Lawyers of America (Chairman, Commercial Litigation Section, 1985-86)
- Association of the Bar of the City of New York (served on the Trade Regulation Committee; Committee on Federal Courts)

Mr. Kaplan can be reached by email at: RKaplan@kaplanfox.com

GREGORY K. ARENSON is a seasoned business litigator with experience representing clients in a variety of areas, including antitrust, securities, employee termination, fraud, contract, and unfair competition. His economics background provides unique insights on antitrust liability and damages issues. Mr. Arenson has been a partner in the firm since 1993.

Prior to joining Kaplan Fox, Mr. Arenson was a partner with Proskauer Rose. Earlier in his career, he was a partner with Schwartz Klink & Schreiber, and an associate with Rudnick & Wolfe (now DLA Piper).

Mr. Arenson writes frequently on discovery issues and the use of experts. His published articles include: "Rule 8 (a)(2) After *Twombly*: Has There Been a Plausible Change? 14 NY Litigator 23" (2009); "Report on Proposed Federal Rule of Evidence 502," 12 NY Litigator 49 (2007); "Report: Treating the Federal Government Like Any Other Person: Toward a Consistent Application of Rule 45," 12 NY Litigator 35 (2007); "Report of the Commercial and Federal Litigation Section on the Lawsuit Abuse Reduction Act of 2005," 11 NY Litigator 26 (2006); "Report Seeking To Require Party Witnesses Located Out-Of-State Outside 100 Miles To Appear At Trial Is Not A Compelling Request," 11 NY Litigator 41 (2006); "Eliminating a Trap for the Unwary: A Proposed Revision of Federal Rule of Civil Procedure 50," 9 NY Litigator 67 (2004); "Committee Report on Rule 30(b)(6)" 9 NY Litigator 72 (2004); "Who Should Bear the Burden of Producing Electronic Information?" 7 Federal Discovery News, No. 5, at 3 (April 2001); "Work Product vs. Expert Disclosure – No One Wins," 6 Federal Discovery News, No. 9, at 3 (August 2000); "Practice Tip: Reviewing Deposition Transcripts," 6 Federal Discovery News, No. 5, at 13 (April 2000); and "The Civil Procedure Rules: No More Fishing Expeditions," 5 *Federal Discovery News*, No. 9, at 3 (August 1999). He was also co-author of "The Good, the Bad and the Unnecessary: Comments on the Proposed Changes to the Federal Civil Discovery Rules," 4 NYLitigator 30 (December 1998); co-author of "The Search for Reliable Expertise: Comments on Proposed Amendments to the Federal Rules of Evidence," 4 NYLitigator 24 (December 1998); co-editor of Federal Rules of Civil Procedure, 1993 Amendments, A Practical Guide, published by the New York State Bar Association; and a co-author of "Report on the Application of Statutes of Limitation in Federal Litigation," 53 Albany Law Review 3 (1988).

Mr. Arenson's pro bono activities include service as a mediator in the U.S. District Court for the Southern District of New York. In addition, he is an active alumnus of the Massachusetts Institute of Technology, having served as a member of the Corporation, a member of the

Corporation Development Committee, vice president of the Association of Alumni/ae, and member of the Alumni/ae Fund Board (of which he was a past chair).

Education:

- S.B., Massachusetts Institute of Technology (1971)
- J.D., University of Chicago (1975)

Bar Affiliations and Court Admissions:

- Bar of the State of Illinois (1975)
- Bar of the State of New York (1978)
- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third and Seventh Circuits
- U.S. District Courts for the Northern and Central Districts of Illinois, and the Southern and Eastern Districts of New York
- U.S. Tax Court

Professional Affiliations:

- New York State Bar Association, Federal Litigation Section, Committee on Federal Procedure (Chairman since 1997)
- Association of the Bar of the City of New York
- American Bar Association
- Member, advisory board, Federal Discovery News (1999 – present)

Mr. Arenson can be reached by email at: GArenson@kaplanfox.com

LINDA P. NUSSBAUM is a former partner at Kaplan Fox, where she specialized in plaintiff's antitrust class actions. She is a member of the Bars of the State of New York and the District of Columbia. She has lectured extensively about various aspects of Antitrust law, including as a member of a panel at the ABA Antitrust Litigation Course in Philadelphia, Pa in October, 2007. She also took part in a mock summation session at the 55th Antitrust Law Spring Meeting of the ABA in Washington, D.C. in April 2007, and was a panelist at the New York State Antitrust Bar 2007 Annual Meeting and 2008 Annual Meeting.

Ms. Nussbaum served as sole or co-lead counsel in many significant antitrust cases which have resulted in substantial recoveries, many in the realm of hundreds of millions of dollars, on behalf of class members. See *In re Microcrystalline Cellulose Antitrust Litigation* (E.D. P.a. Master File No. 01-CV-111 MDL Docket No. 1402, (co-lead counsel); *Oncology & Radiation Associates, P.A. v. Bristol Myers Squibb Co., et al.* (D.D.C., Case No. 01-cv-02313, sole lead counsel); *North Shore Hematology-Oncology Associates, P.C. v. Bristol-Meyers Squibb Co.* (D.D.C., Case No. 04-cv-00248, sole lead counsel); *In re Children's Ibuprofen Oral Suspension Antitrust Litigation*, (D.D.C. Case No. 04-mc-0535, sole lead counsel); *In re Relafen Antitrust Litigation*, (Case No. 01-12239, co-lead counsel); *In re Remeron Antitrust Litigation* (Case No. 03-00085, co-lead counsel); *In re Lorazepam & Clorazepate Antitrust Litigation*, (Case No. 99-

00276, co-lead counsel) where Chief Judge Hogan commented, “Obviously, the skill of the attorneys, and I’m not going to spend the time reviewing it, I’m familiar with counsel, and they, as I said, are among the best antitrust litigators in the country.”

Education:

- B.A., Brooklyn College (1974)
- J.D., George Washington University (1977)
- LL.M., Degree in Taxation from New York University School of Law (1984)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1974)
- Bar of the District of Columbia
- Supreme Court of the United States
- U.S. District Courts for the Southern, Eastern and Northern Districts of New York and the District of Columbia

Professional Affiliations:

- American Bar Association
- New York State Bar Association

RICHARD J. KILSHEIMER first associated with Kaplan Fox in 1976 and became a partner in the firm in 1983. His practice is concentrated in the area of antitrust litigation. During his career, Mr. Kilsheimer has played significant roles in a number of the largest successful antitrust class actions in the country, and he is serving as co-lead counsel for plaintiffs in several currently pending cases. He also practices in the areas of securities fraud and commercial litigation.

In December 2007, Mr. Kilsheimer was a speaker on the subject “Elevated Standards of Proof and Pleading: Implications of *Twombly* and *Daubert*” at the American Antitrust Institute Symposium on the Future of Private Antitrust Enforcement held in Washington, D.C. Mr. Kilsheimer has also served on the Antitrust and Trade Regulation Committee of the Association of the Bar of the City of New York (2004-2007).

Prior to joining the firm, Mr. Kilsheimer served as law clerk to the Hon. Lloyd F. MacMahon (1975-76), formerly Chief Judge of the U.S. District Court for the Southern District of New York.

Mr. Kilsheimer is co-author of “Secondary Liability Developments,” ABA Litigation Section, Subcommittee on Secondary Liability, 1991-1994.

Education:

- A.B., University of Notre Dame (1972)
- J.D., *cum laude*, St. John's University (1975)

Bar Affiliations and Court Admissions:

- State of New York (1976)
- U.S. Court of Appeals for the Second (1983), Third (2002), Sixth (2002) and D.C. (2005) Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York (1976) and the Northern District of Indiana (1987)

Professional Affiliations:

- Association of the Bar of the City of New York (Member: Antitrust and Trade Regulation Committee (2004-2007))
- Federal Bar Council
- Committee to Support the Antitrust Laws

Mr. Kilsheimer can be reached by email at: RKilsheimer@kaplanfox.com

FREDERIC S. FOX first associated with Kaplan Fox in 1984, and became a partner in the firm in 1991. He has concentrated his work in the area of securities fraud litigation. Mr. Fox has played important roles in many major securities fraud cases. He was one of the lead trial lawyers in two recent securities class actions, one of which was the first case tried to verdict under the Private Securities Litigation Reform Act of 1995.

Mr. Fox is the author of "Current Issues and Strategies in Discovery in Securities Litigation," ATLA, 1989 Reference Material; "Securities Litigation: Updates and Strategies," ATLA, 1990 Reference Material; and "Contributory Trademark Infringement: The Legal Standard after *Inwood Laboratories, Inc. v. Ives Laboratories*," University of Bridgeport Law Review, Vol. 4, No. 2.

During law school, Mr. Fox was the notes and comments editor of the University of Bridgeport Law Review.

Education:

- B.A., Queens College (1981)
- J.D., Bridgeport School of Law (1984)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1985)
- U.S. Courts of Appeals for the Fourth, Fifth, and Sixth Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- American Bar Association
- Association of the Bar of the City of New York
- Association of Trial Lawyers of America (Chairman, Commercial Law Section, 1991-92)

Mr. Fox can be reached by email at: FFox@kaplanfox.com

LAURENCE D. KING first associated with Kaplan Fox in 1994 and became a partner in the firm in 1998. Mr. King, who practices in the areas of securities and consumer litigation, is a resident partner in the firm's San Francisco office. Mr. King has played a substantial role in cases that have resulted in some of the largest recoveries obtained by Kaplan Fox and was one of the lead trial lawyers in two recent securities class actions, one of which was the first case tried to verdict under the Private Securities Litigation Reform Act of 1995.

Prior to joining Kaplan Fox, Mr. King honed his litigation skills as an assistant district attorney for New York County, where he tried numerous felony prosecutions to a jury verdict.

Education:

- B.S., Wharton School of the University of Pennsylvania (1985)
- J.D., Fordham University School of Law (1988)

Bar Affiliations and Court Admissions:

- Bar of the State of Connecticut (1988)
- Bar of the State of New York (1989)
- Bar of the State of New Jersey (1993)
- Bar of the Commonwealth of Pennsylvania (1993)
- Bar of the State of California (2000)
- U.S. District Courts for the District of New Jersey, the Eastern District of Pennsylvania, the Southern and Eastern Districts of New York, and the Central District of California

Professional Affiliations:

- New York State Bar Association
- New Jersey State Bar Association
- San Francisco Bar Association
- American Bar Association

Mr. King can be reached by email at: LKing@kaplanfox.com

JOEL B. STRAUSS first associated with Kaplan Fox in 1992 and became a partner in the firm in 1999. He practices in the area of securities and consumer fraud class action litigation, with a special emphasis on accounting and auditing issues.

Prior to joining Kaplan Fox, Mr. Strauss served as a senior auditor with one of the former "Big Eight" accounting firms. Combining his accounting background and legal skills, he has played a critical role in successfully prosecuting numerous securities class actions across the country on behalf of shareholders. Mr. Strauss was one of the lead trial lawyers for the plaintiffs in the first case to go to trial and verdict under the Private Securities Litigation Reform Act of 1995.

Although currently practicing exclusively as a lawyer, Mr. Strauss is also a licensed Certified Public Accountant in the State of New York.

Mr. Strauss has also been a guest lecturer on the topics of securities litigation, auditors' liability and class actions for seminars sponsored by the Practising Law Institute and the National Consumer Law Center.

Education:

- B.A., Yeshiva University (1986)
- J.D., Benjamin N. Cardozo School of Law (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey
- Bar of the State of New York
- U.S. District Courts for the Southern and Eastern Districts of New York and the District of New Jersey
- U.S. Court of Appeals for the Third Circuit

Professional Affiliations:

- American Bar Association (member, Litigation Section, Rule 23 Subcommittee)
- Association of the Bar of the City of New York
- New York State Bar Association
- American Institute of Certified Public Accountants

Mr. Strauss can be reached by email at: JStrauss@kaplanfox.com

HAE SUNG NAM first associated with Kaplan Fox in 1999 and became a partner in the firm in 2005. She practices in the areas of securities and antitrust litigation.

Prior to joining the firm, Ms. Nam was an associate with Kronish Lieb Weiner & Hellman LLP, where she trained in corporate securities law and mergers and acquisitions. She also served as an intern for the U.S. Department of Justice, Antitrust Division.

During law school, Ms. Nam was a member of the George Washington University Law Review. She is the author of a case note, "Radio – Inconsistent Application Rule," 64 Geo. Wash. L. Rev. (1996).

Education:

- B.A., magna cum laude, Syracuse University (1994)
- J.D., with honors, George Washington University School of Law (1997)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1998)
- U.S. District Court for the Eastern District of Wisconsin

Professional Affiliations:

- New York State Bar Association
- American Bar Association

Ms. Nam can be reached by email at: HNam@kaplanfox.com

DONALD R. HALL first associated with Kaplan Fox in 1998 and became a partner in the firm in 2005. He practices in the areas of antitrust, securities, and civil litigation.

During law school, Mr. Hall was a member of the Fordham Urban Law Journal and a member of the Fordham Moot Court Board. He also participated in the Criminal Defense Clinic, representing criminal defendants in federal and New York State courts on a pro-bono basis.

Education:

- B.A., College of William and Mary (1995)
- J.D., Fordham University School of Law (1998)

Bar Affiliations and Court Admissions:

- Bar of the State of Connecticut (2001)
- Bar of the State of New York (2001)
- U.S. District Court for the Southern District of New York

Professional Affiliations:

- American Bar Association
- Association of Trial Lawyers of America
- New York State Bar Association

Mr. Hall can be reached by email at: DHall@kaplanfox.com

JASON A. ZWEIG is a former partner at Kaplan Fox. He practiced in the areas of securities, antitrust, and other areas of civil litigation.

Prior to joining the firm, Mr. Zweig was an associate with Proskauer Rose LLP in New York where he practiced in all areas of civil and criminal litigation.

During law school, Mr. Zweig was Executive Editor for the Columbia Journal of Environmental Law.

Education:

- B.S., Indiana University (1995)
- J.D., Columbia University School of Law (1998)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1999)
- U.S. Dist. Court for the Southern District of New York (2000)
- U.S. Dist. Court for the Eastern District of New York (2000)
- United States Court of Appeals for the Third Circuit (2001)

Professional Affiliations:

- Association of the Bar of the City of New York

JEFFREY P. CAMPISI became associated with Kaplan Fox in February 2004 and joined the firm as a partner in 2012. He practices in the areas of securities, antitrust, and other areas of civil litigation.

Prior to joining the firm, Mr. Campisi served as law clerk to the Hon. Herbert J. Hutton. Also, Mr. Campisi was an associate with Dewey Ballantine LLP in New York where he practiced in all areas of civil litigation.

During law school, Mr. Campisi was a member of the Villanova Law Review.

Education:

- B.A., cum laude, Georgetown University (1996)
- J.D., summa cum laude, Villanova University School of Law (2000)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2001)
- U.S. Dist. Court for the Southern District of New York (2001)
- U.S. Dist. Court for the Eastern District of New York (2001)

Professional Affiliations:

- American Bar Association

Mr. Campisi can be reached by email at: JCampisi@kaplanfox.com

MELINDA CAMPBELL has been associated with Kaplan Fox since September 2004 and became a partner in 2012. She practices in the areas of antitrust, securities and other areas of civil litigation.

While attending law school, Ms. Campbell provided pro bono legal services to the Philadelphia community through the Civil Practice Clinic of the University of Pennsylvania Law School as well as the Homeless Advocacy Project. She also conducted pro bono legal research for the Southern Poverty Law Center.

Education:

- B.A., University of Missouri (2000)
- J.D., University of Pennsylvania Law School (2004)

Bar Affiliations and Court Admissions:

- Bar of the State of New York, *admission pending*

Ms. Campbell can be reached by email at: MCampbell@kaplanfox.com

OF COUNSEL

GARY L. SPECKS practices primarily in the area of complex antitrust litigation. He has represented plaintiffs and class representatives at all levels of litigation, including appeals to the U.S. Courts of Appeals and the U.S. Supreme Court. In addition, Mr. Specks has represented clients in complex federal securities litigation, fraud litigation, civil RICO litigation, and a variety of commercial litigation matters. Mr. Specks is resident in the firm's Chicago office.

During 1983, Mr. Specks served as special assistant attorney general on antitrust matters to Hon. Neil F. Hartigan, then Attorney General of the State of Illinois.

Education:

- B.A., Northwestern University (1972)
- J.D., DePaul University College of Law (1975)

Bar Affiliations and Court Admissions:

- Bar of the State of Illinois (1975)
- U.S. Courts of Appeals for the Third, Fifth, Seventh, Ninth and Tenth Circuits
- U.S. District Court for the Northern District of Illinois, including Trial Bar

Professional Affiliations:

- American Bar Association
- Illinois Bar Association
- Chicago Bar Association

Mr. Specks can be reached by email at: GSpecks@kaplanfox.com

W. MARK MCNAIR practices in the area of securities litigation with a special emphasis on institutional investor involvement. He associated with the firm in 2003, and is resident in Washington, D.C. Prior to entering private practice, he was an attorney at the Securities and Exchange Commission and the Municipal Securities Rulemaking Board.

Education:

- B.A. with honors, University of Texas at Austin (1972)
- J.D. University of Texas at Austin (1975)
- L.L.M. (Securities) Georgetown University (1989)

Mr. McNair can be reached at MMcnair@kaplanfox.com

LINDA M. FONG practices in the areas of general business and consumer protection class action litigation. She has been associated with Kaplan Fox since 2001, and is resident in the firm's San Francisco office. Ms. Fong serves on the Board of the San Francisco Trial Lawyers Association and is active in its Women's Caucus.

Education:

- J.D., University of San Francisco School of Law (1985)
- B.S., with honors, University of California, Davis
- Elementary Teaching Credential, University of California, Berkeley

Bar Affiliations and Court Admissions:

- Bar of the State of California (1986)
- U.S. District Courts for the Northern and Eastern Districts of California
- U.S. Court of Appeals for the Ninth Circuit

Professional Affiliations:

- San Francisco Trial Lawyers Association

- Asian American Bar Association
- Bar Association of San Francisco
- Trial Lawyers for Public Justice
- Consumer Attorneys of California

Awards:

- Presidential Award of Merit
- Consumer Attorneys of California, 2000

Ms. Fong can be reached by email at: LFong@kaplanfox.com

WILLIAM J. PINILIS practices in the areas of commercial, consumer and securities class action litigation.

He has been associated with Kaplan Fox since 1999, and is resident in the firm's New Jersey office.

In addition to his work at the firm, Mr. Pinilis has served as an adjunct professor at Seton Hall School of Law since 1995, and is a lecturer for the New Jersey Institute for Continuing Legal Education. He has lectured on consumer fraud litigation and regularly teaches the mandatory continuing legal education course Civil Trial Preparation.

Mr. Pinilis is the author of "Work-Product Privilege Doctrine Clarified," *New Jersey Lawyer*, Aug. 2, 1999; "Consumer Fraud Act Permits Private Enforcement," *New Jersey Law Journal*, Aug. 23, 1993; "Lawyer-Politicians Should Be Sanctioned for Jeering Judges," *New Jersey Law Journal*, July 1, 1996; "No Complaint, No Memo – No Whistle-Blower Suit," *New Jersey Law Journal*, Sept. 16, 1996; and "The *Lampf* Decision: An appropriate Period of Limitations?" *New Jersey Trial Lawyer*, May 1992.

Education:

- B.A., Hobart College (1989)
- J.D., Benjamin Cardozo School of Law (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey (1992)
- Bar of the State of New York (1993)
- U.S. District Courts for the District of New Jersey, and the Southern and Eastern Districts of New York

Professional Affiliations:

- Morris County Bar Association
- New Jersey Bar Association
- Graduate, Brennan Inn of Court

Mr. Pinilis can be reached by email at: WPinilis@kaplanfox.com

SUSAN R. SCHWAIGER, formerly Of Counsel to the firm, joined Kaplan Fox in February 2007. She practiced in the area of antitrust law. Prior to joining the firm, Ms. Schwaiger was Of Counsel with Cohen, Milstein, Hausfeld & Toll, P.L.L.C. and Pomerantz Haudek Block Grossman & Gross LLP, practicing in the antitrust area, and an associate with Shearman & Sterling, where she practiced in all areas of litigation. During law school, Ms. Schwaiger was a member of the Brooklyn Law Review.

Education:

- B.S., University of Tennessee (1971)
- M.A., University of Kentucky (1973)
- J.D., Brooklyn Law School (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1993)
- U.S. District Courts for the Southern, Eastern and Northern Districts of New York

Professional Affiliations:

- American Bar Association
- New York State Bar Association

JUSTIN B. FARAR joined Kaplan Fox in March 2008. He practices in the area of securities and antitrust litigation with a special emphasis on institutional investor involvement. He is located in the Los Angeles office. Prior to joining the firm, Mr. Farar was a litigation associate at O'Melveny & Myers, LLP and clerked for the Honorable Kim McLane Wardlaw on the Ninth Circuit Court of Appeals. Mr. Farar also currently serves as a Commissioner to the Los Angeles Convention and Exhibition Authority.

Education:

- J.D., order of the coif, University of Southern California Law School (2000)
- B.A., with honors, University of California, San Diego

Bar Affiliations and Court Admissions:

- Bar of the State of California (2000)
- U.S. Court of Appeals for the Ninth Circuit (2000)
- U.S. District Court for the Central of California (2000)

Awards:

- The American Society of Composers, Authors and Publishers' Nathan Burkan Award Winner, 2000 for article titled "Is the Fair Use Defense Outdated?"

Ms. Farar can be reached by email at: JFarar@kaplanfox.com

ASSOCIATES

PAMELA MAYER has been associated with Kaplan Fox since February 2009. She practices in the area of securities litigation.

Prior to joining Kaplan Fox, Ms. Mayer was a securities investigation and litigation attorney for a multinational investment bank. Utilizing her combined legal and business background, including her M.B.A., she is focused on the research and analysis of securities claims on behalf of our firm's individual and institutional clients. Ms. Mayer also has substantial litigation experience in the area of intellectual property.

Education:

- B.S., The University of Rochester (1985)
- J.D., The George Washington University (1990)
- M.B.A., Finance, The University of Michigan (1997)

Bar Affiliations and Court Admissions:

- Bar of the State of New York
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- New York State Bar Association

Ms. Mayer can be reached by email at: PMayer@kaplanfox.com

JOHN D. RADICE, formerly employed by the firm, became associated with Kaplan Fox in January 2008. He practiced in the areas of antitrust, False Claims Act, and other areas of civil litigation. Prior to joining the firm, Mr. Radice was an associated with major plaintiffs' class action firms in New York and Philadelphia, where he primarily represented clients pursuing antitrust, False Claims Act, and international human rights cases.

Education:

- A.B., magna cum laude, Princeton University (1997)
- J.D., New York University School of Law (2003)

Bar Affiliations:

- Bar of the State of New Jersey (2004)
- Bar of the State of New York (2005)
- U.S. District Courts for the Southern and Eastern Districts of New York and the District of New Jersey

AVIAH COHEN PIERSON was formerly associated with Kaplan Fox. She practiced in the areas of antitrust, securities, and other areas of civil litigation. During law school, Ms.

Pierson interned for Judge Mark D. Fox in the Southern District of New York. In addition, she was a member of the Fordham Law Review.

Education:

- B.A., summa cum laude, University of Pennsylvania (2000)
- J.D., Fordham University, School of Law (2005)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2006)
- U.S. District Courts for the Southern and Eastern Districts of New York

ELANA KATCHER has been associated with Kaplan Fox since July 2007. She practices on complex commercial litigation.

Education:

- B.A. Oberlin College (1994)
- J.D., New York University (2003)

Bar Affiliations and Court Admissions:

- New York State Bar Association
- New York City Bar Association

Ms. Katcher can be reached by email at: ekatcher@kaplanfox.com

MARIO M. CHOI is a resident of the San Francisco office of Kaplan Fox and practices in the area of complex civil litigation. Prior to joining the firm in February 2009, Mr. Choi was a litigation associate at Pryor Cashman LLP and a law clerk to the Hon. Richard B. Lowe, III, Justice of the New York Supreme Court, Commercial Division.

Education:

- B.A., Boston University (2000)
- M.A., Columbia University (2001)
- J.D., Northeastern University (2005)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2006)
- Bar of the State of California (2006)
- U.S. District Courts for the Southern District of New York and Central District of California

Professional Affiliations:

- American Bar Association
- New York State Bar Association
- Asian American Bar Association – Bay Area, New York

Mr. Choi can be reached by email at: mchoi@kaplanfox.com

MATTHEW P. McCAHILL was associated with Kaplan Fox from 2003 – 2005 and rejoined the firm in 2013 after working at a prominent plaintiffs' firm in Philadelphia. He

practices primarily in antitrust, securities and complex commercial litigation. Mr. McCahill's *pro bono* work includes representing Army and Marine Corps veterans in benefits proceedings before the U.S. Department of Veterans' Affairs. During law school, Mr. McCahill was a member of the *Fordham Urban Law Journal*.

Education:

- B.A., History, *summa cum laude*, Rutgers College (2000)
- J.D., Fordham Law School (2003)

Bar Affiliations and Court Admissions:

- Bars of the State of New York and the Commonwealth of Pennsylvania
- U.S. District Courts for the Southern and Eastern Districts of New York and the Eastern District of Pennsylvania

Professional Affiliations:

- New York State Bar Association
- American Bar Association
- Association of the Bar of the City of New York

Mr. McCahill can be reached by email at: mmccahill@kaplanfox.com

LAUREN I. DUBICK joined Kaplan Fox in 2013. She practices in the areas of antitrust and securities litigation, as well as complex commercial litigation. Prior to joining Kaplan Fox, Ms. Dubick served as a trial attorney with the Antitrust Division of the United States Department of Justice where she investigated and prosecuted violations of civil and criminal antitrust laws. During her tenure at the Justice Department, Ms. Dubick played significant roles on some of the Division's largest investigations and litigations and led two software merger investigations.

Ms. Dubick also served as a Special Assistant U.S. Attorney in the Eastern District of Virginia where she gained substantial trial experience prosecuting white collar crimes and other offenses. During that time, she first-chaired two trials, both of which led to verdicts for the government. Earlier in Ms. Dubick's career, she clerked for the late Hon. Ann Aldrich of the U.S. District Court for the Northern District of Ohio.

Ms. Dubick has been a guest lecturer on judicial discretion and co-authored an article on consumer protection, "*Perspective on Marketing, Self-Regulation and Childhood Obesity: FTC and HHS Call on Industry to Market More Responsibly*," 13.2 *American Bar Association Consumer Protection Update* 19 (2006). She is admitted to practice in the state courts of New York and Ohio as well as the Fourth Circuit Court of Appeals. Prior to law school, Ms. Dubick spent several years working in software and new media.

Education:

- B.A., *cum laude*, Harvard College (2000)
- J.D., *magna cum laude*, The Ohio State University Moritz College of Law (2007), Editor of *The Ohio State Law Review* and Member of the Order of the Coif

Bar Affiliations and Court Admissions:

- Bar of the State of Ohio (2007)
- Bar of the State of New York (2013)
- U.S. Court of Appeals for the Fourth Circuit
- U.S. District Courts for the Southern and Eastern Districts of New York

Ms. Dubick can be reached by email at: ldubick@kaplanfox.com

DAMIEN H. WEINSTEIN has been associated with Kaplan Fox since September 2011. He practices in the areas of securities, antitrust, and other areas of civil litigation. During law school, Mr. Weinstein was an Associate Editor on both the *Fordham Law Review* and Moot Court programs.

Education:

- B.A., *summa cum laude*, University of Massachusetts Amherst (2007)
- J.D., *cum laude*, Fordham University School of Law (2011)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey (2011)
- Bar of the State of New York (2012)
- U.S. District Courts for the Southern and Eastern Districts of New York

Mr. Weinstein can be reached by email at: dweinstein@kaplanfox.com

EXHIBIT 3

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.

EXPENSE REPORT

FIRM NAME: Kaplan Fox & Kilsheimer LLP

REPORTING PERIOD: Inception through December 31, 2013

EXPENSE DESCRIPTION	AMOUNT
Litigation Fund	\$ 10,000.00
Travel/Hotels/Meals	\$ 1,796.40
Copying/Printing Fees	\$ 37.80
Research	\$ 271.03
Telephone/Teleconference/Fax	\$ -
FedEx/Messengers/Postage	\$ 0.41
Court Fees	\$ 50.00
Other (describe)	\$ -
TOTAL	\$ 12,155.64

EXHIBIT 13

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*,
on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

DECLARATION OF DIANNE M. NAST, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

I, Dianne M. Nast, declare as follows:

1. I am the founding member of the law firm of NastLaw LLC. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. In the beginning years of this matter, the law firm RodaNast, PC, employed the attorneys who worked on this case. In 2012, NastLaw LLC was formed, and most of the RodaNast, PC attorneys are and have been employed by NastLaw LLC. All time and expenses reported in this Declaration include NastLaw LLC and RodaNast, PC time, and are described as time and expenses of "this firm."

3. I actively participated in and oversaw all aspects of the firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

4. This firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Attended planning meetings with co-counsel;
- Analyzed and coded documents produced by Defendants;
- Drafted memoranda summarizing the documents produced, highlighting relevant documents;
- Undertook factual research and drafted memoranda discussing related litigation and its relevance to this litigation; and
- Served a subpoena on third-party MultiService, negotiated the production of documents pursuant to that subpoena, and ultimately litigated the appropriateness of the subpoena in the District of Kansas.

5. Attached as Exhibit 1 is a summary of the time spent by this firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on this firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by this firm, which are available at the request of the Court.

6. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been applied and approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from this firm who were involved in this action.

7. Attached as Exhibit 3 is a summary of the expenses incurred by this firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on this firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

8. The total number of hours expended on this litigation by this firm from inception through December 31, 2013 is 689.60 hours. The total lodestar, at current billing rates, for this firm for this period is \$331,181.50. The total unreimbursed expenses incurred by this firm on this litigation during this period is \$83,552.61.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

NASTLAW LLC



Dianne M. Nast

Dated: April 4, 2014

EXHIBIT 1*Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.*
TIME REPORT

Firm Name: NASTLAW LLC, including RODANAST, P.C.

Reporting Period: Inception through December 31, 2014

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Dianne M. Nast	P	51.60	750.00	38,700.00
Joseph F. Roda	P	21.80	700.00	15,260.00
Michele S. Burkholder	A	262.30	525.00	137,707.50
Jennifer S. Snyder	A	114.00	490.00	55,860.00
Jeffrey S. Eaby	A	190.60	395.00	75,287.00
Meredith E. Berrier	PL	40.00	165.00	6,600.00
Sheila M. Stephenson	PL	9.30	190.00	1,767.00
TOTALS		689.60		\$ 331,181.50

P = Partner

C = Counsel

A = Associate

PL = Paralegal

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

Biographies of Attorneys that Worked on
Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.

Dianne M. Nast is a *magna cum laude* graduate of Rutgers University School of Law. From 1976 to 1995, she was a shareholder with the Philadelphia law firm of Kohn, Nast & Graf, P.C. (now Kohn, Swift & Graf, P.C.) and then a senior shareholder at RodaNast, P.C. from 1995 to 2012. She founded NastLaw LLC in Philadelphia in October, 2012.

She has extensive and diverse experience in pharmaceutical litigation and antitrust litigation, and much of her professional career has been dominated by this type of litigation. With over 25 years in this field, she is consistently recognized by her clients and peers as one of the best lawyers in the country.

Ms. Nast has been named by *Philadelphia Magazine* as one of Pennsylvania's top fifty women attorneys. *The National Law Journal* has selected Ms. Nast as one of the nation's top fifty women litigators.

Ms. Nast was appointed in 1998 by then Chief Justice William H. Rehnquist to a five-year term as Chair of the Board of Directors of the Federal Judicial Center Foundation. She served as a Director of the Federal Judicial Center Foundation for eleven years, from 1991 until 2002.

Judge Edward Becker, then Chief Judge of the United States Court of Appeals for the Third Circuit, appointed Ms. Nast to serve as a member of the fifteen-member Third Circuit Task Force on Selection of Class Counsel.

Ms. Nast chaired the Lawyers Advisory Committee for the United States Court of Appeals for the Third Circuit and on that Committee. She served on the Third Circuit's Committee on Revision of Judicial Conduct Rules of the Judicial Council and on the Judicial Conference Long Range Planning Committee.

Ms. Nast has served as Lawyer Chair of the Judicial Conference of the United States Court of Appeals for the Third Circuit. She is a member of the

Historical Society of the Third Circuit, and chaired the Circuit's Centennial Celebration.

She was appointed by the late Chief Judge Alfred L. Luongo to Chair the Eastern District of Pennsylvania's Lawyers Advisory Committee, and served for four years in that position. She served for three years as President of The Historical Society for the United States District Court for the Eastern District of Pennsylvania .

She is a member of the American Bar Association Litigation Section, where she has served on the Task Force on State Justice Initiatives, the Task Force on the State of the Justice System and the Task Force on Strategic Planning. She served a three-year term on the Section's Council, served as a Section Division Director, and co-chaired the Section's Antitrust Committee. She served as a Delegate to the American Bar Association House of Delegates and the Pennsylvania Bar Association House of Delegates. She served as a member of the Philadelphia Bar Association Board of Governors. She is a member of the Public Justice Foundation.

Ms. Nast was selected by The American Law Institute to serve as an Adviser for the ALI's Principles of the Law of Aggregate Litigation Project.

She served six years as a Director on the Board of the Public Defender's Office of Philadelphia.

Joseph F. Roda is a *magna cum laude* graduate of Harvard College and the University of Pennsylvania Law School, and is a founding shareholder of RodaNast, P.C. He is a Fellow in both the American College of Trial Lawyers and the International Academy of Trial Lawyers. He is listed in *The Best Lawyers in America*, and in each of the past four years has been selected by his peers as one of the top 100 lawyers in the state.

Mr. Roda's practice is limited to litigation and civil trials of individual and class actions. He has successfully tried many cases, including commercial, insurance, product liability, personal injury and professional negligence matters. His cases frequently involve companies that are among the largest in the United States, and in a number of cases he has achieved verdicts that were, for the type of

case involved, the highest or among the highest recorded to that point in the jurisdiction where the case was tried.

Mr. Roda has served on the Chief Judge's Advisory Committee for the Eastern District of Pennsylvania, as well as in the House of Delegates of the Pennsylvania Bar Association and as a Hearing Committee member for the Disciplinary Board of the Pennsylvania Supreme Court. He has twice been named Chairman of the Governor's Nominating Commission to recommend judicial candidates for vacancies occurring on the Lancaster County Court of Common Pleas.

Michele S. Burkholder graduated with Distinction from the Pennsylvania State University with dual degrees in Journalism and Sociology, and received her Juris Doctorate, *cum laude*, from the Dickinson School of Law, and was a member of the Woolsack Honor Society. She was Vice-President of the International Law Society and a member of Amnesty International. Ms. Burkholder served as a law clerk to the Honorable Ronald E. Vican, President Judge of Monroe County, Pennsylvania. Ms. Burkholder is court-appointed Plaintiffs' Liaison Counsel in *Darvocet, Darvon and Propoxyphene Products Liability Litigation*, MDL No. 2226 (E.D. Ky.).

Jennifer S. Snyder received her Bachelor of Arts, *magna cum laude*, from Wellesley College in 1994 and her Juris Doctorate, *cum laude*, from Harvard Law School in 2002. During law school, she served as an intern for the Navajo Nation Supreme Court and Environmental Defense. She was also a member of the *Harvard Environmental Law Review*, served as president of the Harvard Environmental Law Society and continues to participate in Harvard Law School's Environmental Working Group.

She is a member of the Pennsylvania and Lancaster Bar Associations. She is a member of the Pennsylvania Association for Justice and co-author of the Bad Faith Case Notes for that organization's newsletters. She is also a member of Phi Beta Kappa.

Jeffrey S. Eaby received his Bachelor of Arts, *cum laude*, from the York College of Pennsylvania with a dual degree in Political Science and English literature, and received his Juris Doctorate from the American University Washington College of Law.

During law school, Mr. Eaby earned Exceptional Service Honors for completing in excess of 175 hours of *pro bono* legal work.

Mr. Eaby was a legal intern with the Federal Trade Commission Bureau of Consumer Protection, where he worked to protect consumers from unfair and deceptive business practices, and the Hong Kong Special Administrative Region Department of Intellectual Property. He served as a Fellow with the Marshall-Brennan Constitutional Literacy Project, a program designed to increase the constitutional literacy and civic involvement of high school students in the Washington, D.C. metro area.

EXHIBIT 3*Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.*
EXPENSE REPORT

Firm Name: NASTLAW LLC, including RODANAST, P.C.

Reporting Period: Inception through December 31, 2014

EXPENSE	AMOUNT
Litigation Fund	\$70,000.00
Travel/Hotel/Meals	47.00
Copying/Printing Fees	193.00
Research	1,235.64
Telephone/Teleconference/Fax	34.43
FedEx/Messengers/Postage	55.05
Court Fees	700.00
Other (describe)	0
Witness/Service Fees	175.00
User Fees re Document Review	11,112.49
TOTAL	\$83,552.61

EXHIBIT 14

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF GARRETT D. BLANCHFIELD JR., ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Garrett Blanchfield, declare as follows:

1. I am a partner at the law firm of Reinhardt Wendorf & Blanchfield. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Monitored and coordinated production of documents pursuant to subpoenas issued to Travel Centerd of America, LLC and Petro Stopping Centers LP;
- Met and conferred with Defense counsel over scope of subpoenas;

- Worked with lead counsel on issues regarding scope of production of documents under the subpoena; and
- Provided two experienced attorneys to conduct extensive review of documents produced by defendants and third parties.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

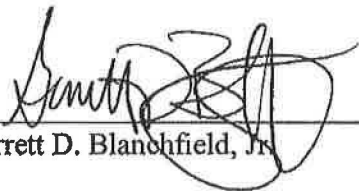
5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.rwblawfirm.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 2114.45 hours. The total lodestar, at current billing rates, for my firm for this period is \$913,747.25. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$60,072.59.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Reinhardt Wendorf & Blanchfield



Garrett D. Blanchfield, Jr.

Dated: April 1, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Reinhardt Wendorf & Blanchfield****Reporting Period: Inception through December 31, 2013**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Garrett Blanchfield	P	52.35	\$660	\$34,551.00
Mark Reinhardt	P	11.45	\$795	\$9,102.75
Mark Wendorf	P	13.30	\$740	\$9,842.00
Harvey Eckart	A	909.15	\$490	\$445,484.50
Lisa Hayes	A	1111.00	\$370	\$411,070.00
Shirley Kosek	PL	17.20	\$215	\$3,698.00
TOTALS		2114.45		\$913,747.25

P = Partner

C = Counsel

A = Associate

PL = Paralegal

*Lodestar calculated based on current hourly rates.

The logo for Reinhardt, Wendorf & Blanchfield features the firm's name in a stylized, bold, serif font. Above the text is a thick, solid black horizontal bar. The ampersand between 'Wendorf' and 'Blanchfield' is a decorative, calligraphic flourish.

Attorneys at Law

**E-1250 FIRST NATIONAL BANK BUILDING
332 MINNESOTA STREET
SAINT PAUL, MINNESOTA 55101**

FIRM PROFILE

The law firm of Reinhardt Wendorf & Blanchfield was founded in March, 2003 by Mark Reinhardt, Mark Wendorf and Garrett Blanchfield, and is the successor firm of Reinhardt & Anderson, a nationally known class action firm. The firm focuses its practice on representing plaintiffs in class action litigation. The philosophy of the firm encompasses the values of hard work, ingenuity, integrity, pride in a quality product and successful result.

Reinhardt Wendorf & Blanchfield zealously represents plaintiff classes in actions involving violations of state and federal antitrust, securities, consumer protection and racketeering laws. Our attorneys have successfully confronted some of the world's biggest corporations, challenged their questionable practices and recovered billions of dollars in the cases in which we have been involved. The firm's reputation for excellence has been recognized in courtrooms across America.

ANTITRUST LITIGATION

Reinhardt Wendorf & Blanchfield is committed to vigorously prosecuting price fixing and anti-competitive, unlawful business practices on behalf of its clients. The firm's antitrust attorneys have the experience and the economic and legal background necessary to help consumers and businesses injured by anti-competitive conduct. Our attorneys have successfully litigated major antitrust cases in state and federal courts throughout the United States at both the

trial court and appellate levels. Some of the antitrust cases in which the firm has played a significant role are:

In re Aftermarket Filters Antitrust Litigation, Court File No. 08-cv-4883, Northern District of Illinois). Reinhardt Wendorf & Blanchfield is class counsel and participated in significant document review in this pending antitrust case alleging a conspiracy to fix the prices and allocate customers for aftermarket air, oil, fuel and transmission filters in violation of §1 of the Sherman Act.

In re Air Cargo Shipping Services Antitrust Litigation, Court File No. 06-md-01775-JG-VVP, Eastern District of New York. Reinhardt Wendorf & Blanchfield is class counsel and participated in document review in this pending class action alleging antitrust violations in the air cargo shipping services market.

In re American Express Anti-Steering Rules Antitrust Litigation (II) Court File No. 11-MD-02221, Eastern District of New York. Reinhardt Wendorf & Blanchfield is *co-lead counsel* in this massive merchants antitrust case alleging claims of monopolization.

In re American Express Consolidated Merchants Litigation, Court File No. 04-CV-00366, Southern District of New York. Reinhardt Wendorf & Blanchfield is *co-lead counsel* in this massive merchants antitrust tying case claims. This case was heard in the United States Supreme Court *sub nom*, American Express Company, et al. v. Italian Colors Restaurant, et al., 133 S.Ct. 2304 (June 20, 2013).

In re Aspartame Antitrust Litigation, Court File No. 06-1732-LDD, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the sweeteners industry.

In re ATM Fee Antitrust Litigation, Court File No. 04-cv-02676-CRB, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel and participated in significant discovery in this pending antitrust case relating to bank fees for ATM card usage.

In re Blood Reagents Antitrust Litigation, Court File No. 09-md-2081, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging a conspiracy to artificially fix, raise and/or stabilize the price of Blood Reagents in the United States.

Boland v. Consolidated Multiple Listing Service, Inc. et al., Court File No. 09-cv-1974-SB, District of South Carolina. Reinhardt Wendorf & Blanchfield serves as class counsel in this case alleging unlawful restraint of competition among real estate brokerages in violation of federal antitrust laws.

In re: Brand Name Prescription Drugs Antitrust Litigation, Court File No. 94-C-897, Northern District of Illinois. The firm performed substantial work including serving as a member of the trial team, representing the class in this antitrust price fixing case that recovered over \$700 million in settlements on behalf of the plaintiff class.

In re Bromine Antitrust Litigation, Court File No. IP 99-9310-C-B/S, Southern District of Indiana. Mark Reinhardt served as lead counsel in this multi-district antitrust class action alleging a nationwide conspiracy to fix the prices of certain bromine products. The plaintiff class recovered nearly \$10,000,000 in cash and product vouchers.

Chicago Ingredients, Inc. v. Archer Daniels and Midland Company, Inc., Ajinomoto U.S.A., Inc., Ajinomoto Co., Inc., Chiel Foods and Chemicals, Inc., Miwon Co, Ltd., Takeda Chemical Industries, Ltd., Takeda U.S.A., Inc., and Tong Hai Fermentation Industrial Corp., Master File No. CV-00-0384, District of Minnesota. Reinhardt Wendorf & Blanchfield was class counsel in this multi-district antitrust class action.

In re Carbon Black Antitrust Litigation, MDL Docket No. 1543. The firm served as class counsel in this national antitrust class action alleging violations of federal antitrust laws.

In re: Carbon Dioxide Industry Antitrust Litigation, Court File No. MDL 940, Middle District of Florida) Our attorneys and paralegals performed substantial work representing the class in this antitrust case alleging that the major manufacturers of bulk liquid carbon dioxide engaged in a horizontal agreement to fix prices. The plaintiff class recovered \$53 million in settlements along with significant therapeutic relief.

In Re: Cathode Ray Tube (CRT) Antitrust Litigation, Master File No. 3:07-cv-05944-SC, MDL No. 1917, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a national conspiracy to fix the price of, cathode-ray tubes ("CRTs") and products containing CRTs.

CC1 Limited Partnership, et al v. Horizon Lines, Inc., et al, Court File No. 08-cv-01467-DRD, U.S. District Court, District of Puerto Rico. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a conspiracy to suppress and eliminate competition in the market for coastal water freight transportation services between the United States and Puerto Rico.

In re Chocolate Confectionary Antitrust Litigation, Court File No. MDL 1935, Middle District of Pennsylvania. Reinhardt Wendorf & Blanchfield is class

counsel in this pending antitrust case alleging a conspiracy to fix the prices of chocolate in the worldwide chocolate market.

In re Cigarette Antitrust Litigation, *Court File No.1:00-CV-0447-JOF, Northern District of Georgia*. Reinhardt Wendorf & Blanchfield served on the expert witness committee in this nationwide antitrust case against the major manufacturers of cigarettes.

In re Commercial Tissue Products Antitrust Litigation, *MDL No. 1189,U.S. District Court, District of Florida*. The firm was on the executive committee and participated in extensive discovery in this national antitrust case alleging price fixing in the paper products industry. The plaintiff class recovered in excess of \$40,000,000 in settlements.

Kirk Dahl et al., v. Bain Capital Partners LLC, et al., *Court File No. 07-cv-12388, District of Massachusetts*). Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a conspiracy among some of the world's largest private equity firms to not compete when bidding on large leveraged buy-outs.

In re Delta.Airtran Baggage Fee Antitrust Litigation, *Court File No. 09-md-2089, Northern District of Georgia*. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging violations of the federal antitrust laws.

In Re: Domestic Air Transportation Antitrust Litig., *MDL File No. 861, Northern District of Georgia*, The firm served as class counsel in this class action alleging violations of federal antitrust laws.

In re DRAM Antitrust Litigation, *Court File No. MDL 1486, Central District of California*. Reinhardt Wendorf & Blanchfield served as class counsel and participated in extensive discovery in this antitrust case alleging a national conspiracy to fix the price of D-RAM, a type of computer chip. Counsel negotiated settlements in the amount of \$325,997,000 on behalf of the plaintiff class.

In re: European Rail Pass Antitrust Litigation, *Civil File No. 00-Civ.691-1(WCC), Southern District of New York*. Reinhardt Wendorf & Blanchfield served as lead counsel in this antitrust class action alleging price fixing of the commission paid to travel agents selling passes for European rail travel. The plaintiff class recovered \$375,000 in cash and \$888,000 in rail passes from two defendants who, in the wake of downturns in the travel industry, faced serious financial difficulties and potential bankruptcy.

In re Fasteners Antitrust Litigation, *Court File No. MDL 1912, Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield is class counsel in this pending

antitrust case alleging a national conspiracy to fix the price of fasteners, zippers, snaps, hooks & eyes, rivets, eyelets and similar fastening devices.

In re Flash Memory Antitrust Litigation, *Master File No. 07-0086 SBA, MDL 1852, Northern District of California*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging a national conspiracy to fix the price of flash memory.

In re Flat Glass Antitrust Litigation (II), *Court File No. MDL No. 1942*, Reinhardt Wendorf & Blanchfield was class counsel and worked extensively with the economic experts in this antitrust case alleging a national conspiracy to fix the prices of Construction Flat Glass. Over \$22.3 million in settlements was recovered on behalf of the plaintiff class.

In re Flat Glass Antitrust Litigation, MDL 1200, Western District of Pennsylvania. Reinhardt Wendorf & Blanchfield was on the executive committee of this antitrust case alleging a horizontal price fixing conspiracy. Class counsel recovered \$61.7 million in settlements on behalf of the class.

In re Graphics Processing Units Antitrust Litigation, *Court File No. 07-cv-01826-WHA, Northern District of California*. Reinhardt Wendorf & Blanchfield was class counsel in this class action alleging violation of federal antitrust laws.

In re High Fructose Corn Syrup Antitrust Litigation, *Master File No. 95-1477, MDL No. 1087, District of Illinois*. Reinhardt Wendorf & Blanchfield was class counsel and participated in extensive discovery in this national antitrust case alleging horizontal price fixing by the major manufacturers of high fructose corn syrup. \$431,000,000 in settlement were recovered on behalf of the plaintiff class.

In re High Pressure Laminates, *Court File No. 00-MD-1368(CLB), Southern District of New York*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the high pressure laminate industry. The plaintiff class recovered \$9.5 million in settlements.

In re Hydrogen Peroxide Antitrust Litigation *Court File No. 05-1339, MDL 1682, Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the manufacture and sale of Hydrogen Peroxide and its downstream products sodium perborate & sodium percarbonate. Counsel obtained over \$87.3 million in settlements from four defendants on behalf of the plaintiff class.

In re: Industrial Silicon Antitrust Litigation, *Civil File No. 95-2104, Western District of Pennsylvania*. The firm served as co-lead and trial counsel in this antitrust price fixing case that recovered \$22.5 million in settlements from six defendants on behalf of the plaintiff class.

In re International Air Transportation Surcharge Antitrust Litigation, Court File No. 06-cv-01793-CRB, Northern District of California. Reinhardt Wendorf & Blanchfield was class counsel in this class action alleging antitrust violations related to fuel surcharges in the air transportation industry. Counsel obtained \$59,007,273 in settlements on behalf the class of U.S. Ticket purchasers and £48,339,176 on behalf U.K. ticket purchasers.

In re K-Dur Antitrust Litigation Civil File No. 01-1652(JAG), District of New Jersey. Reinhardt Wendorf & Blanchfield was class counsel and participated in discovery in this antitrust market allocation class action alleging unlawful agreements between Schering-Plough Corporation, Upsher-Smith Laboratories and American Home Products Corporation related to extended-release potassium chloride tablets and capsules.

Kleen Products, LLC, et al v. Packaging Corporation of America, et al., Court File No. 10-cv-5711, Northern District of Illinois Reinhardt Wendorf & Blanchfield serves as class counsel participating in extensive discovery projects in this pending class action alleging violation of federal antitrust laws.

In re Linen Services Antitrust Litigation, Court File No. 03-cv-7823-GEL, Southern District of New York. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the linen services industry. Counsel negotiated settlements in the amount of \$6.3 million in cash and \$2.9 million in vouchers on behalf of the plaintiff class.

In re Linerboard Antitrust Litigation, Court File No. 99-CV-2549, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield served on the expert witness committee and participated in extensive discovery in this antitrust class action alleging the manufacturers of corrugated linerboard conspired to fix prices on a nationwide level. The Plaintiff class recovered over \$200 million in settlements.

Marcus Corporation v. American Express, Court File No. 04-05432, Southern District of New York. Reinhardt Wendorf & Blanchfield is co-lead counsel in this pending anti-trust case challenging the tying of credit cards to charge cards.

McDonough, et al v. Toys "R" Us, Inc., et al, Court File No. 06-cv-0242-AB, Eastern District of Pennsylvania. The firm is class counsel and participated in substantial discovery in this pending class action alleging antitrust violations in the baby products market. Settlements totaling \$35.5 have been obtained on behalf of the plaintiff class.

In Re: Medical X-Ray Film Antitrust Litigation, Court File No. CV-93-5904 (CPS), Eastern District of New York. The firm was on the executive committee in

this national class action alleging price fixing in the medical x-ray film industry. The Plaintiff class recovered \$39,360,000 in settlements.

In re Milk Products Antitrust Litigation, *Master File No. 3-96-458, District of Minnesota*. The firm was on the steering committee of this Minnesota antitrust case alleging a regional conspiracy to fix the price of milk.

In re Monosodium Glutamate Antitrust Litigation, *Master File No.00-1328 (PAM/JGL, District of Minnesota)*. Reinhardt Wendorf & Blanchfield participated in extensive document review in the antitrust case against the producers of MSG. The plaintiff class recovered over \$150,000,000 in settlements.

In re NASDAQ Market Makers Antitrust Litigation, *Court File No. 94 Civ. 3996 (RWS ,Southern District of New York)*. The firm performed substantial work representing the class in this case alleging market manipulation by the market makers in the National Association of Securities Dealers. Over \$1 billion in settlements was recovered on behalf of the plaintiff class.

In re NCAA Student-Athlete Name and Likeness Licensing Litigation, *Court File No. 09-cv-1967, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging *per se* violations of federal antitrust laws by engaging in a price-fixing conspiracy and a group boycott/refusal to deal that has unlawfully foreclosed class members from receiving compensation in connection with commercial exploitation of their images following their conclusion of intercollegiate athletic competition.

In re Online DVD Rental Antitrust Litigation, *Court File No. 09-md-2029, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel and has participated in extensive discovery in this pending class action alleging monopolization and illegal restraint of trade in the on-line DVD rental market.

In re Optical Disk Drive Products Antitrust Litigation, *Court File No. 10-md-2143, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging violation of federal antitrust laws in the optical disk drive market.

In re OSB Antitrust Litigation, *Master File No. 06-CV-00826 (PSD), Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging a conspiracy to fix the price of OSB board. RWB worked with the experts, participated in extensive discovery and was in charge of the discovery efforts against one of the defendants. The plaintiff class recovered over \$120,000,000 in settlements.

In Re: Packaged Ice Antitrust Litigation, *Court File No. MDL 1952*. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a national conspiracy to fix the price of packaged ice.

In re Payment Card Interchange Fee And Merchant Discount Antitrust Litigation, *MDL 05-1720 (JG)(JO)*, *Eastern District of New York*. RWB is co-lead counsel of a subset of allegations against Visa and Mastercard and is participating in extensive discovery in this massive anti-trust case against the issuers of credit cards.

Performance Labs, Inc., et al. v. American Express Co., et al., *Case No. 06-cv-2974 (SWK)*, *Southern District of New York*. Reinhardt Wendorf & Blanchfield is co-lead counsel in this case alleging that the restrictions placed on merchants by American Express are antitrust violations.

In re Photochromic Lens Antitrust Litigation, *Court File No. 10-md-2173*, *Middle District of Florida*. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging violation of federal antitrust laws.

In re Plastic Cutlery Antitrust Litigation, *Master File No. 96-728*, *Eastern District of Pennsylvania*. The firm was co-lead counsel in this national antitrust case alleging the major manufacturers of plastic cutlery engaged in a horizontal agreement to fix prices. The Plaintiff class recovered over \$1.1 million in settlements.

In Re: Plastic Tableware Antitrust Litigation, *Master File No. 94-CV-3564 (United States District Court, Eastern District of Pennsylvania)* The firm was co-lead counsel in this national antitrust case alleging the major manufacturers of injection molded plasticware engaged in a horizontal agreement to fix prices. Plaintiff class recovered \$9 million in settlements.

In re Polypropylene Carpet Antitrust Litigation, *Master File No. 4:95-CV-193-HLM*, *MDL Docket No. 1075*. The firm was on the executive committee and participated in extensive discovery in this national antitrust case alleging price fixing of polypropylene carpet. The plaintiff class recovered over \$7 million in settlements.

In re Polyurethane Foam Antitrust Litigation, *Court File No. 10-md-2196 (JZ)*, *Northern District of Ohio*. Reinhardt Wendorf & Blanchfield serves as class counsel in this antitrust class action alleging violation of federal antitrust laws.

In re: Potash Antitrust Litigation, *Court File No. 3-93-197*, *District of Minnesota*. The firm served a co-lead counsel in this national antitrust class action alleging the major producers of potash conspired to artificially inflate prices.

In re Pressure Sensitive Labelstock Antitrust Litigation, MDL No. 1556. Reinhardt Wendorf & Blanchfield was class counsel and has participated discovery in this antitrust case alleging price fixing in the pressure sensitive label industry. Settlements of \$46.5 million have been recovered on behalf of the plaintiff class.

In re Publication Paper Litigation, Court File No. 3:04-MD-1631, District of Connecticut. Reinhardt Wendorf & Blanchfield is class counsel in this nationwide antitrust case alleging price fixing of coated and uncoated magazine paper.

In re Refrigerant Compressors Antitrust Litigation, Court File No. 02-md-02042, Eastern District of Michigan. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging a conspiracy to fix, raise, maintain and/or stabilize prices of, and allocate the worldwide market for, hermetically sealed refrigerant compressors.

In re Rubber Chemicals Antitrust Litigation, Court File No. 02-19278, Hennepin County District Court). Reinhardt Wendorf & Blanchfield served on the discovery and expert witness committees in this indirect purchaser antitrust class action, and served as lead counsel for the Minnesota case. As lead counsel, Garrett Blanchfield obtained a unanimous reversal of defendants' motion to dismiss from the Minnesota Supreme Court. *Lorix v. Crompton Corp., et al*, 734 N.W.2d 619 (Minn. 2007). The plaintiff class recovered \$3,798,225 in settlements.

Seiver et al. v. Time Warner, Court File No. 03-CV-7747, Southern District of New York. Reinhardt Wendorf & Blanchfield was co-lead counsel in this antitrust class action alleging Time Warner entered into illegal tying arrangements which required its subscribers to lease unwanted cable modems as part of their subscription fee for cable modem high-speed internet access.

In re Static Random Access Memory (SRAM) Antitrust Litigation, Court File No. 07-cv-01819-CW, Northern District of California. The firm was class counsel in this class action case alleging a national conspiracy to fix the price of SRAM, a type of computer chip. Over \$76 million in settlements has been recovered on behalf of the plaintiff class.

In Re: TFT-LCD (Flat Panel) Antitrust Litigation, Court File No. M: 07-1827 SI, MDL No. 1827, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel and is participating in extensive discovery in this pending antitrust case alleging a national conspiracy to inflate and stabilize the prices of Thin-Film Transistor Liquid Crystal Displays.

In re Transpacific Passenger Air Transportation Antitrust Litigation, Court File No. 07-cv-5634, Northern District of California. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging a long-running

international conspiracy to fix the prices of trans-Pacific air passenger transportation and the fuel surcharges on this transportation.

Universal Delaware, Inc., d/b/a Gap Truck Stop v. ComData Corporation, Court File No. 07-cv-1078-JKG-HSP, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield is class counsel and is participating in discovery in this pending class action case alleging ongoing anti-competitive conduct.

In re Urethane Antitrust Litigation, Court File No. 04-1616, District of Kansas. Reinhardt Wendorf & Blanchfield represents the class in this ongoing antitrust class action alleging price fixing in the sale of urethane and urethane chemicals.

In re Vitamins Antitrust Litigation, Court File No. 99-197 (TFH), District of Columbia. Reinhardt Wendorf & Blanchfield was class counsel and participated in extensive discovery in this national antitrust case alleging price fixing in the bulk vitamins industry. This case recovered over \$1 billion in settlements from several of the defendants.

SECURITIES CLASS ACTION LITIGATION

The attorneys of Reinhardt Wendorf & Blanchfield are well-known for their class action securities litigation practice. The firm has represented classes of shareholders throughout the country, recovering millions of dollars for defrauded shareholders. Reinhardt Wendorf & Blanchfield aggressively pursues these cases on behalf of shareholders and other victims injured by corporate fraud, misrepresentation, breaches of fiduciary duty, and other financial wrongdoings. Some of the securities cases in which the firm played a significant role are:

Bruce Bosshart et. al v. Manugistics Group, Inc., File No. 98-CV-1504, District of Minnesota. The firm served as co-lead counsel in this securities fraud class action that recovered \$2 million on behalf of the plaintiff class.

In re Ceridian Corporation Civil File No. 04-CV-03704-MJD-JGL, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities fraud class action.

Unger v. Chrmonimed, Inc. et al Civil Action No.: MC 04-12272, Hennepin County. Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota securities fraud class action.

In Re Computer Learning Centers Securities Litigation, File No. 98-859-A, Eastern District of Virginia. The firm was co-lead counsel in the securities class action alleging violation of federal securities laws. Class counsel recovered over \$7.5 million in cash and stock on behalf of the plaintiff class.

Craig Anderson, et. al. v. EFTC Corporation, et al, File No. No. 98-CV-962, District of Colorado. The firm served as co-lead counsel in the securities class action that recovered \$6 million on behalf of the plaintiff class.

Don Blakstad et al v. Net Perceptions, Inc. et al, Master File No. 03-17820 District of Minn. The firm served as class counsel in this securities fraud class action.

In re Engineering Animation Securities Litigation, Court File No. 4-99-CV-10117, Central District of Iowa. The firm served as class counsel in this securities fraud class action that recovered \$7.5 million on behalf of the plaintiff class.

Long v. Eschelon Telecom, Inc. et al. Court File No.: 27-cv-07-6687, Hennepin County. Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota securities class action alleging self-dealing and breach of fiduciary duty. As a result of this case, the defendants agreed to make additional disclosures to shareholders.

In re Future Health Care Securities Litig., File No. C-9-95-180, Southern District of Ohio. Reinhardt Wendorf & Blanchfield served as class counsel in this securities class action that recovered \$5.75 million in settlements on behalf of the plaintiff class.

In re Gander Mountain Securities Class Action, Court File No. 05-CV-0183 DWF/JSM, District of Minnesota. Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Scott Halliday, et al. v. Lawson Software, Court File No. 62-cv-3669, Ramsey County. Reinhardt Wendorf & Blanchfield served as liaison counsel in this Minnesota direct shareholder class action for breach of fiduciary duty related to the takeover of Lawson Software by CGC Software Holdings. As a result of this case, the defendants agreed to make additional disclosures to shareholders.

Hennepin County 1986 Recycling Bond Litigation, Master File CT 92-22272, Hennepin County. Reinhardt Wendorf & Blanchfield was class counsel and served on the executive committee in this Minnesota class action representing

bondholders who alleged improper redemption. The plaintiff class recovered over \$10.6 million in settlements.

In re Imperial Credit Industries, Inc., Securities Litigation, Case No. CV 98-8842 SVW, Central District of California. Reinhardt Wendorf & Blanchfield served as co-lead counsel in this securities fraud class action.

International Union of Operating Engineers, Local 132 Pension Plan v. International Multifoods Corp., et al. Case No. CV 04-1361, Hennepin County. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities class action alleging breach of fiduciary duty related to the merger between International Multifoods Corp. (IMC) and Smucker. As a result of this class action, IMC agreed to include additional information in the Registration Statement related to the merger.

Jim Pierce, et al. v. Americredit Corp., et al., Master File No. 4:03-CV-026-Y, Northern District of Texas. Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Joshua Teitelbaum v. Rural Cellular Corporation, et al., Court File No.: 21-CV-07-1145, Douglas County. Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota stockholder class action alleging breach of fiduciary duty related to the sale of Rural Cellular Corporation to Verizon Communications. As a result of this litigation, Defendants agreed to make additional significant disclosures about the transaction.

Kirk Dahl, et al. v. Charles Schwab & Co., Inc., 524 N.W.2d 746 (Minn. 1994) Reinhardt Wendorf & Blanchfield was co-lead counsel in this class action alleging violations of stockbroker fiduciary duty.

In re Metris Securities Litigation, Court File No. 02-3677, District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action that settled for \$7,500,000.

In re Nash Finch Securities Litigation, Court File No. 05-02934 ADM-AJB, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this class action alleging violations of the Securities Exchange Act of 1934. The plaintiff class received \$6,750,000 in settlements.

In re Navarre Corp. Securities Litig., Court File No.: 05-1151-PAM-RLE, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison class counsel in this securities fraud class action that recovered \$4,000,000 on behalf of the class plaintiffs.

In re Pemstar Securities Litigation, *Court File No.02-1821, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as liaison class counsel in this securities fraud class action that settled for \$12,000,000.

In re Piper Funds, Inc. Institutional Government Income Portfolio Litigation, *Court File No. 3-94-587, District of Minnesota*. The firm performed substantial work representing the class in this national class action alleging violation of federal securities laws. Settlements totaling \$70 million were recovered on behalf of the plaintiff class.

In re Powerwave Technologies Inc. Securities Litigation, *Court File No. SACV-98-605-GLT (Eex), Central District of California*. The firm served as co-lead counsel in this national securities class action that recovered \$3 million on behalf of the plaintiff class.

In re Putnam Mutual Funds Investment Litigation, *MDL Docket No. 1590*. Reinhardt Wendorf & Blanchfield served as class counsel in this mutual fund timing class action which recovered \$3,225,500 in settlements for the plaintiff class.

Reinhardt et al. v. Strong, et al, *Court File No. 03-CV-7438(PKC) Southern District of New York*. Reinhardt Wendorf & Blanchfield served as class counsel in this mutual fund timing class action. \$13,678,500 in settlements was recovered on behalf of the plaintiff class.

In re Retek Securities Litigation, *Court File No. 02-CV-4209, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Rowe v. St. Paul Travelers Companies, Inc., *Court File No. 04-cv-4576-JRT-FLN, District of Minnesota*. Reinhardt Wendorf & Blanchfield was liaison counsel in this derivative case which resulted in changes to the company's Corporate Governance Policy.

In re Rural Cellular Litigation, *Court File No. 03-CV-121, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action.

Sailors v. Northern States Power Co., *Court File No. CV 3-91-479, District of Minnesota*. The firm served as co-lead counsel in this securities fraud class action.

In re the Sportsman's Guide, Inc. Litigation. *Court File No. 19-C6-06-7903, Dakota County*. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities class action alleging breach of fiduciary duty related to the acquisition of

Sportsman's Guide, Inc. by Redcats USA, Inc. As a result of this litigation, Defendants agreed to make significant disclosures about the transaction.

In re SuperValu Securities Litigation, *Court File No. 02-CBV-1738, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as co-liaison counsel in this securities fraud class action. Over \$6,000,000 in settlements was recovered on behalf of the plaintiff class.

Svenningson v. Piper, Jaffray and Hopwood, et al., *File No. 3-85-921, District of Minnesota*. The firm was co-lead counsel in this securities class action alleging failure to perform due diligence. Plaintiff class recovered \$4,000,000 in settlements.

In re St. Paul Companies Securities Litigation, *Court File No. 02-3825, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as co-liaison counsel in this securities fraud class action. Over \$4,000,000 in settlements was recovered on behalf of the plaintiff class.

In re Stellant, Inc. Securities Litigation, *Master File No. CV-03-4384 RHK/AJB, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action that recovered \$12,000,000 for the Plaintiff class.

In re Transcrypt International Securities Litigation, *Master File No. 4:98-CV-3099, District of Nebraska*. Reinhardt Wendorf & Blanchfield was co-lead counsel in this securities fraud class action. The plaintiff class recovered \$3.85 million in cash and 4.46 million shares of common stock. An additional \$11.75 million in settlements was obtained from the accountants and underwriters.

In re Tricord Systems Inc. Securities Litigation, *Master File No. 3-94-746, District of Minnesota*. The firm was class counsel and served on the executive committee in this securities fraud class action.

In re United Health Group Incorporated PSLRA Litigation, *Court File No. 06-1691 JMR/FLN, District of Minnesota*. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities class action that recovered \$925,500,000 in settlements on behalf of the class in addition to significant corporate governance reforms.

In re Xcel Securities, Derivative & "ERISA" Litigation, *Master File No.02-2677(DSD/FLN), District of Minnesota*. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action. Class counsel negotiated a settlement in the amount of \$80,000,000 for the plaintiff class.

CONSUMER AND RICO LITIGATION

The attorneys of Reinhardt Wendorf & Blanchfield have zealously protected consumer rights in state and federal courts, including the United States Supreme Court. Cases the firm has successfully litigated include deceptive acts and practices in the areas of lending, false and deceptive advertising, fraud, breach of contract, misrepresentation, unsafe food, dishonest and deceptive marketing practices, invasion of privacy issues, and other violations of consumers' rights. Some of the consumer and RICO cases in which the attorneys of Reinhardt Wendorf & Blanchfield played a significant role are:

Boyd Demmer, et al v. Illinois Farmers Insurance Group, Court File No. MC 00-017872, Hennepin County District Court. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. As a result of this litigation, counsel obtained refunds of a portion of the PIP premiums paid by class members.

Buchet, et al. v. ITT Consumer Financial Corporation, et al., File No. 3-91-809, District of Minnesota. The firm served as co-lead counsel in this national consumer class action alleging RICO violations and forgery. Counsel recovered \$6.4 million in settlements on behalf of the plaintiff class.

Camp v. the Progressive Corporation, et al. Civil Action No. 01-2680 Eastern District of Louisiana. The firm served as class counsel and participated in significant discovery in this class action alleging violation of state overtime laws. The plaintiff class recovered over \$6,000,000 in settlements.

In re Conagra Peanut Butter Products Liability Litigation, Court File No. 07-mdl-1845 TWT (United States District Court, Northern District of Georgia). Reinhardt Wendorf & Blanchfield served as class counsel in this product liability class action related to peanut butter that was contaminated with salmonella. Millions of dollars in settlements were paid out to individual claimants.

Denton v. Newell Window Furnishings, Inc., Court File No. 97CH01556, Cook County, Illinois). The firm served as co-lead counsel in this product liability class action related to lead contained in vinyl mini blinds.

Elliot v. ITT, et al., *Court File No. 90-C-1841, Northern District of Illinois*. The firm served as lead counsel in this consumer class action alleging RICO violations and insurance packing.

Frankle v. Best Buy Co., Inc., *Court File No. 08-cv-5501 JRT/JJG, District of Minnesota*. The firm was liaison counsel in this consumer class action alleging the improper installation and venting of dryers in consumer homes. As a result of this case, Best Buy agreed to replace improper dryer venting with heavy metal or semi-rigid duct vent at no cost to the consumer or to reimburse class members their reasonable out-of-pocket expenses if they have already replaced the improper venting.

Gerriets et al v. Western National Mutual Insurance Company, *Court File No. MC 00-016563, Hennepin County District Court*). Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Good v. Ameriprise Financial, Inc., et al, *Court File No. 06-CV-1027 DWF/SRN, District of Minnesota*. Reinhardt Wendorf & Blanchfield was class counsel in this consumer class action related to the payment of commissions.

H. J. Inc. v. Northwestern Bell Telephone Co., 492 U.S. 229, 109 S.Ct. 2893 (1989) Mark Reinhardt served as lead counsel and both briefed and successfully argued before the Supreme Court of the United States in this national consumer class action alleging RICO bribery. (H.J., Inc. v. Northwestern Bell, 109 U.S. 2893 (1989))

Hamline Park Plaza Partnership, et al. v. Northern States Power Company, *Court File No. CT 95-004816 Hennepin County District Court*. The firm served as lead counsel in this Minnesota class action alleging consumer fraud and deceptive trade practices related to Northern States Power's Lighting Retrofit Program.

Hara v. USAA Casualty Insurance Company, *Court File No. 10-cv-3944, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Hawkins v. Thorp Loan Credit & Thrift Company, *File No. 85-6074, Hennepin County District Court*. The firm served as lead counsel in this Minnesota consumer class action alleging violation of the Minnesota Small Loan Act. Counsel obtained over \$47 million in cash refunds and product discounts on behalf of the plaintiff class.

In Re High Carbon Concrete Litigation, *File No.: 97-20657, Hennepin County District Court*. The firm was lead counsel in this consumer case brought on behalf of a class of approximately 1000 class members alleging violations of the Minnesota Deceptive Trade Practices Act and the Minnesota Prevention of Consumer Fraud Act. The class-wide settlement provided for complete replacement of the defective concrete application at no cost to the consumer.

Hohn v. ITT, *Court File No. 4-87-808, District of Minnesota*. The firm served as lead counsel in this RICO and consumer fraud class action.

In re Jetblue Airways Corp. Privacy Litigation, *MDL Docket No. 1587*. Reinhardt Wendorf & Blanchfield served as class counsel in this consumer privacy class action.

Johnson v. American Family Mutual Insurance Company, *Court File No. 10-cv-4224, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Joseph King v. The Home Depot, Inc. *Court File No. 1:04-00239-WQD, District of Maryland*. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging improper assignment of credit card payments. \$4 million in settlements was recovered for the plaintiff class.

Kluessendorf v. Progressive Preferred Insurance Company, *Court File No. 10-cv-3945, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Lynette Lijewski, et al. v. Regional Transit Board, et al., *Court File No. 4-93-Civ-1108, District of Minnesota*. The firm served as co-lead counsel in this Minnesota class action alleging violations of the Americans with Disabilities Act. Counsel obtained significant therapeutic relief as well as a cash settlement on behalf of the plaintiff class.

Naficy et al v. Sprint Spectrum, L.P., *Civil File No. CV-98-4093 CBM (Shx), Central District of California*. The firm was lead counsel in this California class action alleging the Sprint PCS wireless network had not been developed to a sufficient level to allow Sprint PCS to meet anticipated demand and, as a result, the quality of service did not meet the level of quality promised in Sprint PCS

advertisements. The plaintiff class settled with Sprint for restitution totaling 10% of the total air time charges up to \$20 per account, for a specified month.

Nelson v. Citibank, *Court File No. 4-29-287, District of Minnesota*. The firm served as lead counsel in this national consumer class action alleging violations of the National Bank Act.

In re Northwest Privacy Litigation, *Civil File No. CV 04-0126, District of Minnesota*. The firm was lead counsel in this consumer class action alleging release of confidential customer information in violation of the Electronic Communications Privacy Act, 18 U.S.C. §2701 *et seq.*, and state and federal law.

Leonard & Eileen Olson, et al v. American Family Mutual Insurance Company, *Court File No. MC 00-016519, Hennepin County District Court*. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Palmer v. Illinois Farmers Insurance Company, *Court File No. 10-cv-3956, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Park v. Konica Minolta Photo Imaging, I.S.A., Inc., *File No. 2:05-cv-5519(HAA), District of New Jersey*. Reinhardt Wendorf & Blanchfield served as lead counsel in this national consumer case alleging the deceptive marketing of defective digital cameras. The relief provided in the settlement extended the warranty period with respect to the defective product and, class members received repair of the defective product; reimbursement for the cost of repairs if the consumer had already had the camera repaired; or a partial reimbursement of costs if the consumer bought a new digital camera (regardless of manufacturer).

In re Pet Food Products Liability Litigation, *MDL Docket No. 1850*. Reinhardt Wendorf & Blanchfield served as class counsel in this products liability class action alleging contaminated pet food products caused the illness and/or death of thousands of cats and dogs across the United States. \$24,000,000 in settlements was recovered on behalf of the plaintiff class.

Rathbun v. W.T. Grant, 219 N.W.2d 641 (Minn. 1974). Mark Reinhardt served as lead counsel in this consumer class action alleging usury. The case was one of the first class actions brought under the new rules in Minnesota.

Raymond Arent et al v. State Farm Mutual Automobile Insurance Company, Court File No. MC 00-016521, Hennepin County District Court. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel settled the case and obtained refunds of a portion of the PIP premiums paid by class members.

In Re Salmonella Litigation, File No. PI94-016304, Hennepin County District Court. The firm served as lead counsel in this national consumer class action filed on behalf of individuals who became ill after consuming salmonella bacteria contained in ice cream. Plaintiff class recovered approximately \$4.5 million in settlements for the plaintiff class.

In Re Schmitt Music Litigation, File No. 3-93-116, District of Minnesota. The firm served as lead counsel in this consumer class action alleging RICO and usury violations in the state of Minnesota related to the Defendant's "Instrument Trial Purchase Plan" which was marketed to the parents of students in school band programs. The Plaintiff class recovered \$2.5 million in settlements.

Streich v. American Family Mutual Ins. Co., 399 N.W.2d 210 (Minn. Ct. App. 1987). The firm served as lead counsel in this consumer class action alleging consumer fraud. Counsel obtained a substantial settlement for the class.

Sutton v. FCA Restaurant Company LLC, Court File No. 08-cv-5122(ADM/JJK), District of Minnesota. Reinhardt Wendorf & Blanchfield was class counsel in this class action related credit card numbers and expiration dates being printed on customer receipts in violation of the Fair Credit Reporting Act. Class members received vouchers for free food at defendant's restaurants to settle the case.

In re Synthroid Marketing Litigation, Court File No. 97 C 6017, MDL 1182, Northern District of Illinois. Reinhardt Wendorf & Blanchfield served as class counsel and participated in extensive discovery in this class action related to the marketing of thyroid medication. Over \$87 million in settlements were paid out to the plaintiff class.

Tripp, et al. v. Aetna, et al., Court File No. 90-0008JC, District of New Mexico. The firm served as lead counsel in this consumer class action alleging violations of the small loan act and RICO violations.

In re U.S. Bancorp Litigation, Master File No. 99-891, District of Minnesota. The firm served as co-lead counsel in this national consumer class action alleging breach of fiduciary duty in the release of personal customer data. Counsel obtained a settlement of \$5 million in cash and product refunds on behalf of the plaintiff class.

In re Volkswagen and Audi Warranty Extension Litigation, Court File No. 07-md-1790, District of Mass. Reinhardt Wendorf & Blanchfield served as class counsel in the national consumer fraud case related to defendant's defective design of the 1.8 litre turbo-charged engines found in model year 1997-2004 Audi vehicles and model year 1998-2004 Volkswagen Passat vehicles. As a result of the litigation, the defendant agreed to reimburse class members 50-100% of their out-of-pocket costs for oil sludge related engine repairs and replacements and reasonable related expenses.

Yost, et al v. Allstate Insurance Company, Court File No. MC 00-016522, Hennepin County District Court. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

ATTORNEY BIOGRAPHIES

Mark Reinhardt

Mark Reinhardt is a founding partner in Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, Mark Reinhardt co-founded Reinhardt & Anderson in 1979. He is a 1971 graduate of Columbus School of Law, Catholic University of America, and recipient of the Reginald Heber Smith Fellowship in 1971 and again in 1972. The Fellowship allowed him to work in the area of significant class action litigation. He is admitted to practice in the Supreme Court of Minnesota and is a member of the bars of the Supreme Court of the United States, the Courts of Appeals for the Second, Third, Fourth, Sixth, Eighth and Ninth Circuits, the District of Minnesota, Eastern and Western Districts of Wisconsin and the District of Columbia.

For the last 35 years, Mr. Reinhardt has devoted a major amount of his practice to complex commercial and class action litigation. He has tried jury cases to verdict in several different areas of law, including class action/antitrust. He has taken an active role in numerous regional and national class actions and has served as lead counsel or a member of the executive committees of many of these actions. He has briefed and argued these cases at all federal levels, including the United States Supreme Court (H.J., Inc. v. Northwestern Bell, 109 U.S. 2893 (1989)). He has also been employed on a nationwide basis as a consultant on class action and RICO issues and has testified on the RICO statute before the U.S. Senate Judiciary Committee. For over ten years, Mr. Reinhardt's peers have named him a "Leading Minnesota Attorney" in the area of antitrust litigation.

Mr. Reinhardt was an adjunct Professor of law at William Mitchell College of Law and has taught many Continuing Legal Education courses in complex business litigation, racketeering, class actions, and antitrust. He is a member of the advisory board of the Civil RICO Report, a BNA publication. He has published in the areas of RICO and class action litigation. His writings include: Streich v. American Family: Anatomy of a Class Action, 12 Minn. Trial Law. 15 (Fall 1987); The Pattern of Pattern - Cases Post-H.J. Inc., 5 Civ. RICO Rep. 5 (March 6, 1990); The RICO Act, Public Utilities Fortnightly, July 1991; Coming out of the Trenches with RICO, (M.T.L.A. May 1992); Complex Commercial Litigation, (Business Torts, SC Bar-CLE Division, September 1994); When and How to Settle Class Actions (Minnesota State Bar Association CLE, March 1996); and Review of an Antitrust Class Action, (Minnesota State Bar Association CLE, November 1999); Management of the Large Case and Current Class Action Issues: Plaintiff's Perspective, (Minnesota Institute Legal Education, September 2000); Review of Nationwide Antitrust Practice (South Carolina Bankruptcy Association, February 2005) and Class Actions 101, Lunch & Learn (South Carolina Bar Association, June 2009.)

Mark A. Wendorf

Mr. Wendorf is a founding partner in Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, Mr. Wendorf was a partner in the law firm of firm Reinhardt & Anderson. Mr. Wendorf is a 1986 graduate of William Mitchell College of Law, St. Paul, Minnesota. He practices in the areas of class action antitrust and consumer litigation, and insurance law. His practice includes both trial and appellate work in state and federal courts across the country. Mr. Wendorf served as trial counsel in one of the few antitrust class actions tried in the past 10 years. In addition to his trial and appellate court experience, Mr. Wendorf has written and lectured extensively on issues involving the applicability and reform of statutes of limitation. His writings include: *The First Amendment: Churches Seeking Sanctuary for the Sins of the Fathers*, 31 *Fordham Urb. L.J.* 617 (2004).

Garrett D. Blanchfield

Mr. Blanchfield is a founding partner in the law firm of Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, he was a partner in the St. Paul, Minnesota law firm of Reinhardt & Anderson. He has litigated class actions for more than 15 years with a focus on antitrust, securities and consumer cases. He is a 1990 graduate of Hamline University School of Law, where he was the Production Editor for the *Hamline Journal of Public Law and Policy*. Mr. Blanchfield interned with the Minnesota Court of Appeals Judge Doris Huspeni and also interned in the Canadian Department of Justice. Mr. Blanchfield was admitted to the Minnesota Bar in 1990. Upon graduation from law school, Mr. Blanchfield clerked for Minnesota District Court Judge Robert G. Schiefelbein. Mr. Blanchfield has taught legal writing at a local law school and lectured at a securities law CLE. In 2007, he obtained a unanimous reversal of a Minnesota Court of Appeals decision that limited the standing of indirect purchasers under Minnesota's Antitrust Act, *Lorix v. Crompton Corp., et al*, 734 N.W.2d 619 (Minn. 2007). In *Robertson v. Sea Pines Real Estate Co.*, ___ F.3d. ___ (4th Cir., 2012), Mr. Blanchfield successfully argued to the 4th Circuit in support of a District Court decision denying Defendant's motions to dismiss a pair of cases alleging violations of the Sherman Act.

Brant D. Penney

Mr. Penney began working as an associate at Reinhardt & Anderson in 2002 and joined Reinhardt, Wendorf & Blanchfield in June, 2003. A 2002 graduate of William Mitchell College of Law, Mr. Penney was a participant and member of the Rosalie E. Wahl Moot Court Team. Mr. Penney graduated from the University of Wisconsin-Eau Claire in 1997 with a B.S. in Political Science Legal Studies Track. He currently practices in the areas of class action antitrust, consumer litigation and securities law. He also has represented victims and survivors of sexual abuse by clergy, medical/mental health professionals, teachers and other such authority figures and employees in claims of race, gender and age discrimination and harassment. Mr. Penney has been involved in numerous aspects of litigation at the state and federal level. He also published the following article: *The First Amendment: Churches Seeking Sanctuary for the Sins of the Fathers*, 31 *Fordham Urb. L.J.* 617 (2004).

Roberta A. Yard

Ms. Yard joined Reinhardt Wendorf & Blanchfield in 2006. Ms. Yard had previously worked for Heins, Mills & Olson and Hammagren & Meyer. She was admitted to the bar in 2002. Ms. Yard graduated from Winona State University in 1991, *magna cum laude*, with a B.S. in Sociology/Criminal Justice, and from Santa Clara University School of Law in 2002, where she was the Editor-in-Chief of the Santa Clara Law Review. Ms. Yard practices primarily in the areas of antitrust and securities fraud class action litigation, and has experience in nearly all aspects of litigation in both state and federal court.

Lisa Neal Hayes

Mrs. Hayes began working as an associate with Reinhardt, Wendorf & Blanchfield in May, 2007. Mrs. Hayes had previously worked with Whatley Drake & Kallas of Birmingham, Alabama. She was admitted to the bar in 2004. Mrs. Hayes graduated from Auburn University in 2000 with a B.S. in Human Development and Family Studies and from Cumberland School of Law in 2004. Mrs. Hayes practices primarily in the area of antitrust class action litigation.

Gerard A. Shannon

Mr. Shannon joined Reinhardt Wendorf & Blanchfield in 2006. He was admitted to the bar in 1985. A 1982 graduate of Hamline University School of Law, Mr. Shannon attended Manhattan College and graduated in 1979 with a B.S. in Finance. Mr. Shannon practices primarily in the area of antitrust class action litigation and specializes in the discovery aspects of the litigation. He has worked extensively on In Re: TFT-LCD (Flat Panel) Antitrust Litigation, In re American Express Consolidated Merchants Litigation, and Kirk Dahl et al., v. Bain Capital Partners LLC, et al.

Harvey Eckart

Mr. Eckart has over twenty years experience in class action litigation. While at the firm Reinhardt & Anderson in St. Paul, from 1991 to 2002, where he was a partner, he actively participated in all facets of class action litigation, in antitrust, securities and consumer actions, including cases in which the firm was lead and co-lead counsel. In 2002 he started his own firm, representing plaintiffs in litigation in arbitration, state and federal court, focusing on cases in the financial services sector. He has remained active in class action litigation work, particularly antitrust, working predominantly in that field since 2010.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name: Reinhardt Wendorf & Blanchfield****Reporting Period: Inception through December 13, 2013**

EXPENSE	AMOUNT
Litigation Fund	50,000.00
Travel/Hotel/Meals	0
Copying/Printing Fees	12.00
Research	27.52
Telephone/Teleconference/Fax	4.17
FedEx/Messengers/Postage	4.54
Court Fees	
Other (describe) LuciData Fees	10,024.36
TOTAL	\$60,072.59

EXHIBIT 15

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF NATALIE FINKELMAN BENNETT, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Natalie Finkelman Bennett, declare as follows:

1. I am a partner at the law firm of Shepherd, Finkelman, Miller & Shah, LLP. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- investigation of facts;
- legal research;
- drafting of subpoenas, negotiating and communications with third party counsel re: document production, review of documents responsive to subpoenas;
- review and analysis of pleadings in matter, including motion to dismiss;
- online review and analysis of defendant documents at direction of lead counsel; and
- ongoing communications with co-counsel re: case status.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.sfmslaw.com.

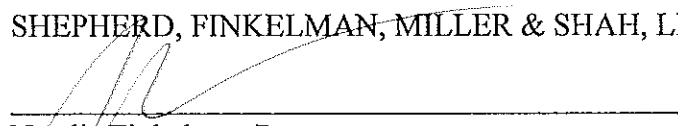
6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 352.35 hours. The total lodestar, at current billing rates, for my

firm for this period is \$165,251.75. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$12,029.07.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

SHEPHERD, FINKELMAN, MILLER & SHAH, LLP



Natalie Finkelman Bennett

Dated: April 16, 2014

EXHIBIT 1

**Trucker Fleet Cards
Time Report and Lodestar Summary - Inception Through December 31, 2013**

SHEPHERD, FINKELMAN, MILLER & SHAH, LLP

PROFESSIONAL	HOURS	BILLABLE RATE	TOTALS
Natalie F. Bennett	36.1	\$700	\$ 25,270.00
Betsy Ferling-Hitriz	.8	\$185	\$ 148.00
Patrick Klingman	50.7	\$550	\$ 27,885.00
Pamela L. Mauger	3.5	\$185	\$ 647.50
Sue Moss	.25	\$185	\$ 46.25
Tali Segal	259.80	\$425	\$110,415.00
James C. Shah	.2	\$700	\$ 140.00
Scott Shepherd	1.0	\$700	\$ 700.00
TOTALS	352.35		\$165,251.75

EXHIBIT 2

Natalie Finkelman Bennett
Pennsylvania Office
Telephone: 610-891-9800
Facsimile: 866-300-7367
Email: nfinkelman@sfmslaw.com

Natalie Finkelman Bennett joined SFMS in 2000. She is admitted to practice law in the State of New Jersey, as well as the Commonwealth of Pennsylvania and numerous federal courts, including the United States District Courts for the United States District Courts for the District of New Jersey and Eastern District of Pennsylvania, and in the United States Courts of Appeal for the Third and Ninth Circuit. In addition to these courts and jurisdictions, Natalie has worked on cases with local and co-counsel across the country and worldwide.

Natalie concentrates her practice on antitrust, consumer and insurance litigation, as well as complex commercial matters. She also has significant experiencing representing clients in a wide variety of corporate governance, securities, employment benefit, wage/hour and unfair trade practices cases. In addition, Natalie represents clients in “whistleblower” cases brought under the United States False Claims Act. Finally, Natalie has significant experience representing physicians and physician groups in a wide variety of matters.

Natalie earned her undergraduate degree magna cum laude from the Pennsylvania State University in 1986 and was elected a member of Phi Beta Kappa Honor Society. Natalie earned her law degree magna cum laude from the Temple University School of Law in 1989. She served as the Managing Editor of the Temple Law Review. After clerking for former Chief Judge Farnan of the United States District Court for the District of Delaware, Natalie began working in private practice at Schnader Harrison Segal & Lewis in 1990. At Schnader, she practiced in many areas of complex commercial litigation, including product liability, insurance coverage and defense, antitrust, contract and commercial lease matters. In 1996, Natalie became an associate at the law firm of Mager Liebenberg & White, a well-known firm that specialized in class actions, where her practice was concentrated in antitrust and consumer protection class action litigation. In 1998, Natalie became a Partner in the law firm of Liebenberg & White.

Natalie is a member of the American Bar Association, Pennsylvania Bar Association, Philadelphia Bar Association and the National Association of Consumer Advocates. She also is a former member of the Pennsylvania Bar Association Commission on Women in the Profession and the Temple American Inn of Court. She resides in Wallingford, Pennsylvania with her family and is active in community affairs and charitable activities.

Tali J. Segal
Pennsylvania Office
Telephone: 610-891-9800
Facsimile: 866-300-7367
Email: tsegal@sfmslaw.com

Tali Joan Segal joined SFMS in 2003. Tali is admitted to practice law in the Commonwealth of Pennsylvania, as well as numerous federal courts, including the United States District Court for the Eastern District of Pennsylvania. In addition to these courts and jurisdictions, Tali has worked on cases with local counsel and co-counsel throughout the country.

Tali's practice is concentrated on representing clients in securities fraud, consumer fraud, unsuitable trading/churning cases and antitrust cases. She also was extensively involved in prosecuting the Average Wholesale Price (AWP) pharmaceutical multi-district litigation and other unfair trade practice cases.

Tali earned her undergraduate degree from Emory University (B.A. 1982), where she was elected a member of Phi Beta Kappa Honor Society and where she served as an award-winning editor-in-chief of the university newspaper, The Emory Wheel. She also served as an assistant to former President Jimmy Carter while at Emory. Tali earned her law degree from the National Law Center, George Washington University (J.D. 1986), following which she served an administrative law clerkship with the Honorable Ralph A. Romano of the U.S. Department of Labor. After her clerkship, Tali practiced as a commercial litigator and corporate transactional lawyer with the Philadelphia firms of Markowitz & Meo, P.C. (later Markowitz, Meo, Silberman & Raslavitch, P.C.) and Rawle & Henderson. She also established and was the managing attorney of Markovitz & Meo's New Jersey office. Prior to joining SFMS, Tali concentrated her practice in complex and general commercial, business and civil litigation, including construction law and bankruptcy law, and also served as an arbitrator for the Philadelphia Court of Common Pleas.

Tali resides in Fort Washington, Pennsylvania with her family and is involved in many community activities.

James C. Shah
Pennsylvania Office
Telephone: 610-891-9800
Facsimile: 866-300-7367
Email: jshah@sfmslaw.com

James C. Shah joined SFMS in 2000. He is admitted to practice law in the States of California, New Jersey, New York, Wisconsin, as well as the Commonwealth of Pennsylvania and numerous federal courts, including the United States District Courts for the Southern District of California, Eastern District of Pennsylvania, District of New Jersey, Eastern District of Wisconsin and the United States Court of Appeals for the Ninth Circuit. In addition to these courts and jurisdictions, Jim has worked on cases with local and co-counsel nationwide and internationally.

Jim concentrates his practice on antitrust, consumer and insurance litigation, as well as complex commercial and employment matters. He also has significant experience representing clients in a wide variety of corporate governance, securities, construction defect, employment and wage/hour cases. Finally, Jim has represented clients in a number of FINRA arbitrations and other proceedings, as well as in a variety of United States and international arbitral and other alternative dispute resolution forums.

Jim earned his undergraduate degree in Political Science from the University of Oregon and his law degree from Temple University School of Law. Jim was a member of Temple's nationally acclaimed Trial Team and also participated on Moot Court. Before joining the Firm, Jim practiced as a litigator in Philadelphia with Pelino & Lentz, P.C., where he concentrated his practice on employment and labor law, securities disputes and general commercial litigation. In 2000, Jim joined forces with Scott Shepherd at which time the Firm was created and, since that time, has been involved in all aspects of the Firm's practice.

Jim is a member of the New Jersey and Pennsylvania Bar Associations, as well as the American Association for Justice, the National Association of Securities and Consumer Attorneys. He resides with his family in Collingswood, New Jersey and is active in community, political and charitable activities.

Scott R. Shepherd
Pennsylvania Office
Telephone: 610-891-9800
Facsimile: 866-300-7367
Florida Office
Telephone: 954-515-0123
Facsimile: 866-300-7367
Email: sshepherd@sfmslaw.com

Scott R. Shepherd founded what is now known as SFMS in 2000. He is admitted to practice law in the States of Florida and Illinois, as well as in the Commonwealth of Pennsylvania and the United States District Courts for the Southern and Middle Districts of Florida, the Northern District of Illinois, the Eastern District of Pennsylvania, the United States Courts of Appeal for the Third, Fourth, Seventh and Eleventh Circuits, and the United States Supreme Court. In addition to these courts and jurisdictions, Scott has worked on cases with local and co-counsel throughout the country and worldwide.

Scott's practice is concentrated on representing clients in whistleblower, securities, consumer and False Claims Act cases. Scott also is experienced in handling a variety of antitrust, employment and other complex commercial matters. Finally, Scott has substantial experience representing clients in employee benefit, health and life insurance cases and other matters. In addition to his regular private practice, Scott also has handled a number of significant pro bono matters. He has represented clients in a number of political rights cases, including political asylum and voting rights actions. He has also handled numerous criminal appeals, including death penalty cases.

Scott earned his undergraduate degree summa cum laude from Westminster College in New Wilmington, Pennsylvania and his law degree from the University of Chicago Law School. Scott began his law practice in 1985 in Chicago, representing defendants in class action, securities and products liability litigation with one of the largest law firms in the country. Returning to Pennsylvania in 1989, Scott worked with a large Philadelphia corporate and defense law firm. He subsequently became a partner at Greenfield & Rifkin LLP, a well-known firm that handled significant class actions, before starting a predecessor firm in 1998.

Scott is a member of the American Association for Justice, the National Association of Securities and Consumer Attorneys, the American Health Lawyers Association, and the Palm Beach County and Delaware County Bar Associations. Scott is active in community, as well as political and charitable activities, and divides his time between the Firm's Pennsylvania and Florida offices.

EXHIBIT 3

Trucker Fleet Cards
Expense Report - Inception Through December 31, 2013

SHEPHERD, FINKELMAN, MILLER & SHAH, LLP

EXPENSE BREAKDOWN	COST
Litigation Fund Assessment	\$10,000.00
Fed Ex and Postage	\$ 77.79
Record Subpoenas	\$ 383.44
Ivize Invoice 10-3067	\$ 393.24
Internal Copying	\$ 317.00
Research Database Storage	\$ 857.60
TOTAL EXPENSES	\$12,029.07

EXHIBIT 16

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF Eugene Spector, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Eugene Spector, declare as follows:

1. I am a partner at the law firm of Spector Roseman Kodroff & Willis, P C. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Investigation of case facts and claims
- Review drafts of pleading including Complaint and Amended Complaint

- Attend Plaintiff Counsel organizational meetings and status conference calls
- Drafted subpoenas to Third Parties
- Attend Meet and Confers with Third Parties
- Perform legal research at behest of Lead Counsel regarding Third Parties
- Review and analyze defendant documents and code into case database

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.srkw-law.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 7,913 hours. The total lodestar, at current billing rates, for my

firm for this period is \$2,852,928.75. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$295,137.46.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Spector Roseman Kodroff & Willis, PC



Eugene Spector

Dated: April 7, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name:**Spector Roseman Kodroff & Willis, PC
Reporting Period: Inception through December 31, 2013

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Eugene Spector	P	14.75	\$750	\$11,062.50
Jay Cohen	P	15.25	\$650	\$9,912.50
David Felderman	P	146.25	\$575	\$84,093.75
William Caldes	P	1.75	\$625	\$1,093.75
Rachel Kopp	A	21.75	\$405	\$8,808.75
Mary Ann Geppert	A	4.25	\$425	\$1,806.25
David Siegel	C	7,701.75	\$355	\$2,734,121.25
Justin Andres	C	4.50	\$325	\$1,462.50
Gerri DeMarshall	PL	2.50	\$210	\$525.00
Alicia Sandoval	PL	.25	\$170	\$42.50
TOTALS		7913.00		\$2,852,928.75

P = Partner

C = Of Counsel

A = Associate

PL = Paralegal

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

SPECTOR ROSEMAN KODROFF & WILLIS

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
1818 MARKET STREET, SUITE 2500
PHILADELPHIA, PENNSYLVANIA 19103
(215) 496-0300
FAX (215) 496-6611
<http://www.srkw-law.com>
email: classaction@srkw-law.com

FIRM BIOGRAPHY

Spector Roseman Kodroff & Willis is a highly successful law firm with a nationwide practice that focuses on class actions and complex litigation, including securities, antitrust, consumer protection, and commercial claims. The firm is active in major litigation in state and federal courts throughout the country and internationally. The firm's reputation for excellence has been recognized by numerous courts which have appointed the firm as lead counsel in prominent class actions. As a result of the firm's efforts, defrauded consumers and shareholders have recovered billions of dollars in damages and implemented important corporate governance reforms. The firm is rated "AV" by Martindale-Hubbell, its highest rating for competence and integrity.

Judges throughout the country have recognized the Firm's contributions in class action cases:

- "Lead class counsel - Jeffrey Corrigan and the other lawyers from Spector Roseman Kodroff & Willis, P.C. - performed brilliantly in this exceptionally difficult case." *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa. Dec. 9, 2008);
- "[Class counsel] did a wonderful job here for the class and were in all respects totally professional and totally prepared. I wish I had counsel this good in front of me in every case." *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.) (approval hearing March 2, 2009);
- "I think perhaps the most important for the class is the recovery, and I think the recovery has been significant and very favorable to the class given my understanding of the risks in the litigation. And so perhaps that's always the starting point for judging and assessing the quality of representation. The class I think was well represented, in that it got a very significant recovery in the circumstances." *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.) (formerly known as Converium Holdings);
- "[O]utstanding work [of counsel] ... was done under awful time constraints" and the "efforts here were exemplary...under lousy time constraints." *In re Atheros Communications, Inc. Shareholder Litigation*, C.A. No. 6124-VCN (Del. Ch.);

- “Plaintiffs’ counsel have been excellent in this complex, hard-fought litigation and innovative in its notice program and efforts to find class members.” *New England Carpenters Health Benefits Fund v. First Databank, Inc.*, C.A. 05-11148 (D. Mass. Aug. 3, 2009);
- “Here, Plaintiffs’ counsel are highly experienced in complex antitrust litigation, as evidenced by the attorney biographies filed with the Court. . . . They have obtained a significant settlement for the Class despite the complexity and difficulties of this case.” *Stop & Shop Supermarket Co. v. SmithKline Beecham Corp.*, C.A. No. 03-4578 (E.D. Pa. May 19, 2005);
- “Counsel are among the most experienced lawyers the national bar has to offer in the prosecution and defense of significant class actions.” *In re Lupron Marketing and Sales Practices Litigation*, 345 F. Supp. 2d 135, 137-38 (D. Mass. 2004);
- “[T]he class attorneys in this case have worked with enthusiasm and have been creative in their attempt to compensate as many members of the consumer class as possible. . . . This Court has consistently noted the exceptional efforts of class counsel.” *In re Relafen Antitrust Litigation*, 231 F.R.D. 52, 80 (D. Mass. 2005);

Securities/Corporate Governance Litigation

SRKW’s securities practice group has actively managed important class actions involving securities fraud, winning not only significant damages but also important corporate governance reforms. Some of the Firm’s most notable cases include:

- *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.). SRKW was one of the co-lead counsel for the lead plaintiffs, who are European institutional bond holders, in this widely-known case, often called the “Enron of Europe.” This is a massive worldwide securities fraud action involving the collapse of an international dairy conglomerate, in which major financial institutions and accounting firms created schemes to materially overstate Parmalat’s revenue, income, and assets, and understate its considerable and expanding debt. The case has been heavily litigated for five years, resulting in settlements of \$98 million.

In addition, settlements with certain accounting firms provided that these defendants confirm their endorsement of specific corporate governance principles of behavior designed to advance investor protection and to minimize the likelihood of future deceptive transactions. This is the first time in a Section 10(b) case that shareholders were able to negotiate corporate governance measures from a defendant other than the issuer.

- *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.). SRKW is co-lead counsel for a class of investors, having achieved settlements on two continents of \$145 million.

- *In re Laidlaw, Inc. Bondholders Securities Litigation*, No. 3-00-2518-17 (D.S.C.). SRKW was a member of the Executive Committee in this complex accounting case which resulted in a settlement of \$42,875,000.
- *In re Abbott Laboratories, Inc. Derivative Shareholder Litigation*, C.A. No. 99-C 07246 (N.D. Ill.). SRKW was co-lead counsel for plaintiffs. The case was dismissed twice but reversed on appeal, and settled in 2004 for substantial corporate governance reforms funded by \$27 million from directors. The ABA's *Securities Litigation Journal* called the Seventh Circuit's opinion the second most important decision in 2003.
- *Felzen v. Andreas (Archer Daniels Midland Co. Derivative Litigation)*, C.A. No. 95-2279 (C.D. Ill.). As co-lead counsel, SRKW negotiated broad corporate governance changes in the company's board structure including strengthening the independence of the board of directors, creating corporate governance and regulatory oversight committees, requiring that the audit committee be composed of a majority of outside directors, and establishing an \$8 million fund for educational seminars for directors and the retention of independent outside counsel for the oversight committees.

The Firm is in the forefront of advising and representing foreign institutional investors in U.S. class actions and in group actions in Europe, Australia and Japan. During the past 12 years, SRKW has been working with and representing various European investors and conducting educational seminars on securities class actions, as well as speaking at international shareholder and corporate governance conferences. The Firm is currently counsel to numerous large European entities.

Pharmaceutical Marketing Litigation

Since 2001, the Firm has been at the vanguard of identifying and pursuing healthcare reforms. It has developed an extensive practice in representing consumers and third-party payors in class actions against pharmaceutical companies over the unlawfully high pricing of prescription drugs. These cases have proceeded in state and federal courts on a variety of legal theories, including state and federal antitrust law, state consumer protection statutes, common law claims of unjust enrichment, and the federal RICO statute.

As part of their work in this area, the Firm's attorneys have formally and informally consulted with the Attorneys General of a number of states, who have been actively involved in drug and health care litigation. The Attorney General of Connecticut chose SRKW in a competitive bidding process to help lead the state's pharmaceutical litigation involving use of the Average Wholesale Price. The Firm's clients also include large employee benefit plans as well as individual consumers.

Some of the Firm's important pharmaceutical cases include the following:

- SRKW devised the legal theory for claims against most major pharmaceutical companies for using the Average Wholesale Price to inflate the price paid by consumers and third-party payors for prescription and doctor-administered drugs. The larger AWP case, *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.), was tried in part to the court in November-December 2006. On June 21, 2007, the judge issued a 183-page opinion largely finding for plaintiffs, and requesting additional evidence on damages. Moreover, plaintiffs have reached settlements in amounts exceeding \$230 million. SRKW was co-lead counsel for the class.
- SRKW was co-lead counsel in *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.), which resulted in a settlement of \$150 million for purchasers of the cancer drug Lupron.
- In *New England Carpenters Health Benefits Fund v. First Databank, Inc.*, C.A. 05-11148 (D. Mass.) and *District 37 Health and Securities Fund v. Medi-Span*, C.A. No. 07-10988 (D. Mass.), SRKW was co-lead counsel for a group of third-party payors who pay for prescription drugs at prices based on the AWP. The complaints allege that First DataBank and Medispan, two of the largest publishers of AWP, fraudulently published inflated AWP prices for thousands of drugs. The claims against McKesson settled for \$350 million. In addition, the settlement requires First DataBank and Medispan to lower the AWP price they publish for hundreds of drugs (by reducing the formulaic ratio they use to calculate AWP); and to eventually cease publishing AWP prices. Plaintiffs' experts conservatively estimate that the savings from this settlement will be in the hundreds of millions of dollars.
- SRKW was co-lead counsel on behalf of direct purchasers of the drug Paxil in *Stop & Shop Supermarket Co. v. Smithkline Beecham Corp.* C.A. 03-4578 (E.D. Pa.). The complaint alleged that the drug company misled the U.S. Patent and Trademark Office in obtaining the patents protecting Paxil and then used the patents to prevent lower-cost, generic versions of the drug from coming to market. A settlement of \$100 million was approved by the court.
- SRKW was co-lead counsel for indirect purchasers in prosecuting state antitrust and consumer protection claims against Abbott Laboratories and Labatoires Fournier for suppressing competition from generic versions of TriCor in *In re TriCor Indirect Purchaser Antitrust Litigation*, C.A. No. 05-360 (D. Del.). The indirect purchaser case settled for \$65.7 million to the class plus a substantial settlement for opt-out insurers.
- SRKW was co-lead counsel for indirect purchasers in prosecuting state antitrust and consumer protection claims against GlaxoSmithKline for suppressing competition from generic versions of its drug Relafen by fraudulently obtaining a patent on the compound in *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.). The indirect purchaser settlement for \$75 million was approved by the court (the overall settlement for all plaintiffs exceeded \$400 million).

- SRKW is serving as co-lead counsel in on-going litigation over pay-for-delay settlements involving the drugs Provigil and Effexor XR. The firm represents end-payors (consumers and healthplans) who were denied the chance to buy cheaper generic alternatives because of manipulation of the patent challenge and generic drug approval system by the brand name companies and some generic manufacturers. *Vista HeathPlan v. Cephalon et al*, No. 06-cv-1833, (E.D. Pa.) (Provigil), and *In re Effexor XR Antitrust Litigation* (No. 3:11-cv-05479 (D.N.J.)).

Antitrust Litigation

SRKW's antitrust practice group regularly oversees important antitrust cases. Among the Firm's most significant cases are:

- *In re Blood Reagents Antitrust Litigation*, MDL 09-2081 (E.D. Pa.). SRKW was appointed sole Lead Counsel in this nation-wide, price-fixing class action. In January 2012, Spector Roseman negotiated a \$22 million settlement with one defendant, and Judge DuBois certified plaintiffs' class in August 2012 (currently pending appeal).
- *McDonough, et al, v. Toys R Us, et al.* (E.D.Pa.). SRKW was appointed co-lead counsel on behalf of six sub-classes of purchasers of baby products from Babies "R" Us, one of the rare cases in which a class of purchasers damaged as a result of resale price maintenance has been certified.
- *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.). SRKW was appointed co-lead counsel for plaintiffs in this price-fixing antitrust action, which settled for a total of \$202 million, the largest antitrust settlement ever in the Third Circuit.
- *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.). SRKW was lead counsel for a nationwide class of direct purchasers, which settled for \$120 million.
- *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.). SRKW was co-lead counsel for plaintiffs in this price fixing/market allocation antitrust action, which settled for \$120 million.
- *In re DRAM Antitrust Litigation*, MDL No. 1486 (N.D. Cal.). SRKW was a member of the executive committee in this action against all major manufacturers of "dynamic random access memory" ("DRAM"), alleging that defendants conspired to fix the prices they charged for DRAM in the United States and throughout the world. The case settled with all defendants for more than \$300 million.

- *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197 (D.D.C.). SRKW was a member of the executive committee and co-chair of the discovery committee for plaintiffs in this price-fixing antitrust action, which settled for \$300 million.

PARTNERS

EUGENE A. SPECTOR, founding partner, has extensive experience in complex litigation, and has represented both plaintiffs and defendants in antitrust and securities actions. Mr. Spector has handled many high profile cases, including such antitrust class actions as *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.), in which he was co-lead counsel and which settled for more than \$200 million, the largest antitrust case settlement ever in the Eastern District of Pennsylvania, where Judge Dubois stated: "The Court has repeatedly stated that the lawyering in this case at every stage was superb" 2004 WL 1221350, *6 (E.D. Pa. June 2, 2004). Mr. Spector was also co-lead counsel in *In re Relafen Antitrust Litigation*, No. 01-12239 (D. Mass.), in which a settlement of \$75 million was obtained for the class, which Judge Young described as "the result of a great deal of very fine lawyering." Mr. Spector has been involved in securities class action litigation including *Rosenthal v. Dean Witter*, which resulted in a landmark decision by the Colorado Supreme Court that recognized, for the first time, that securities fraud could be proved without reliance being alleged. This precedent-setting case was important because under state securities law the reliance element sometimes proved difficult, especially when large numbers of people were involved in a class action suit.

Mr. Spector is currently serving as sole lead counsel in *In Re Blood Reagents Antitrust Litigation*, MDL No. 02081 (E.D. Pa.); as co-lead counsel in such antitrust cases as *In re Domestic Drywall Anitrust Litigation*, MDL No. 2437 (E.D. Pa.); *In Re Automotive Parts Antitrust Litigation*, MDL No. 2311 (E.D. Mich.); *McDonough, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, 2:06-cv-00242-AB (E.D. Pa.); *Elliott, et al. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, 2:09-cv-06151-AB (E.D. Pa.); as a member of the direct purchaser Plaintiff's Executive Committee in *In Re Fresh and Process Potatoes Antitrust Litigation*, MDL No. 2186 (D. Id.), as a member of the Steering Committee for all Plaintiffs in *In re Online DVD Rental Antitrust Litigation*, MDL No. 2029 (N.D. Cal.); and as a member of the trial team in *In re Rail Freight Fuel Surcharge Antitrust Litigation*, MDL No. 1869 (D.D.C.).

Mr. Spector has served as lead or co-lead counsel for plaintiffs in numerous cases with successful results, such as:

- *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.) (settled for \$202 million, the largest antitrust settlement ever in the Third Circuit);
- *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.), a drug marketing case that settled for \$75 million for indirect purchasers;
- *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.), a price-fixing/market allocation antitrust action that settled for \$120 million;

- *In re Mercedes Benz Antitrust Litigation*, No. 99-4311 (D.N.J.), a price-fixing class action against Mercedes-Benz U.S.A. and its New York tri-state area dealers, in which a \$17.5 million settlement was obtained for the class; and
- *Cohen v. MacAndrews & Forbes Group, Inc.*, No. 7390 (Del. Ch.), a class action on behalf of shareholders challenging a going-private transaction under Delaware corporate law, in which a benefit in excess of \$11 million was obtained for the class.

Mr. Spector has also served as lead counsel or co-lead counsel in a number of other securities fraud class action cases and shareholder derivative actions: *Shanno v. Magee Industrial Enterprises, Inc.*, No. 79-2038 (E.D. Pa.) (trial counsel for defendants); *In re U.S. Healthcare Securities Litigation*, No. 88-559 (E.D. Pa.) (trial counsel); *PNB Mortgage and Realty Trust by Richardson v. Philadelphia National Bank*, No. 82-5023 (E.D. Pa.); *Swanick v. Felton*, No. 91-1350 (E.D. Pa.); *In re Surgical Laser Technologies, Inc. Securities Litigation*, No. 91-CV-2478 (E.D. Pa.); *Tolan v. Adler*, No. C-90-20710-WAI (PVT) (N.D. Cal.); *Rosenthal v. Dean Witter, Reynolds, Inc.*, No. 91-F-591 (D. Colo.); *Soenen v. American Dental Laser, Inc.*, No. 92 CV 71917 DT (E.D. Mich.); *In re Sunrise Technologies Securities Litigation*, Master File No. C-92-0948-THE (N.D. Cal.); *The Berwyn Fund v. Kline*, No. 4671-S-1991 (Dauphin Cty. C.C.P.); *In re Pacific Enterprises Securities Litigation*, Master File No. CV-92-0841-JSL (C.D. Cal.); *In re New America High Income Fund Securities Litigation*, Master File No. 90-10782-MA (D. Mass.); and *In re RasterOps Corp. Securities Litigation*, No. C-92-20349-RMW(EAI) (N.D. Cal. 1992).

Further, Mr. Spector has actively participated as plaintiffs' counsel in national class action antitrust cases, including *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No. M-02-1486 PJH (N.D. Cal.) (executive committee); *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197 (TFH) (D.D.C.) (Chair of the discovery committee); *In re Neurontin Antitrust Litigation*, MDL No. 1479 (D.N.J.) (executive committee); *Ryan-House v. GlaxoSmithKline, plc*, No. 02-CV-442 (E.D. Va.) (co-chair class certification committee); *In re Bulk [Extruded] Graphite Products Antitrust Litigation*, Master File No. 02-CV-06030 (D.N.J.) (chair of experts committee); *In re Publication Paper Antitrust Litigation*, No. 04-MD-1631 (D. Conn.); *In re Polyester Staple Antitrust Litigation*, No. 03-CV-1576 (W.D.N.C.); *Chlorine & Caustic Soda Antitrust Litigation*, No. 86-5428 (E.D. Pa.); *In re Brand Name Prescription Drug Antitrust Litigation*, MDL No. 997 (N.D. Ill.); *Polypropylene Carpet Antitrust Litigation*, MDL No. 1075 (N.D. Ga.); *NASDAQ Market Markers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.); *Potash Antitrust Litigation*, MDL No. 981 (D. Minn.); *Commercial Tissue Products Antitrust Litigation*, MDL No. 1189 (N.D. Fla.); *High Fructose Corn Syrup Antitrust Litigation*, MDL No. 1087 (C.D. Ill.).

In 2002, Mr. Spector obtained a jury verdict of \$4.5 million in *Heiser v. SEPTA*, No. 3167 July Term 1999 (Phila. C.C.P.), an employment class action.

Mr. Spector is admitted to practice in the Commonwealth of Pennsylvania; the United States Supreme Court; the United States Courts of Appeals for the First, Third, Fifth, Sixth, Ninth, Tenth, and Eleventh Circuits; and the United States District Court for the Eastern District of Pennsylvania and the Eastern District of Michigan. He is a graduate of Temple University (B.A. 1965) and an honors graduate of Temple University School of Law (J.D. 1970), where he was an editor of the *Temple Law Quarterly*. He served as law clerk to the Honorable Herbert B. Cohen and the Honorable Alexander F. Barbieri, Justices of the Pennsylvania Supreme Court (1970-71).

Mr. Spector has written a number of articles over the years, which appeared in the *National Law Journal*, the *Legal Intelligencer*, and other trade and legal publications; and he has appeared on CNBC to discuss securities fraud. He is a member of the American, Federal, Pennsylvania and Philadelphia Bar Associations; the American Bar Association's Antitrust and Litigation Sections and the Securities Law Sub-Committee of the Litigation Section; and the Federal Courts Committee of the Philadelphia Bar Association. He is A-V rated by Martindale-Hubbell and has been named by Law & Politics to its list of Pennsylvania "Superlawyers."

WILLIAM G. CALDES is a 1986 graduate of the University of Delaware, where he earned a B.A. with a double major in Economics and Political Science. Mr. Caldes received his J.D. in 1994 from Rutgers School of Law at Camden, and then served as law clerk to the Honorable Rushton H. Ridgway of the New Jersey Superior Court, Cumberland County.

Among the recent cases in which Mr. Caldes has participated are *In re Automotive Parts Antitrust Litigation*, MDL No. 2311 (E.D. Mich.); *McDonough, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:06-cv-00242-AB (E.D. Pa.); *Elliott, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:09-cv-06151-AB (E.D. Pa.); *In re Online DVD Rental Antitrust Litigation*, MDL No. 2029 (N.D. Cal.); *In re Processed Eggs Antitrust Litigation*, MDL No. 2002 (E.D. Pa.); *In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D.N.Y.); *In Re: Municipal Derivatives Antitrust Litigation*, No. 1:08-md-01950-VM (S.D.N.Y.); *In Re Optical Disk Drive Products Antitrust Litigation*, No. 3:10-ms-02143-RS (N.D. Cal.); *In Re Aftermarket Filters Antitrust Litigation*, No. 1:08-cv-04883 (N.D. Ill.); *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. 99-CV-20743 (N.D. Cal.); *In re K-Dur Antitrust Litigation*, MDL No. 1419 (D.N.J.); *In re Relafen Antitrust Litigation*, C.A. No. 01-12222 (D. Mass); *In re Buspirone Antitrust Litigation*, MDL No. 1413 (S.D.N.Y.); *In re Linerboard Antitrust Litigation*, C.A. No.98-5055 (E.D. Pa.); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No.M-02-1486 PJH (N.D. Cal.); *In re Baycol Products Litigation*, No. 1431 (D. Minn.); and *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197(TFH) (D.D.C.).

He has also participated in such cases as *General Refractories Co. v. Washington Mills Electro Minerals Corp.*, No. 95-CV-580S(S) (E.D.N.Y.); *In re Brand Name Prescription Drugs Antitrust Litigation*, No.94-C-897 (N.D. Ill.); *In re NASDAQ Market-Makers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.); and *In re Carpet Antitrust Litigation*, MDL No. 1075 (N.D. Ga.).

Mr. Caldes is admitted to practice in the Commonwealth of Pennsylvania, the State of New Jersey, the United States District Court for the District of New Jersey, the United States District Court for Eastern District of Pennsylvania, and the United States Court of Appeals for the 3rd Circuit.

JAY S. COHEN has focused his practice on complex and class action litigation, particularly antitrust cases, consumer protection and shareholder rights. He has been actively involved in *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.); *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.); *In re Industrial Silicon Antitrust Litigation*, Master File No. 95-2104 (W.D. Pa.); *In re Chlorine and Caustic Soda Antitrust Litigation*, Master File No. 86-5428 (E.D. Pa.); *In re Nylon Carpet Antitrust Litigation*, No. 4:98-CV-0267-HLM (N.D. Ga.); *In re Polypropylene Carpet Antitrust Litigation*, No. 4:95-CV-193-HLM (N.D. Ga.); and *Paper Systems, Inc. v. Mitsubishi Corp.*, No. 96-C-0959 (E.D. Wis.).

Mr. Cohen has been lead counsel in class actions successfully prosecuted on behalf of consumers nationwide and in Pennsylvania, including *Duboff v. SmithKline Beecham, PLC.*, No. 5004 December Term 1990 (Phila. C.C.P.); *Tracy v. AAMCO Transmissions, Inc.*, No. 4840 October Term 1990 (Phila. C.C.P.); and, as co-lead counsel, in *Mauger v. Home Shopping Network, Inc.*, No. 91-6152-20-1 (Bucks Cty. C.C.P.).

Mr. Cohen led the class action securities department of Gross & Sklar in 1987, where he had litigated shareholder rights cases since 1983. Mr. Cohen was actively involved in successful class actions on behalf of defrauded investors, including *In re Oak Industries Securities Litigation*, Master File No. 83-0537 (S.D. Cal.); *In re Nucorp Energy Securities Litigation*, MDL No. 514 (S.D. Cal.); *Wilkes v. Heritage Bancorp, Inc.*, No. 90-11151-F (D. Mass.); *Philadelphia Electric Co. Derivative Litigation*, No. 7090 March Term 1987 (Phila. Cty. C.C.P.); *In re Flight Transportation Corp. Securities Litigation*, Master Docket No. 4-82-874 (D. Minn.); *Priest v. Zayre Corp.*, C.A. No. 86-2411-2 (D. Mass.); *Tolan v. Computervision Corp.*, C.A. No. 85-1396-N (D. Mass.); *In re U.S. Healthcare, Inc. Securities Litigation*, Master File No. 88-0559 (E.D. Pa.); and *In re SmithKline Beecham Securities Litigation*, Master File No. 88-7474 (E.D. Pa.).

Mr. Cohen was also associated with the firm of Kohn, Savett, Marion & Graf (now Kohn, Swift & Graf) (1978-1982). There, he participated in a number of cases with multi-million dollar results, including *In re Fine Paper Antitrust Litigation*, MDL No. 323 (E.D. Pa.); *In re Folding Carton Antitrust Litigation*, Master File No. 250 (N.D. Ill.); *In re Glassine and Greaseproof Paper Antitrust Litigation*, MDL No. 475 (E.D. Pa.); *In re Water Heaters Antitrust Litigation*, MDL No. 379 (E.D. Pa.); and *In re Corrugated Containers Antitrust Litigation*, MDL No. 310 (N.D. Tex.).

Mr. Cohen served as a Captain in the United States Army Judge Advocate General's Corps in Falls Church, Virginia from 1974 to 1977, where his practice was limited to criminal appeals. He also served as Case Notes Editor of *The Advocate*, which was a worldwide publication devoted to military law.

Mr. Cohen is admitted to practice in the Commonwealth of Pennsylvania; the United States Courts of Appeals for the Third and Sixth Circuits; the United States District Court for the Eastern District of Pennsylvania; the U.S. Court of Appeals for the Armed Forces; and the U.S. Army Court of Criminal Appeals. Mr. Cohen received a B.A. degree *cum laude* from Temple University in 1971, and graduated with a J.D. degree from Temple University School of Law in 1974. He is a member of the Philadelphia Bar Association.

DAVID FELDERMAN is a 1991 graduate of the University of Pennsylvania where he earned a B.A. degree in Economics. He received his J.D. degree *cum laude* from Temple University School of Law in 1996. Upon graduation from law school, Mr. Felderman served as a law clerk to the Honorable Bernard J. Goodheart in the Court of Common Pleas, Philadelphia County. Mr. Felderman joined SRKW in 2000. He was formerly associated with McEldrew & Fullam, P.C., where his practice focused on medical malpractice litigation.

Mr. Felderman has worked on the following cases: *In re Sunoco, Inc.*, April Term, 2012, No. 3894 (Pa. Common Pleas, Phila. County); *In re Harleysville Mutual*, November Term, 2011, No. 2137 (Pa. Common Pleas, Phila. County); *In re Lehman Brothers Holdings, Inc. Equity/Debt Securities Litigation*, No. 08-cv-5523 (S.D.N.Y.); *In re Alltel Shareholder Litigation*, Civ. No. 2975-CC (Del. Chancery); *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 7897 (DLC) (S.D.N.Y.); *Ong v. Sears Roebuck and Co.*, C.A. No. 03-4142 (N.D. Ill.); and *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 1283 (S.D.N.Y.).

He has also been involved in *In re AOL Time Warner Securities Litigation*, MDL Docket 1500 (S.D.N.Y.); *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. 99-CV-20743 (N.D. Cal.); *In re Lupron Marketing and Sales Practices Litigation*, MDL Docket No. 1430 (D. Mass.); *In re Managed Care Litigation*, C.A. No. 00-1334-MD (S.D. Fla.); *In re Monosodium Glutamate Antitrust Litigation*, MDL Docket No. 1328 (D. Minn.); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.); and *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.).

Mr. Felderman is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, as well as in the United States Court of Appeals for the Third Circuit and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. He is currently a member of the American and Philadelphia Bar Associations. Mr. Felderman served a three year term (2000-2002) as a member of the Executive Committee of the Philadelphia Bar Association's Young Lawyers Division. As part of this commitment, he co-Chaired Legal Line, P.M. which won a national award from Lexis-Nexis during the second year he co-Chaired the program. Mr. Felderman also previously served as a member of the Philadelphia Bar Association's State Civil Committee and the Pennsylvania Trial Lawyers Association's New Lawyer Section Leadership Council. In addition, he was a Charter Member of the Philadelphia Bar Foundation's Young Lawyers Division of the Andrew Hamilton Circle.

ASSOCIATES

RACHEL E. KOPP focuses her practice in antitrust, consumer practices and securities litigation. She is involved in a number of major cases, including *In Re Blood Reagents Antitrust Litigation*, No. 2:09-md-02081-JD (E.D. Pa.); *In Re: American Express Anti-Steering Rules Antitrust Litigation*, MDL 2221 (E.D.N.Y.); and *In Re Municipal Derivatives Antitrust Litigation*, MDL No. 1950 (S.D.N.Y.). She has also been heavily involved in *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In Re Converium Holding AG Securities Litigation*, No. 04 Civ. 7897 (DLC) (S.D.N.Y.); *Welmon v. Chicago Bridge & Iron*

Co. N.V., No. 06 Civ. 01283 (JES) (S.D.N.Y.); and *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.). Ms. Kopp was selected to the Pennsylvania Rising Stars 2011-2013.

Ms. Kopp is actively involved in the Philadelphia and American Bar Associations. Most recently, Ms. Kopp was elected to a three-year term on the Philadelphia Bar Association Board of Governors. For the 2011-2012 bar year, Ms. Kopp also served as the Membership Director of the American Bar Association Young Lawyers Division (ABA YLD), which is comprised of approximately 150,000 young lawyers worldwide. Ms. Kopp previously served as the ABA YLD's Administrative Director and frequently speaks on issues affecting young lawyers. In recognition of her service to the ABA YLD, Ms. Kopp received a 2011-2012 Star of the Year award at the ABA Annual Meetings in 2012 and 2010.

Ms. Kopp earned her Juris Doctor degree from Villanova University Law School, where she received a Public Interest Summer Fellowship to serve as a legal intern at New York Volunteer Lawyers for the Arts and VH1 *Save The Music*. She received her undergraduate degree from the University of Maryland, where she received a B.A. in Government and Politics and concentrated in languages.

Ms. Kopp is admitted to practice in Pennsylvania and New Jersey, as well as in the U.S. Court of Appeals for the Third Circuit and the U.S. District Court for the Eastern District of Pennsylvania.

MARY ANN GEPPERT graduated *cum laude* from St. Joseph's University in 2000, with a B.S. degree in Finance. She received her Juris Doctor degree from the Widener University School of Law in 2003, where she served as the Articles Editor of the Widener Law Symposium Journal. She also was a legal intern for the Honorable James J. Fitzgerald of the Philadelphia Court of Common Pleas.

Prior to joining the Firm, Ms. Geppert was associated with the law firms of Margolis Edelstein and Weber Gallagher Simpson Stapleton Fires & Newby, LLP, both located in Philadelphia. She has successfully tried numerous lawsuits.

Among the recent cases in which Ms. Geppert has participated are *In re Google Inc. Street View Electronic Communications Litigation*, C.A. No. 5:10-md-02184 (N.D. Cal.); *Vista Healthplan, Inc. v. Cephalon, Inc. et al.*, C.A. No. 2:06-cv-01833 (E.D. Pa.); and *In re Merck Mumps Vaccine Antitrust Litigation*, C.A. No. 2:12-cv-03555 (E.D. Pa.).

Ms. Geppert is currently admitted to practice law in Pennsylvania, New Jersey, the United States District Court for the Eastern District of Pennsylvania, and the United States District Court for the District of New Jersey. Ms. Geppert currently serves as an Arbitrator for the Philadelphia Court of Common Pleas and is a member of the Pennsylvania and Philadelphia Bar Associations. Ms. Geppert was named as a Pennsylvania Rising Star by *Philadelphia Magazine* in 2010 and 2013.

EXHIBIT 3

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.

EXPENSE REPORT

Firm Name: Spector Roseman Kodroff & Willis, PC

Reporting Period: Inception through December 31, 2013

EXPENSE	AMOUNT
Litigation Fund	\$270,000.00
Copying/Printing Fees	\$146.50
Research	\$13,698.45
Telephone/Teleconference/Fax	\$12.13
FedEx/Messengers/Postage	\$30.65
Court Fees	\$1,101.00
Other (describe) Professional Fees	\$10,148.73
TOTAL	\$295,137.46

EXHIBIT 17

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., *et al.*,
on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF BARRY S. TAUS, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Barry S. Taus, declare as follows:

1. I am a partner at the law firm of Taus, Cebulash & Landau, LLP. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in this case. This firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm has acted as counsel to the Plaintiffs in this action, and has been involved in the following activities:

- Investigating and prosecuting the claims against Defendant Love's;
- Taking the depositions of three fact witnesses;

- Researching, drafting and reviewing briefs in opposition to Defendants' motions to dismiss and motions for summary judgment;
- Researching, drafting and reviewing briefs in support of Plaintiffs' motions for class certification, as well as briefs regarding various Daubert motions;
- Working with Plaintiffs' experts regarding their reports relating to both class certification and the merits of Plaintiffs' claims; and
- Outlining, drafting and populating a detailed Order of Proof summarizing and organizing the voluminous factual record in this case, to be used in preparation for mediation, the class certification hearing and trial.

4. Attached as Exhibit 1 is a summary of the time spent by my firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my firm's current billing rates, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies of the principal attorneys from my firm who were involved in this action. This information is also available on the firm website at www.tcllaw.com.

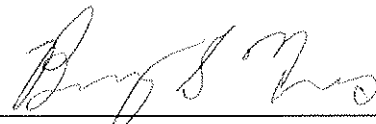
6. Attached as Exhibit 3 is a summary of the expenses incurred by my firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on my firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my firm from inception through December 31, 2013 is 1,570.4 hours. The total lodestar, at current billing rates, for my

firm for this period is \$1,013,455.00. The total unreimbursed expenses incurred by my firm on this litigation during this period is \$94,416.22.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Taus, Cebulash & Landau, LLP

A handwritten signature in black ink, appearing to read "Barry S. Taus", is written over a horizontal line.

Barry S. Taus, Esq.

Dated: April 7, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Taus, Cebulash & Landau, LLP****Reporting Period: Inception – December 31, 2013**

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Barry Taus	P	828.1	\$725	\$600,372.50
Brett Cebulash	P	219.5	\$700	\$153,650.00
Archana Tamoshunas	P	57.8	\$600	\$ 34,680.00
Miles Greaves	A	90.9	\$350	\$ 31,815.00
Adam Steinfeld	C	323.6	\$575	\$186,070.00
Sarah Westby	A	2.0	\$225	\$ 450.00
Yakov Gershfeld	A	17.5	\$225	\$ 3,937.50
Alex Wilder	Clerk	31.0	\$80	\$ 2,480.00
TOTALS		1,570.4		\$1,013,455.00

P = Partner

C = Counsel

A = Associate

PL = Paralegal

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

Marchbanks Truck Service, Inc., et. al. v. Comdata Network, Inc, et. al.

Biographies of Principal Attorneys at Taus, Cebulash and Landau, LLP



TAUS, CEBULASH & LANDAU, LLP

80 MAIDEN LANE, SUITE 1204
NEW YORK, NEW YORK 10038
212-931-0704
WWW.TCLLAW.COM

FIRM RESUME

TAUS, CEBULASH & LANDAU, LLP is a litigation firm with a focus in complex antitrust and consumer protection class actions. The firm was founded in July 2009 with a few basic guiding principles: we are dedicated to providing the highest quality legal representation to our clients and class members, while working in an environment that inspires collaboration, inventiveness and productivity. Our founding partners have worked together for many years before starting the firm, and we have over 50 years combined experience in our practice areas.

We have extensive knowledge and experience in pharmaceutical and medical device antitrust actions. Prior to the founding of Taus, Cebulash & Landau, LLP, our attorneys played a leadership role in cases where hundreds of millions of dollars were recovered for class members, including the largest settlement of any direct purchaser class action alleging impeded generic pharmaceutical competition in the Hatch-Waxman antitrust context (the \$250 million *Tricor* settlement). We currently represent plaintiffs and class members in pharmaceutical antitrust actions including *In re Effexor XR Direct Purchaser Antitrust Litigation*, 11-cv-05479 (D.N.J.) (Executive Committee); *In re Prandin Direct Purchaser Antitrust Litigation*, 10-cv-12141 (E.D. Mich.) (Executive Committee); *In re Nexium (Esomeprazole) Antitrust Litigation*, 12-md-2409 (D. Mass.), *Giant Eagle, Inc. v. Cephalon, Inc. et al.*, 10-cv-5164 (E.D. Pa.), *In Re Wellbutrin XL Antitrust Litigation*, 08-cv-2431 (E.D. Pa.), *In re Niaspan Antitrust Litigation*, 13-md-2460 (E.D. Pa.), *In re Skelaxin (Metaxalone) Antitrust Litigation* MDL 2343 (E.D. Tenn.), and *In re Lipitor Antitrust Litigation*, 12-cv-2389 (D.N.J.). Additionally, Taus, Cebulash & Landau, LLP and our co-counsel represent class members in various other complex antitrust actions in a variety of industries including *In Re Mushrooms Direct Purchaser Antitrust Litigation*, 06-cv-620 (E.D. Pa.), *Marchese v. Cablevision Systems Corp.*, and *CSC Holdings, Inc.*, 10-cv-02190 (D.N.J.), *Universal Delaware Inc. v. Ceridian Corp., et al.*, 09-cv-2327 (E.D. Pa.), *In re Florida Cement and Concrete Antitrust Litigation*, 09-cv-23187 (S.D. Fl.), *In re Photochromic Lens Antitrust Litigation*, 10-md-2173 (M.D. Fl.); and *Wallach, et al. v. Eaton, et al.*, 10-cv-260 (D. Del.) (Executive Committee).

Our attorneys also have significant experience in consumer protection class actions, representing class members in *Esslinger, et. al. v. HSBC*, 10-cv-3213 (E.D. Pa.) (Co-Lead Counsel); *In re Discover Payment Protection Plan Marketing and Sales Practices Litigation*, 10-cv-6994 (N.D. Ill.); *In re Bank of America Credit Protection Marketing and Sales Practices Litigation*, 11-md-02269 (N.D. Cal.) (Executive Committee); *Arnett v. Bank of America*, 11-cv-1372 (D.Or.); and *Scheetz v. JP Morgan Chase*, 12-cv-4113 (S.D.N.Y.). Our attorneys have also previously taken active roles in such cases as *McCoy v. Capital One Bank (USA), N.A. and Capital One Services, L.L.C.*, 10-cv-0185 (S.D. Cal.), and *In Re National Arbitration Forum Trade Practices Litigation*, 09-cv-01939 (D. Minn.).

ATTORNEYS

BARRY S. TAUS, PARTNER

Barry S. Taus currently represents plaintiffs and class members in various antitrust class actions including *Universal Delaware Inc. v. Ceridian Corp., et al.*, *In re Wellbutrin XL Antitrust Litigation*, *In re Prandin Direct Purchaser Antitrust Litigation*, *Wallach, et al. v. Eaton, et al.*, *Marchese v. Cablevision Systems Corp., et al.*, *In re Metoprolol Succinate Antitrust Litigation*, *In re Effexor XR Direct Purchaser Antitrust Litigation* and *In re Skelaxin (Metaxalone) Antitrust Litigation*; and *In re Lipitor Antitrust Litigation*.

Prior to founding Taus, Cebulash & Landau, LLP, Mr. Taus was a partner for 13 years at a New York law firm that specialized in class action litigation. At his prior firm, he acted as Lead Counsel or Co-Lead Counsel for classes of direct purchasers in a number of major, complex antitrust litigations, including *In re Cardizem CD Antitrust Litigation* (E.D. Mich.) (settled for \$110 million); *In re Terazosin Hydrochloride Antitrust Litigation* (S.D. Fla.) (settled for \$75 million); and *In re Tricor Antitrust Litigation* (D. Del.) (settled for \$250 million). He also actively participated in a number of successfully resolved antitrust actions, including *In re Bupirone Antitrust Litigation* (S.D.N.Y.) (settled for \$220 million); *In re Relafen Antitrust Litigation* (D. Mass.) (settled for \$175 million); and *In re Remeron Antitrust Litigation* (D. N.J.) (settled for \$75 million), and led a number of major antitrust actions that are still pending, including *In re Ciprofloxacin Hydrochloride Antitrust Litigation* (E.D. N.Y.); *In re K-Dur Antitrust Litigation* (D.N.J.); and *In re Modafinil Antitrust Litigation* (E.D. Pa.).

As Lead Counsel for the direct purchaser class in the *Tricor* case, Mr. Taus successfully negotiated the largest settlement of any direct purchaser class action alleging impeded generic pharmaceutical competition in the Hatch-Waxman antitrust context (\$250 million). Prior to settlement, Mr. Taus was responsible for overseeing all material aspects of the litigation on behalf of the direct purchases class, including the extensive research leading to the initial complaint, analyzing thousands of pages of discovery documents and taking numerous depositions to marshal evidence to support plaintiffs' theories relating to liability, antitrust impact, causation, monopoly power and class certification, retaining and working closely with numerous experts, and ultimately preparing for and proceeding to trial.

In addition to his antitrust experience, Mr. Taus took a central, active role in numerous stockholder class action and derivative actions in which his prior firm was Lead Counsel or an Executive Committee member. These actions included *Rebenstock v Fruehauf Trailer Corp.*; *In re Par Pharmaceutical Securities Litigation*; *In re F&M Distributors, Inc. Securities Litigation*; *In re Taxable Municipal Bond Litigation*; *In re Bay Financial Securities Litigation*; and *Sanders v. Wang, et. al* (resulting in recovery from certain senior executives of stock valued in excess of \$225 million for the benefit of Computer Associates).

Furthermore, Mr. Taus has successfully played a leading role in various complex consumer class actions, including *Cicarell v. Provident Mutual Life Ins. Co.* (sales practice litigation settled for \$45 million) and *Provident Demutualization Litigation* (enjoined demutualization that would have harmed policyholders).

Mr. Taus graduated *cum laude* from the State University of New York at Albany in 1986 with a Bachelor of Science degree in Accounting. Mr. Taus graduated from Brooklyn Law

School in 1989, and is admitted to the Bar of the State of New York, as well as the United States District Court for the Southern District of New York and the United States Courts of Appeals for the Second and Eleventh Circuits. He is also a member of the New York State Bar Association and the American Bar Association.

BRETT CEBULASH, PARTNER

Brett Cebulash currently represents plaintiffs and class members in various antitrust and consumer class actions including *Marchese v. Cablevision Systems Corp., and CSC Holdings, Inc.*; *Wallach, et al. v. Eaton, et al.*; *In re Bank of America Credit Protection Marketing and Sales Practices Litigation*; *In re Effexor XR Direct Purchaser Antitrust Litigation*; *In re Lipitor Antitrust Litigation*; *Marchbanks Truck Service, et al. v. Comdata Network, Inc., et al.*; *In re Discover Payment Protection Plan Marketing and Sales Practices Litigation*; *Esslinger, et. al. v. HSBC, Arnett v. Bank of America; Wallace v. Bank of America; Skansgaard v. Bank of America, Richards v. Citizens Bank; Casey and Skinner v. Citibank; and Scheetz v. JP Morgan Chase.*

Prior to founding Taus, Cebulash & Landau, LLP in July 2009, Mr. Cebulash was a partner for a decade at a New York law firm that specialized in class action litigation. At his prior firm, he litigated complex class actions in the fields of antitrust, securities, consumer fraud, insurance and employment law as well as stockholder derivative actions. Representative cases in these areas include *In re Neurontin Antitrust Litigation* (D.N.J.); *Natchitoches Parish Hosp. v. Tyco* (D. Mass.); *In re Nifedipine Antitrust Litigation* (D.D.C.); *In re Terazosin Hydrochloride Antitrust Litigation* (S.D. Fla.); *In re Nasdaq Antitrust Litigation* (S.D.N.Y.); *Rebenstock v. Fruehauf Trailer Corp.* (E.D.Mich.); *In re F&M Distributors, Inc. Securities Litigation* (E.D.Mich.); *Gutter v. Dupont* (S.D.Fla.); *In re Cendant Derivative Litigation* (D.N.J.); *In re Bay Financial Securities Litigation* (D.Mass.); *In re Nuveen Funds Litigation* (N.D.Ill.); *In re Kemper Funds Litigation* (N.D.Ill.); *In re Bank One Securities Litigation* (N.D.Ill.); *Provident Demutualization Litigation* (Pa. Ct. Common Pleas); *In re Diet Drug Litigation* (N.J.Civ.); *Davis v. Kodak* (W.D.N.Y.) and *Diaz v. Electronics Boutique* (W.D.N.Y.).

Mr. Cebulash graduated from the University of Virginia with a Bachelor of Arts degree and from Brooklyn Law School, *cum laude*. Mr. Cebulash is admitted to practice by the State Bars of New York and New Jersey, as well as the United States District Courts for the Southern, Eastern and Western and Northern Districts of New York and the United States Courts of Appeals for the First, Third and Ninth Circuits. He is also a member of the New York State Bar Association.

KEVIN LANDAU, PARTNER

Kevin Landau currently represents plaintiffs and class members in various antitrust and consumer class actions, including *In Re Mushrooms Direct Purchaser Antitrust Litigation*, *In re Metoprolol Succinate Antitrust Litigation*, *In re Skelaxin (Metaxalone) Antitrust Litigation*, *Esslinger, et. al. v. HSBC; Arnett v. Bank of America, In re Bank of America Credit Protection Marketing and Sales Practices Litigation* and *In re Discover Payment Protection Plan Marketing and Sales Practices Litigation*. Mr. Landau also represents Giant Eagle, Inc. in *Giant Eagle, Inc. v. Cephalon, Inc. et al.*, an antitrust action alleging that Cephalon paid its generic competitors to stay off the market with their competing generic versions of Provigil.

Prior to founding Taus, Cebulash & Landau, LLP., Mr. Landau was a partner at a New York law firm that specialized in class action litigation. Mr. Landau has taken a central role in a number of successful antitrust, shareholder class and derivative actions class action litigations including, *Gutter v. Dupont* (S.D. Fl.) (recovery of \$77.5 million for shareholder class); *In re Cendant Corporation Derivative Litigation* (D.N.J.) (\$54 million recovery for the corporation in derivative action); *LiPuma v. American Express* (S.D. Fl.) (\$75 million recovery for cardholders in consumer class action); *McCoy v. Capital One Bank (USA), N.A. and Capital One Services, LLC*. He also led major antitrust litigations that are still pending, including *In re Mushrooms Antitrust Litig.* (E.D. Pa.).

Mr. Landau graduated with high honors from Lehigh University in 1993 with a Bachelor of Arts in Government. Mr. Landau graduated from Brooklyn Law School in 1996, where he was a member of the *Brooklyn Law Review*. Mr. Landau is admitted to the Bar of the State of New York, as well as the United States District Courts for the Southern and Eastern Districts of New York, and the United States Court of Appeals for the Second Circuit, Third Circuit, Eleventh Circuit and D.C. Circuit. He is also a member of the New York State Bar Association and the American Bar Association.

ARCHANA TAMOSHUNAS, PARTNER

Archana Tamoshunas currently represents classes of drug wholesalers in antitrust class actions including *In re Wellbutrin XL Antitrust Litigation*, *In re Nexium (Esomeprazole) Antitrust Litigation*, *In re Niaspan Antitrust Litigation*, *Rochester Drug Co-Operative, Inc. v. Endo Pharmaceuticals Inc., et al.* and *In re Prandin Direct Purchaser Antitrust Litigation*, and represents Giant Eagle, Inc. in *Giant Eagle, Inc. v. Cephalon, Inc. et al.*

Prior to joining Taus, Cebulash & Landau, LLP in July 2009, Ms. Tamoshunas was an associate at a New York law firm that specialized in class action litigation. At her prior firm, Ms. Tamoshunas was counsel in several complex federal antitrust class actions including those involving the pharmaceutical and medical device industries, as well as employment class actions. She has been heavily involved in all aspects of the litigation process in cases in which her firm was lead or co-lead counsel. She has been active in the day to day management of discovery, briefing, class certification and trial preparation in a number of cases including *In re Relafen Antitrust Litigation* (D. Mass.); *In re Terazosin Hydrochloride Antitrust Litigation* (S.D. Fla.) and *Natchitoches Parish Hospital District et al. v. Tyco International, et al.* (D. Mass.).

Ms. Tamoshunas graduated from Williams College, *cum laude*, in 1995 (B.A. Political Science and Studio Art) and New York University School of Law in 1999, where she was a member of the Moot Court Board. Ms. Tamoshunas is admitted to the Bar of the State of New York as well as the Southern and Eastern Districts of New York and the First Circuit Court of Appeals. After graduating from law school, Ms. Tamoshunas represented the City of New York in Family Court for three years.

MILES GREAVES, ASSOCIATE

Mr. Greaves graduated *summa cum laude*, with honors, from the State University of New York at Albany, in 2004, with a Bachelor of Arts in English; and *cum laude* from Brooklyn Law School in 2012. Mr. Greaves was admitted to the Bar of the State of New York in 2013. Mr.

Greaves began working part time for Taus, Cebulash & Landau in the fall of 2011, while attending law school, and has been with the firm ever since.

Mr. Greaves has assisted in a variety of complex class actions, including those brought against several major banks over the alleged abuse of force-placed insurance policies (such as *Arnett v. Bank of America, N.A.* (D. Or.) and *Scheetz v. JPMorgan Chase Bank, N.A.* (S.D.N.Y.)), as well as several antitrust claims, such as *Marchese v. Cablevision* (D.N.J.) and *In re: Wellbutrin XL Antitrust Litigation* (E.D. Penn.).

EXHIBIT 3

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
EXPENSE REPORT

Firm Name: Taus, Cebulash & Landau, LLP
Reporting Period: Inception – December 31, 2013

EXPENSE	AMOUNT
Litigation Fund	\$85,000.00
Travel/Hotel/Meals	\$ 6,199.43
Copying/Printing Fees	\$ 2,277.75
Research	\$ 721.67
Telephone/Teleconference/Fax	
FedEx/Messengers/Postage	\$ 217.37
Court Fees	
Other (describe)	
TOTAL	\$94,416.22

EXHIBIT 18

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*,
on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF FRED TAYLOR ISQUITH, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Fred Taylor Isquith, declare as follows:

1. I am a partner at the law firm of Wolf Haldenstein Adler Freeman & Herz LLP, (the "Firm"). I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by this Firm related to the investigation, prosecution, and settlement of claims in the course of this litigation.

2. I actively oversaw all aspects of my Firm's involvement in this case. My Firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My Firm is counsel for Mahwah Fuel Stop ("Mahwah") and has acted as co-counsel for the other Plaintiffs in this action, and has *inter alia* been involved in the following activities:

- Investigation of facts underlying Mahwah's complaint;
- Drafted and filed a complaint on behalf of Mahwah;
- Conducted legal research pertaining to issues relating to Mahwah or as requested by lead counsel;
- Drafted Rule 26(a) disclosures;
- Assisted with drafting various discovery requests to defendants;
- Negotiated subpoena compliance and terms of protective order with Love's;
- Assisted Mahwah with responses to interrogatory requests;
- Assisted Mahwah with responses to document requests;
- Reviewed discovery documents produced by Mahwah;
- Drafted responses to correspondence from Defendants raising various discovery issues pertaining to Mahwah;
- Kept Mahwah updated regarding the status of the case;
- Drafted response and objections to Rule 30(b)(6) deposition notices directed to Mahwah;
- Prepared and defended Mahwah's 30(b)(6) designee, Frank Rivera, at his deposition;
- Prepared and defended former Mahwah employee, Steve Rivera, at his deposition;
- Obtained, reviewed and produced documents subpoenaed from former Mahwah employee Steve Rivera;
- Reviewed documents produced by Defendants almost continuously from March 2009 to May 31, 2012, a period of almost 39 months;
- Assisted lead counsel with drafting motions, objections and responses to discovery requests; and
- Conferred with Mahwah and lead counsel regarding key issues in the litigation and settlement.

4. Attached as Exhibit 1 is a summary of the time spent by my Firm's attorneys and professional staff who were involved in this action, and the lodestar calculation based on my Firm's current billing rates, from the inception of the case through March 17, 2014. The summary was prepared at my request from daily time records, regularly and contemporaneously prepared and maintained by my Firm, which are available at the request of the Court.

5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters or that have been approved in other complex class action litigations. Attached as Exhibit 2 are biographies and/or curricula vitae of the principal attorneys from, or who worked for the

Firm, and who were involved in this action. Biographical information for those attorneys presently employed by my Firm is also available on my Firm's website at www.whafh.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by my Firm from the inception of the case through March 17, 2014. The expenses incurred in this action are reflected in my Firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by my Firm from inception through March 17, 2014 is 3,001.0 hours. The total lodestar, at current billing rates, for my firm for this period is \$1,548,185.00. The total unreimbursed expenses incurred by my firm on this litigation during this period are \$96,559.28.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

WOLF HALDENSTEIN ADLER FREEMAN &
HERZ LLP

A handwritten signature in black ink, appearing to read 'Fred Taylor Isquith', written over a horizontal line.

By: Fred Taylor Isquith

Dated: April 7, 2014

EXHIBIT 1***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
TIME REPORT**Firm Name: Wolf Haldenstein Adler Freeman & Herz LLP**
Reporting Period: Inception through March 17, 2014

PROFESSIONAL	STATUS	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR*
Daniel W. Krasner	P	6.90	\$910.00	\$6,279.00
Fred T. Isquith	P	18.00	\$860.00	\$15,480.00
Mary Jane Fait	P	133.80	\$835.00	\$111,723.00
Ronald B. Kowalczyk	CA	207.80	\$440.00	\$91,432.00
Theodore B. Bell	M	504.4	\$565.00	\$284,986.00
Michael D. Yanovsky	A	15.70	\$390.00	\$6,123.00
Karen D. Fineran	OC	1612.90	\$560.00	\$903,224.00
Jillaine E. Gill	PL	59.10	\$270.00	\$15,957.00
Laine L. McDonnell	PL	419.00	\$255.00	\$106,845.00
Maria L. Barbu	PL	6.50	\$255.00	\$1,657.50
Rebecca N. Isquith	PL	10.30	\$265.00	\$2,729.50
Marsha V. Klimek	PL	6.60	\$265.00	\$1,749.00
TOTALS		3001.00		\$1,548,185.00

P = Partner
M = Member
OC= Of Counsel
A = Associate
CA= Contract Attorney
PL = Paralegal

*Lodestar calculated based on current hourly rates.

EXHIBIT 2

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP

ATTORNEY BIOGRAPHIES

DANIEL W. KRASNER: *admitted:* New York; Supreme Court of the United States; U.S. Courts of Appeals for the Second, Third, Fourth, Sixth, Eighth, Ninth, Tenth, and Eleventh Circuits; U.S. District Courts for the Southern and Eastern Districts of New York, Central District of Illinois, and Northern District of Michigan. *Education:* Yale Law School (LL.B., 1965); Yeshiva College (B.A., 1962). Mr. Krasner, a partner in the Firm's New York office, is the senior partner of Wolf Haldenstein's Class Action Litigation Group. He began practicing law with Abraham L. Pomerantz, generally credited as the "Dean of the Class Action Bar." He founded the Class Action Litigation Group at Wolf Haldenstein in 1976.

Mr. Krasner received judicial praise for his class action acumen as early as 1978. *See, e.g., Shapiro v. Consolidated Edison Co.*, [1978 Transfer Binder] Fed. Sec. L. Rep. (CCH) & 96,364 at 93,252 (S.D.N.Y. 1978) ("in the Court's opinion the reputation, skill and expertise of . . . [Mr.] Krasner, considerably enhanced the probability of obtaining as large a cash settlement as was obtained"); *Steiner v. BOC Financial Corp.*, [1980 Transfer Binder] Fed. Sec. L. Rep. (CCH) & 97,656, at 98,491.4, (S.D.N.Y. 1980) ("This Court has previously recognized the high quality of work of plaintiffs' lead counsel, Mr. Krasner"). The New York Law Journal referred to Mr. Krasner as one of the "top rank plaintiffs' counsel" in the securities and class action fields. In connection with a failed 1989 management buyout of United Airlines, Mr. Krasner testified before Congress.

More recently, Mr. Krasner has been one of the lead attorneys for plaintiffs in some of the leading Federal multidistrict cases in the United States, including the IPO Litigation in the Southern District of New York, the Mutual Fund Market Timing Litigation in the District of Maryland, and several Madoff-related litigations pending in the Southern District of New York. Mr. Krasner has also been lead attorney in several precedent-setting shareholder actions in Delaware Chancery Court and the New York Court of Appeals, including *American International Group, Inc. v. Greenberg*, 965 A.2d 763 (Del. Ch. 2009) and the companion certified appeal, *Kirschner v. KPMG LLP*, Nos. 151, 152, 2010 N.Y. LEXIS 2959 (N.Y. Oct. 21, 2010); *Teachers' Retirement System of Louisiana and City of New Orleans Employees' Retirement System, derivatively on behalf of nominal defendant American International Group, Inc., v. PricewaterhouseCoopers LLP*, No. 152 (New York, October 21, 2010); *In re CNX Gas Corp. S'holders Litig.*, C.A. No. 5377-VCL, 2010 Del. Ch. LEXIS 119 (Del. Ch., May 25, 2010); *In re CNX Gas Corp. S'holders Litig.*, C.A. No. 5377-VCL, 2010 Del. Ch. LEXIS 139, (Del. Ch. July 5, 2010), appeal refused, 2010 Del. LEXIS 324, 2010 WL 2690402 (Del. 2010).

Mr. Krasner has lectured at the Practising Law Institute; Rutgers Graduate School of Business; Federal Bar Council; Association of the Bar of the City of New York; Rockland County, New York State, and American Bar Associations; Federal Bar Council, and before numerous other bar, industry, and investor groups.

FRED TAYLOR ISQUITH: *admitted:* New York; Supreme Court of the United States; U.S. Courts of Appeals for the First, Second, Third, Fourth and Eighth Circuits; U.S. District Courts for the Southern, Eastern and Northern Districts of New York; District of Columbia; District of Arizona; District of Colorado; Northern and Central Districts of Illinois; Western District of Michigan and District of Nebraska. ***Education:*** Columbia University Law School (J.D. 1971), City University of New York (Brooklyn) (B.A., 1968).

Mr. Isquith is a senior partner in the litigation department. He has been lead counsel in numerous class actions in the fields of securities law and antitrust law (as well as others) in his more than forty years of experience. Courts have commented about Mr. Isquith as follows:

· *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.) – where the Firm was co-lead counsel, Judge Laughrey said (on October 16, 2008), “[a]ll of the attorneys in this case have done an outstanding job, and I really appreciate the quality of work that we had in our chambers as a result of this case.”

· *In re Dynamic Random Access Memory Antitrust Litigation*, MDL-02-1486 (N.D. Cal.) – where the Firm was co-lead counsel, Judge Hamilton said (on August 15, 2007), “I think I can conclude on the basis with my five years with you all, watching this litigation progress and seeing it wind to a conclusion, that the results are exceptional. The percentages, as you have outlined them, do put this [case] in one of the upper categories of results of this kind of [antitrust] class action. I am aware of the complexity . . . I thought that you all did an exceptionally good job of bringing to me only those matters that really required the Court’s attention. You did an exceptionally good job at organizing and managing the case, assisting me in management of the case. There was excellent coordination between all the various different plaintiffs’ counsel with your group and the other groups that are part of this litigation. . . . So my conclusion is the case was well litigated by both sides, well managed as well by both sides.”

· *In re MicroStrategy Securities Litigation*, 150 F. Supp. 2d 896, 903 (E.D. Va. 2001) – where the Firm was co-lead counsel, Judge Ellis commented: “Clearly, the conduct of all counsel in this case and the result they have achieved for all of the parties confirms that they deserve the national recognition they enjoy.”

· *In re Public Service Co. of New Hampshire Derivative Litigation*, 84-220-D (D.N.H. 1986) – involving the construction of the Seabrook Nuclear Power Plant, where the Firm was lead counsel, the court said of plaintiffs’ counsel that “the skill required and employed was of the highest caliber.”

· *In re Warner Communications Securities Litigation*, 618 F. Supp. 735, 749 (S.D.N.Y. 1985) – where the Firm served as co-lead counsel, the court noted the defendants’ concession that “‘plaintiffs’ counsel constitute the cream of the plaintiffs’ bar.’ The Court cannot find fault with that characterization.”

· *Steiner v. Equimark Corp.*, No. 81-1988 (W.D. Pa. 1983) – a case involving complex issues concerning banking practices in which the Firm was lead counsel, then District Judge Mannsman described, in part, the work the Firm performed: “We look at the complexity of the issue, the novelty of it, the quality of work that, as the trial judge, I am able to perceive, and then, finally, the amount of recovery obtained: I think I have certainly said a lot in that regard. I think it’s been an extraordinary case. I think it’s an extraordinary settlement. Certainly defense counsel and plaintiffs’ counsel as well are all experienced counsel with a tremendous amount of experience in these particular kinds of cases. And under those circumstances . . . I think it was, really, the strategy and ingenuity of counsel in dividing up the workload and strategizing the

cases as to who was to do what and what ultimately should be done to bring about the settlement that was achieved.”

A frequent author, lecturer, and participant in bar committees and other activities, Mr. Isquith has devoted his career to complex financial litigation and business matters. He currently writes a weekly column of class action for *The Class Act*, a publication of the National Association of Shareholders and Consumer Attorneys and appears monthly as a columnist for *Law 360*. Among his articles and writings are: *Further Thinking On Halliburton* (December, 2013); *State Mandated Student Pro Bono Programs Are Inefficient* (November, 2013); *Let's Really Consider The Idea Of A 2 Year Law Degree* (October, 2013); *Spotlight on Spoliation* (September, 2013); *More Restrictions for ERISA Fiduciaries* (August, 2013); *Questionable Constitutionality: Supreme Court's Amex Ruling* (co-authored with Alexander Schmidt of Wolf Haldenstein) (July, 2013); *How Facebook Informs Exclusive Jurisdiction Provisions* (May, 2013); *Sui Generis At Supreme Court* (May, 2013); *Another Look at Amgen* (April, 2013); *How Not To Plead A Multistate Class Action* (March, 2013); *Supreme Court Spotlight: Sex, Race And ... Commerce* (January, 2013); *Rule 23 'Preliminary' Requirement As Seen By 7th Circ.* (December, 2012); *Exhaustion - Patent And Copyright And The Supreme Court* (November, 2012); *Case Study: In Re AIG Securities Litigation* (October, 2012); *Case Study: Rosado V. China North East Petroleum* (September, 2012); *A Dissection Of Rule 23* (August, 2012); *A 2nd Look At Class Action Requirements* (July, 2012); *The Continued Robustness Of Rule 23(b)(2)* (June, 2012); *The Simmonds Case (§16 Ruling) In The Litigation Context* (May, 2012); *A Look At Litigated And Settled Class Certification* (April, 2012); *Concepcion Commands a Case-by-Case Analysis* (March, 2012); *Dec. 20, 2011 - 3 Big Decisions* (February, 2012); *Case Study: Damasco v. Clearwire* (January, 2012).

Further he is a lecturer called upon by the Academy and Bar. For example, *Class Actions with Caution*, (Touro School, 2011); *The Federal Pleading Standards after Twombly*; Touro Law School (2010). Panelist with the Antitrust Committee of the New York City Bar Association Regarding Private Equity Transactions and the Implications of the Supreme Court's Recent Decisions (2008); *Developments in Class Actions*; (NYSBA, 2007); *IPO Tie In/Claims Seminar*, Professional Liability Underwriter Society; *Securities Arbitration* New York State Bar Association; *Real Estate Exit Strategies*, American Conference Institute; *Fundamental Strategies in Securities Litigation* (NYSBA, CLE Program). He has been active in the Bar Association's activities: *President's Committee on Access to Justice* (2010); *Committee on Evidence* (2007 -); *Committees on Legislation and Federal Courts*, 1984-1988), *Committee on Securities*, The Association of the Bar of the City of New York (*Committee on Federal Courts*; *Committee on Antitrust*); *New York County Lawyers' Association* (Former Chair: *Business Tort/Consumer Fraud-Tort Law Section*); *Brooklyn* (Member: *Committee on Civil Practice Law and Rules*, 1983-1987; *New York State* (Member: *Committee on Legislation*, *Trial Lawyers Section*, 1981-); the *District of Columbia Bar*; and *Legislation and Civil Practice Law and Rules Committee* of the *Brooklyn Bar Association*; *Vice President* if the *Institute for Law and Economic Policy*. Mr. Isquith has been *Chairman* of the *Business Tort/Consumer Fraud Committee* of the *Tort Law Section* of the *New York State Bar Association* and is a member of that Association's *Committees on Securities Law and Legislation*. He also serves as a judge for the *Moot Court Competition* of *Columbia University Law School*. Mr. Isquith served as *President* of the *National Association of Securities and Commercial Law Attorneys* in 2003 and 2004.

Mr. Isquith is frequently quoted in the Wall Street Journal, the New York Times, and other national publications.

The April 1987 issue of Venture magazine listed Mr. Isquith as among the nation's top securities class action attorneys. Since 2006 Mr. Isquith has been elected as among the top 5% of attorneys in the New York City metropolitan area chosen to be included in the Super Lawyers Magazine. Martindale Hubbell registers Mr. Isquith as one of the Preeminent Lawyers (2010), Avenue Magazine, Legal Elite (2010).

MARY JANE FAIT (formerly a partner in the firm): **admitted:** New York; Illinois; U.S. District Courts for the Southern and Eastern Districts of New York, and Northern District of Illinois; U.S. Court of Appeals for the Seventh Circuit. **Education:** St. John's College and University of Illinois (B.A., Economics, 1976); Cornell Law School (J.D., 1979). Member: Chicago Bar Association; Illinois Bar Association; Antitrust Division of the American Bar Association.

THEODORE B. BELL: **admitted:** Illinois; Michigan; U.S. Court of Appeals for the Seventh Circuit; U.S. District Courts for the Northern, Central and Southern Districts of Illinois and the Eastern District of Michigan. **Education:** University of Michigan (B.A., Sociology, 1988), University of Detroit, Mercy School of Law (J.D., 1992). Mr. Bell is located in the firm's Chicago office. He joined the firm as an associate in 2006 and became a member in 2013.

Mr. Bell has nearly 20 years of civil litigation experience. He currently manages the Chicago office. His practice is focused on class actions with an emphasis on antitrust actions. Some of the notable cases that Mr. Bell has played or is currently playing a significant role in litigating include *The Shane Group, et al. v. Blue Cross Blue Shield of Michigan*, No. 10-cv-14360-DPH-MKM (E.D. Mi.) (price fixing through the use of most favored nation agreements); *In re Dairy Farmers of America, Inc. Cheese Antitrust Litigation*, No. 09-3960, M.D.L. No. 2031, (N.D. Ill.) (manipulation of cheese and milk futures to raise prices of dairy products); *In re Evanston Northwestern Healthcare Corp. (ENH) Antitrust Litigation*, No. 07-4446-JHL (N.D. Ill.) (illegal monopolization and attempted monopolization of relevant market); *In re McDonough, et al. v. Toys "R" Us, Inc., et al.*, No. 06 CV 00242-AB (E.D. Pa.) (retail price maintenance antitrust litigation); and *In re Sulfuric Acid Antitrust Litigation*, No. 03-4576, M.D.L. No. 1536 (N.D. Ill.) (price fixing and output restriction antitrust litigation).

KAREN D. FINERAN: **admitted:** State Bar of California, 1996; Bar of the District of Columbia, 2002; State Bar of Mississippi, 2006; California and Mississippi federal district courts; U.S. Court of Appeals for the Ninth Circuit, 1996; U.S. Court of Appeals for the Fifth Circuit, 2006. **Education:** University of New Orleans, B.A., 1987; University of Louisiana, M.S., 1991; University of Colorado School of Law, J.D., 1996. Ms. Fineran has specialized in litigation from the very inception of her law career and has worked actively in the antitrust and class action area. She was a litigation associate at Makoff Kinnear Counsel, P.C. from 1996 to 2000; a senior litigation associate at Wilson, Sonsini, Goodrich & Rosati from 2000 to 2002; and a senior litigation associate at Gold Bennett, Cera & Sidener, a major class action and antitrust firm, from 2003 to 2006. From 2006 to 2007, she assisted Mississippi resident victims of Hurricane Katrina, doing insurance litigation and related appellate work. Since 2007, she has served primarily as counsel to Wolf Haldenstein, primarily in the area of antitrust and almost

exclusively on this matter and the Text Messaging antitrust case (*In re Text Message Antitrust Litigation* 1:08 cv. 07082) pending in the Northern District of Illinois.

ROBERT B. KOWALCZYK: *admitted:* State Bar of Illinois; U.S. District Court for the Northern District of Illinois; U.S. District Court for the Southern District of Illinois; U.S. Court of Appeals for the Seventh Circuit. *Education:* Stetson University, B.A., 1994; American University, M.S., 1997; DePaul University College of Law, J.D., 2000. Mr. Kowalczyk has specialized in litigation for various firms and was on the faculty of Elgin Community College for 11 years as a paralegal instructor, coordinator and faculty advisor. He has published many articles on litigation practice, including mock trials, jury selection, and various aspects of the federal rules of civil procedure as they relate to trial and pre-trial practice.

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name: Wolf Haldenstein Adler Freeman & Herz LLP**
Reporting Period: Inception through March 17, 2014

EXPENSE	AMOUNT
Litigation Fund	\$57,500.00
Travel/Hotel/Meals	\$2,819.57
Copying/Printing Fees	\$4,369.52
Research	\$8,988.87
Telephone/Teleconference/Fax	\$2,252.30
FedEx/Messengers/Postage	\$574.29
Court Fees	\$0.00
Other (describe)	
CLE Antitrust	\$75.40
Clerical Overtime	\$109.92
Computer Services: LuciData	\$16,078.53
Professional Fees	\$3,790.88
TOTAL	\$96,559.28

EXHIBIT 19

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

DECLARATION OF NORMAN P. ZARWIN, ESQ. IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

I, Norman P. Zarwin, declare as follows:

1. I am a shareholder/chairman at the law firm of Zarwin Baum DeVito Kaplan Schaer Toddy, P.C. I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses in connection with services rendered in this action and reimbursement of expenses incurred by the firm related to the investigation and prosecution of claims in the course of this litigation.

2. I actively participated in and oversaw all aspects of my firm's involvement in the case. The firm's compensation for services rendered in this case was wholly contingent on the success of this litigation, and was totally at risk.

3. My firm acted as counsel to the Plaintiffs in this action, and was involved in the following activities:

- Fact investigation
- Review and production of documents
- Written Discovery

- Defended 30(b)(6) deposition and prepared witness

4. Attached as Exhibit 1 is a summary of the time spent by the firm's attorneys and professional staff who were involved in the action, and the lodestar calculation based on my firm's billing rates at the time the services were performed, from the inception of the case through December 31, 2013. The summary was prepared at my request from contemporaneous, daily time records regularly prepared and maintained by the firm, which are available at the request of the Court.


5. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the usual and customary hourly rates charged for their services in non-contingent matters. Attached as Exhibit 2 are biographies of the principal attorneys from the firm who were involved in this action. This information is also available on the firm website at www.zarwin.com.

6. Attached as Exhibit 3 is a summary of the expenses incurred by the firm from the inception of the case through December 31, 2013. The expenses incurred in this action are reflected on the firm's books and records maintained in the ordinary course of business. Those books and records are prepared from expense vouchers, receipts, and other source materials and represent an accurate recording of the expenses incurred.

7. The total number of hours expended on this litigation by the firm from inception through December 31, 2013 is 102.50 hours. The total lodestar, at current billing rates, for my firm for this period is \$32,583.00. The total unreimbursed expenses in the litigation during this period is \$20,108.78.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

ZARWIN BAUM DEVITO KAPLAN
SCHAER & TODDY, P.C.

By: 
Norman P. Zarwin, Esq.

Dated: April 16, 2014

EXHIBIT 1

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
TIME REPORT

Firm Name:
Reporting Period:

PROFESSIONAL	STATUS	TOTAL HOURS	HOURLY RATE	TOTAL LODESTAR*
Zlotnik, Gary A.	P	0.20	\$400.00	\$80.00
Zarwin, Norman P.	P	4.00	\$432.50	\$1,730.00
Magen, Philip A.	P	63.20	\$347.50	\$21,963.00
Harmon, Ryan D.	P	1.40	\$275.00	\$385.00
Snell, Devon F.	A (no longer with firm)	33.70	\$250.00	\$8,425.00
TOTALS		102.50		\$32,583.00

P = Partner/Shareholder
 C = Counsel
 A = Associate
 PL = Paralegal

*Lodestar calculated based on hourly rates at time work performed.

EXHIBIT 2

Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.
BIOGRAPHIES

ZARWIN ♦ BAUM ♦ DEVITO
KAPLAN ♦ SCHAER ♦ TODDY ♦ P.C.
ATTORNEYS AT LAW




NORMAN P. ZARWIN

Shareholder

Phone: 267.765.9601

Fax: 267.765.9661

npzarwin@zarwin.com

 [Download V-Card](#)

Office:

[Philadelphia, PA](#)

PRACTICE AREAS

[Commercial Litigation](#)

[Franchise](#)

[Non-profit Organizations](#)

[Petroleum Marketing](#)

[Real Estate](#)

BAR ADMISSIONS

Pennsylvania, 1956

EDUCATION

B.A. University of Pennsylvania,
1952 (English with Honors)

L.L.B. University of Pennsylvania
Law School, 1955

MEMBERSHIPS

Pennsylvania Bar Association

Philadelphia Bar Association

Career Biography

Norman P. Zarwin, a founder of the firm, maintains his practice in several areas: petroleum marketing, a unique niche, representing gasoline distributors and retailers from Maryland to New York; is involved in business and real estate transactional matters; and chairs the firm's non-profit practice group. He has also been particularly involved in the establishment, representation and advising associations including Alliance for Automotive Service Providers of Pennsylvania, South Asian Business Association, and the Service Station and Automotive Repair Association of Pennsylvania/Delaware.

In addition, Norman's entrepreneurial spirit has led him to become involved in various business enterprises including car washes, gasoline stations, a strip shopping center, other real estate ventures, orange groves and an auto parts wholesale business. Currently, he is Chairman and a founder of U-GO Stations, Inc., an exciting new venture, developing and establishing electric vehicle charging station infrastructure in various U.S. geographic areas and in the Caribbean, as well as solar power to create the electricity not only for the charging stations but for other energy requirements. Together with his legal skills, as a result of business experience, Norman is able to provide practical common sense options for and to clients.

Norman has been involved in a wide variety of community activities serving as president, chairman of the board and/or member of the board of directors over a 50 year period including University Lodge, B'nai B'rith; Golden Slipper Club & Charities; Jewish National Fund Council of Philadelphia; Society for the Jewish Aged; Golden Slipper Club Uptown Home for the Aged; Golden Slipper Center For Seniors; and Jewish Federation of Greater Philadelphia. He had served as Chairman of the Scholarship Foundation of the Union League and has played a leading role in the establishment of a scholarship program for the Golden Slipper Club & Charities. He has served as chairman of numerous fund raising committees for various charitable organizations. Also, Norman has played a major role in reorganizing several dormant charities which are now serving the community in a major manner. In addition, he is on the Board of Directors of the Abramson Center for Jewish Life and Chairman of the Philadelphia Region American Friends of Magen David Adom (the Israeli equivalent to the Red Cross).

Norman has received several awards including the Golden Slipper Club & Charities Gold Medallion Award of Achievement, Pennsylvania Delaware Service Station Dealers Service Award, Pennsylvania Association of Non-Profit Nursing Homes for the Aged Distinguished Trustee of the Year, South Asian Business Association Award of Appreciation and Magen David Adom Lifeline Humanitarian Award.

News & Events:

- **Zarwin Baum Attorneys Named 2012's Top Rated Lawyers by American Lawyer Media and Martindale-Hubbell**
December 6, 2012
- **Zarwin Baum attorneys named 2012's Top Rated Lawyers by American Lawyer Media and Martindale-Hubbell**
October 25, 2012
- **Norman Zarwin Testifies Before Philadelphia City Council Committee Pertaining to the Proposed Establishment of a Youth Court Program**
August 8, 2012
- **Zarwin Baum, U-GO Stations, Inc. to Introduce New, Electric Vehicles to Philadelphia**
July 19, 2012
- **The Alternate Energy Revolution**
May 24, 2012
- **Zarwin Baum Welcomes the Mayor of Incheon Metropolitan City, Song Young-gil and Visiting Korean Delegation to Philadelphia**
May 16, 2012

Recent Successes:

- **Zarwin Baum Obtains Dismissal of Federal Court Action**
December 31, 2008

ZARWIN ♦ BAUM ♦ DEVITO
KAPLAN ♦ SCHAER ♦ TODDY ♦ P.C.
ATTORNEYS AT LAW



GARY A. ZLOTNICK

Shareholder

Phone: 267.765.9616

Fax: 267.765.9686

gazlotnick@zarwin.com

 [Download V-Card](#)

Office:

Philadelphia, PA

Career Biography

Gary A. Zlotnick practices in the areas of estate planning and administration, business, real estate and taxation.

He received his B.S. degree from Boston University and his J.D. degree and LL.M. degree in taxation from Villanova University.

Gary is a member of the Philadelphia Bar Association and also a certified public accountant. He has also lectured on estate planning for the National Business Institute.

Gary serves on the Board of Directors of PhillyIsraelim, a non-profit organization, and as a volunteer attorney for Lawyers For The Arts. He is the director of the Second Chance Foundation, a charitable organization established to raise funds to provide financial assistance and resources to vital community-based organizations that serve "at-risk" children, young adults, and families in Philadelphia. Gary also serves on the education committee of the Philadelphia Bar Association's Probate and Trust Law Division.

Representative Matters

PRACTICE AREAS

[Bankruptcy & Creditors' Rights](#)

[Practice Group](#)

[Business Practice Group](#)

[Commercial Litigation](#)

[Estate Planning & Administration of](#)

[Wills & Trust](#)

[Franchise](#)

[Non-profit Organizations](#)

[Petroleum Marketing](#)

[Real Estate](#)

BAR ADMISSIONS

Pennsylvania, 1982

EDUCATION

B.S., Boston University J.D. degree

LL.M. in taxation, Villanova University

MEMBERSHIPS

Auditor of Haverford Township

Haverford Township Library Board of Trustees

PhillyIsrael Board

Represented Allied Orthotics & Prosthetics Inc. in its merger with Jack Gold Surgical Appliances Inc. to form AlliedOP, a company specializing in upper and lower prosthetics and orthotics, spinal and scoliosis orthotics, and sports bracing operating numerous patient facilities throughout Pennsylvania and New Jersey.

Education Committee of Probate
Section of Philadelphia Bar
Association
Philadelphia Bar Association
Second Chance Foundation Board
Director

Represented a local privately held soft drink bottling company in its sale to a publicly held national soft drink bottling company.

Represented a company engaged in the retail gasoline and convenience store business in the transaction of its acquisition of 19 separate gasoline and convenience store locations and two states.

Represented a multi-million dollar estate in establishing a tax-exempt foundation that grants scholarships to students who attend Hebrew University of Israel.

Successfully prevailed in Montgomery County Orphans Court utilizing a laches defense in a will construction case involving the ownership of a closely held company.

Represented a restaurant company in the tax free spinoff of its restaurants and rental properties between the two owners of the company.

Represented attorney in his withdrawal from the law firm he cofounded and established his new law firm.

Negotiated and prepared a licensing agreement for a manufacturing apparel company

Negotiated and prepared a celebrity endorsement deal.

Negotiated and prepared a joint venture agreement for Israel and American company relative to the distribution of a certain medical device.

Utilized a vehicle known as an Intentionally Defective Grantor Trust to enable the owner of a closely held business to transfer stock ownership to family members by removing significant future appreciation of business from owner's estate while eliminating capital gains taxes on conveyance of the shares from grantor of the trust.

Represented Lansdale Packaged Ice, an ice manufacturer and distributor, in the recent sale of its business to Arctic Glacier U.S.A Inc.

Represented Doctors and Veterinarians in the sale and purchase of medical and veterinary practices, respectively.

News & Events:

- **Gary A. Zlotnick of Zarwin Baum Elected Auditor of Haverford Township**
November 12, 2013
- **Gary Zlotnick to Speak at the National Business Institute Advanced Estate Planning Seminar**
July 17, 2013
- **Zarwin Baum Attorney Gary A. Zlotnick Reappointed to the Board of the Haverford Township Free Library**
January 22, 2013
- **Zarwin Baum Attorneys Named 2012's Top Rated Lawyers by American Lawyer Media and Martindale-Hubbell**
December 6, 2012
- **Zarwin Baum attorneys named 2012's Top Rated Lawyers by American Lawyer Media and Martindale-Hubbell**
October 25, 2012
- **Gary Zlotnick Represented Allied Orthotics & Prosthetics Inc. in the Successful Merger with Gold Surgical Appliances Inc**
June 1, 2012
- **Gary Zlotnick Speaks on Estate Planning for Pet Owners**
January 8, 2012
- **Harmon Wins Fraudulent Transfer Action**
November 10, 2011
- **Gary Zlotnick to Speak at Estate Administration Procedures: Why Each Step is Important**
August 12, 2011
- **Gary Zlotnick and Matt Goldstein Present Estate Planning for Pet Owners**
June 11, 2011

Recent Successes:

- **Gary Zlotnick Represented Allied Orthotics & Prosthetics Inc. in the Successful Merger with Gold Surgical Appliances Inc**
June 1, 2012
- **Harmon Wins Fraudulent Transfer Action**
November 10, 2011

ZARWIN ♦ BAUM ♦ DEVITO
KAPLAN ♦ SCHAER ♦ TODDY ♦ P.C.
ATTORNEYS AT LAW



PHILIP A. MAGEN

Shareholder

Phone: 267.765.9630

Fax: 267.765.9663

pamagen@zarwin.com

 [Download V-Card](#)

Office:

[Philadelphia, PA](#)

PRACTICE AREAS

[Commercial Litigation](#)

BAR ADMISSIONS

California - 1990

New Jersey - 2006

Pennsylvania - 2006

Career Biography

Philip A. Magen is a member of Zarwin Baum's commercial litigation practice group. His practice emphasizes all areas of business litigation, including business torts, contracts, construction, creditor's rights, lender liability, receivership, unfair competition, real estate and products liability.

Philip has also been involved in all aspects of civil litigation from inception through conclusion, including arbitration, trial, complex settlement and appeal. He has comprehensive experience with trial preparation to include depositions, written discovery and persuasive brief writing. Philip has achieved an "AV" rating from Martindale Hubbell.

Prior to joining Zarwin Baum, Philip was a partner at Sheppard, Mullin, Richter & Hampton, LLP in its San Diego, California office. His practice now includes the state and federal courts of Pennsylvania and New Jersey.

EDUCATION

B.A. University of California, Santa Barbara, 1987 (Graduated with Distinction and High Honors)

J.D. University of Southern California, 1990 (Member of Hale Moot Court, Honors Program)

Representative Matters

- Defended financial institutions against lender liability claims.
- Represented both landlords and tenants in breach of lease disputes.

- Represented financial institutions seeking protection and distribution of loan collateral.
- Represented both employers and employees in covenant not to compete litigation.
- Defended a municipality in an action claiming that refusal to allow a sexually oriented business to operate was unconstitutional.
- Represented real estate sellers, buyers and brokers in breach of contract actions.
- Defended financial institutions in actions brought under the Electronic Funds Transfer Act.
- Represented gasoline distributors and retailers in disputes under the Petroleum Practices Marketing Act.
- Represented manufacturers and consumers in product liability actions.
- Represented financial institutions in disputes regarding the priority of security interests.
- Represented both shareholders and corporations in breach of fiduciary duty/duty of loyalty disputes.
- Defended a municipality alleged to have violated the New Jersey Civil Rights Act.
- Represented a large financial institution seeking coverage under a financial institutions bond for employee disloyalty.
- Defended a business against a false advertising claim brought by the Pennsylvania Attorney General.
- Defended numerous businesses against allegations of unfair business practices.
- Represented developers, general contractors and subcontractors in construction defect litigation.
- Provided representation to court appointed receivers, including defending their actions and advising as to their appointed duties.
- Represented plaintiffs and defendants in breach of commercial contract disputes.
- Represented plaintiffs and defendants in business fraud disputes.
- Successfully represented litigants at trial, arbitration and injunction proceedings.
- Secured on behalf of bank a multi million dollar settlement against the issuer of its financial institutions bond resulting from commercial loan defaults that the bank claimed were caused by multiple acts of employee dishonesty.

News & Events:

- **Zarwin Baum Secures Pretrial Dismissal of Multi Million Dollar Breach of Contract and Unfair Competition Claims**
January 9, 2013

- **Zarwin Baum Attorneys Named 2012's Top Rated Lawyers by American Lawyer Media and Martindale-Hubbell**
December 6, 2012
- **Zarwin Baum attorneys named 2012's Top Rated Lawyers by American Lawyer Media and Martindale-Hubbell**
October 25, 2012
- **Multi-million Dollar Settlement Secured for Bank Under Financial Institution Bond**
October 24, 2011
- **Commercial Lease Litigation Victory**
June 16, 2011

Recent Successes:

- **Ejectment Action Against Homeowners Dismissed**
April 9, 2014
- **Zarwin Real Estate Clients Prevail in Superior Court**
March 28, 2014
- **Zarwin Baum Secures Policy Limits Recovery Under Electronic Risk Policy**
November 1, 2013
- **Zarwin Baum Secures Pretrial Dismissal of Multi Million Dollar Breach of Contract and Unfair Competition Claims**
January 9, 2013
- **Appellate Court Upholds Dismissal of First Amendment Claim Against Mayor and Municipality**
July 24, 2012
- **Multi-million Dollar Settlement Secured for Bank Under Financial Institution Bond**
October 24, 2011
- **Commercial Lease Litigation Victory**
June 16, 2011
- **Judge Dismisses Civil Rights Act Claim Against Atlantic City**
November 11, 2010

ZARWIN ♦ BAUM ♦ DEVITO
KAPLAN ♦ SCHAER ♦ TODDY ♦ P.C.
ATTORNEYS AT LAW



RYAN D. HARMON

Shareholder

Phone: 267.765.9619

Fax: 267.765.9649

rdharmon@zarwin.com

[Download V-Card](#)

Office:

Philadelphia, PA

Career Biography

As a member of Zarwin Baum's real estate department, Ryan D. Harmon focuses his practice on real estate, commercial finance and other general business matters.

Ryan's experience includes representing banks and commercial lending institutions in commercial and other real estate finance transactions, including SWAP, mezzanine and asset-based loan transactions. He assists with commercial and real estate loans and drafting loan documents as well as conducts comprehensive lease and title document reviews, drafts agreements of sale and other real estate transfer documents and facilitates closings for financing, purchase and sale transactions.

Ryan also handles the formation of business entities and represents clients in landlord/tenant and other commercial litigation matters.

In addition to the above, Ryan has significant experience in estate and trust administration, Orphans' Court litigation and commercial litigation.

Ryan was selected for inclusion in Pennsylvania's "Rising Stars" by Law & Politics/Philadelphia Magazine in 2007, 2008, 2009, 2010, and 2011. He is a member of the Philadelphia Bar Association and actively involved in its Real Property Section.

Representative Matters

PRACTICE AREAS

Commercial Litigation

Estate Planning & Administration of Wills & Trust

Franchise

Non-profit Organizations

Petroleum Marketing

Real Estate

COURT ADMISSIONS

Courts of the Commonwealth of Pennsylvania and the State of New Jersey, 2003

U.S. District Court, Eastern District of Pennsylvania

EDUCATION

Gustavus Adolphus College (B.A. 1999)

Temple University Beasley School of Law (J.D. 2003)

MEMBERSHIPS

Philadelphia Bar Association

Represented a lender in closing two construction loans totaling over \$40,000,000 for construction of two mixed use retail and residential projects in New Jersey.



Counsel to seven banks in preparation and negotiation of complex loan documents for over \$100 million in financing for construction, acquisition, leasing and development of commercial, retail (shopping center and regional mall), industrial and residential property plus asset-based financing for inventory, receivables, automobiles and helicopters.

General outside litigation counsel to major Philadelphia developer of multi-unit residential, condominium, retail and commercial projects.

Counsel to a leading multi-unit residential owner and manager in joint venture acquisition, financing and refinancing of more than \$150 million in property along the East Coast.

Counsel to two leading Philadelphia metropolitan area developers, owners and managers of commercial and retail projects in acquisitions, sales, leasing and financing of numerous properties totaling hundreds of thousands of square feet in leasable space.

News & Events:

- **Zarwin Baum Ushers in 2014 With Firm Additions and New Shareholders**
January 8, 2014
- **Pennsylvania's Superior Court Expands Scope of Mechanics' Lien Law**
January 7, 2014
- **Harmon Wins Fraudulent Transfer Action**
November 10, 2011
- **Successful \$40,000,000 Construction Loan Closing**
August 2, 2011
- **Zarwin Attorneys Selected as Super Lawyers and Rising Stars**
June 1, 2011

Recent Successes:

- **Harmon Wins Fraudulent Transfer Action**
November 10, 2011
- **Successful \$40,000,000 Construction Loan Closing**
August 2, 2011
- **Zarwin Attorney Successful in Defending Superior Court Appeal Regarding Recent Amendments to Mechanics' Lien Law**
March 23, 2009

- **Zarwin Baum Obtains Summary Judgment And Attorney's Fees In Federal Court Action**

January 20, 2009

EXHIBIT 3***Marchbanks Truck Service, Inc., et al. v. Comdata Network, Inc., et al.***
EXPENSE REPORT**Firm Name:****Reporting Period:**

EXPENSE	AMOUNT
Litigation Fund	\$20,000.00
Travel/Hotel/Meals	\$18.50
Copying/Printing Fees	\$6.20
Research	
Telephone/Teleconference/Fax	\$84.08
FedEx/Messengers/Postage	
Court Fees	
Other (describe)	
TOTAL	\$20,108.78

EXHIBIT 20

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC. d/b/a BEAR
MOUNTAIN TRAVEL STOP, *et al.*, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC. d/b/a COMDATA
CORPORATION, *et al.*,

Defendants.

Civil Action No.
07-1078-JKG-HSP
Consolidated Case

DECLARATION OF KELLY RHINEHART

I, Kelly Rhinehart, under penalty of perjury, declare as follows:

1. I am the President of Roady's Truck Stops ("Roady's"). My business address is 222 North Plymouth Avenue, New Plymouth, Idaho 83655. I am over twenty-one years of age, and I am authorized to make this declaration on behalf of Roady's. I have personal knowledge of the facts set forth below.

2. Roady's Truck Stops is the nation's largest network of Independent Truck Stops. Roady's began operations in 2006 with the merging of a number of smaller truck stop marketing companies. Its customers consist of 369 retail facilities across 43 states. Roady's offers a number of benefits to its customers including insurance coverage, factoring, freight matching, fuel buying forecasts, and marketing to trucking fleets and vendors. Roady's also negotiates directly with third-party billing companies, including Comdata, Inc. ("Comdata"), on behalf of Independent Truck Stops that participate in the Roady's network.

3. The former President of Roady's, Robert Lee, provided two declarations to the Court in this matter (dated February 18, 2010 and May 22, 2013, respectively). Those declarations were intended to support plaintiffs' motion to certify a nationwide class of independent truck stops. I, as president, co-owner and founder of Roady's, have been generally aware of the antitrust class action lawsuit on behalf of a class of Independent Truck Stops against Comdata, Comdata's parent, Ceridian HCM Holding, Inc. and certain Major Chain Truck stops (Love's, TA and Pilot) since in or around the time the suit was filed in 2007.

4. Based on my own personal knowledge and the information I have reviewed and which has been discussed with me, I can confidently state that Roady's, on behalf of its hundreds of retail Independent truck stop facilities (all of whom are members of the Settlement Class in this case), supports (a) final approval of the proposed settlement of this action with all of the defendants, (b) Class Counsel's request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation related expenses out of the settlement fund, and (c) Class Counsel's request for special service awards to the named Plaintiffs in the above-captioned litigation.

5. Class Counsel has generally kept us aware on an ongoing basis during the long tenure of the case of the underlying allegations, developments in the litigation, and other aspects of the case. More recently, we have had two discussions with Class Counsel about the details of the settlement now being proposed to the Court. We have also reviewed the settlement documents ourselves. We understand, for instance, that pursuant to the terms of the settlement, all of the defendants have collectively paid \$130 million into an escrow account for the benefit of the class. We understand further that the settlement also involves what we believe to be valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops. Before the settlement, these provisions, among other things, had restrained the ability of truck stops from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Cards. As Roady's has stated in a previous declaration, the contractual provisions that Comdata has now agreed to modify "generally bar Roady's Truck Stops from actively working to convert truckers and fleets carrying Comdata Fleet Cards to the use of other Fleet Cards...generally prohibit Roady's Truck Stops from . . . charging a lower diesel fuel cash price to users of alternative Fleet Cards . . . and generally do not allow Roady's Truck Stops to surcharge Comdata Fleet Card transactions....[and] prohibit[] truck stops that accept its card from engaging in any active sales effort to try and convince Comdata card users to switch to a less expensive Fleet Card." Declaration of Robert Lee, dated May 22, 2013, ¶ 8. Moreover, in our view, the contractual provisions that Comdata has now agreed to modify or eliminate have likely kept merchant fees to Independent truck stops higher than they otherwise would have been. Therefore, Comdata's agreement to eliminate or modify certain of these restrictive provisions as part of the proposed settlement brings substantial value to Independent Truck Stops.

6. We also understand that, as part of the settlement, Comdata has agreed to engage in a good faith negotiation regarding Comdata's merchant fees with each of the four major buying groups of Independent Truck Stops, including with Roady's. This is a benefit to Roady's and its members.

7. Based on the information provided to Roady's from Class Counsel and on the publicly available information relating to the settlement, Roady's is satisfied that the proposed settlement is fair and adequate and is clearly in the interests of Roady's member truck stops and the Independent truck stop businesses more generally.

8. Roady's also believes that the requested attorneys' fee award of one-third of the total cash settlement amount is appropriate in this case. Not only will the results of the case

bring substantial benefits to the class, Roady's is well aware of the time and effort put into this case by Class Counsel for over seven years with no guarantee of ever getting compensated. We at Roady's recognize and appreciate the skill, persistence, and professionalism with which Class Counsel handled the matter on behalf of the class. Finally, we support Class Counsel's request for special service awards to each of the named Plaintiffs in the case in the following amounts:

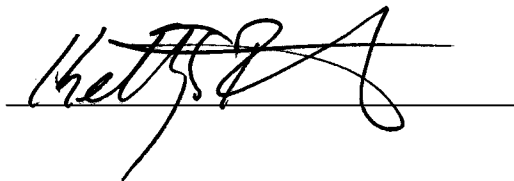
- \$150,000 to Marchbanks Truck Service, Inc. d/b/a Bear Mountain Travel Stop
- \$75,000 to Gerald F. Krachey d/b/a Krachey's BP South
- \$75,000 to Walt Whitman Truck Stop, Inc.
- \$15,000 to Mahwah Fuel Stop

We recognize and appreciate that each of these Plaintiffs expended substantial time and effort on behalf of the class and deserves to be rewarded for its efforts.

9. For the above reasons, Roady's respectfully asks the Court to approve the final settlement, and supports Class Counsel's application for attorneys' fees and reimbursement of out-of-pocket expenses, as well as Class Counsel's request for special service awards for the representative Plaintiffs in this case.

I declare under penalty of perjury under the laws of the State of Idaho that the foregoing is true and correct.

Executed this 21st day of April, 2014, at 11:05 am.



A handwritten signature in black ink, appearing to be 'H. J. R.', is written over a horizontal line.

⋮

EXHIBIT 21

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC. d/b/a BEAR
MOUNTAIN TRAVEL STOP, *et al.*, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC. d/b/a COMDATA
CORPORATION, *et al.*,

Defendants.

Civil Action No.
07-1078-JKG-HSP
Consolidated Case

DECLARATION OF STEVE ALLEN

I, Steve Allen, under penalty of perjury, declare as follows:

1. I am the President of AMBEST. My business address is 5115 Maryland Way, Suite 300, Brentwood, Tennessee, 37027. I am over twenty-one years of age, and I am authorized to make this declaration on behalf of AMBEST. I have personal knowledge of the facts set forth below.

2. AMBEST is a member-owned network of approximately 160 independent truck stops and service centers in some 40 states. Founded in 1998, AMBEST offers group sales, marketing, and purchasing programs to its members. AMBEST also negotiates directly with vendors and third-party billing companies, including Comdata, Inc. ("Comdata"), on behalf of AMBEST members.

3. I provided a declaration to the Court in this matter (dated August 18, 2010). That declaration was intended to support plaintiffs' motion to certify a nationwide class of independent truck stops. I, as President of AMBEST, have been generally aware of the antitrust class action lawsuit on behalf of a class of Independent Truck Stops against Comdata, Comdata's parent, Ceridian HCM Holding, Inc. and certain Major Chain Truck stops (Love's, TA and Pilot) since in or around the time the suit was filed in 2007.

4. Based on my own personal knowledge and the information I have reviewed and which has been discussed with me, I can state that AMBEST, on behalf of its members (all of whom are members of the Settlement Class in this case), supports (a) final approval of the proposed settlement of this action with all of the defendants, (b) Class Counsel's request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their reasonable documented direct litigation related expenses (excluding hourly fees) out of the

settlement fund, and (c) Class Counsel's request for special service awards to the named Plaintiffs in the above-captioned litigation.

5. Class Counsel has generally kept us aware on an ongoing basis during the long tenure of the case of the underlying allegations, developments in the litigation, and other aspects of the case. More recently, we have had two discussions with Class Counsel about the details of the settlement now being proposed to the Court. We have also reviewed the settlement documents ourselves. We understand, for instance, that pursuant to the terms of the settlement, all of the defendants have collectively paid \$130 million into an escrow account for the benefit of the class. We understand further that the settlement also involves prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops.

6. We also understand that, as part of the settlement, Comdata has agreed to engage in a good faith negotiation regarding Comdata's merchant fees with each of the four major buying groups of Independent Truck Stops, including with AMBEST. This should prove to be a benefit to AMBEST and its members.

7. Based on the information provided to AMBEST from Class Counsel and on the publicly available information relating to the settlement, AMBEST is satisfied that the proposed settlement is fair and is in the best long term interests of AMBEST member truck stops and the Independent truck stop businesses more generally.

8. AMBEST also believes that the requested attorneys' fee award of one-third of the total cash settlement amount is appropriate in this case. Not only will the results of the case bring benefits to the class, AMBEST is well aware of the time and effort put into this case by Class Counsel for over seven years with no guarantee of ever getting compensated. We at AMBEST recognize and appreciate the skill, persistence, and professionalism with which Class Counsel handled the matter on behalf of the class. Finally, we support Class Counsel's request for special service awards to each of the named Plaintiffs in the case in the following amounts:

- \$150,000 to Marchbanks Truck Service, Inc. d/b/a Bear Mountain Travel Stop
- \$75,000 to Gerald F. Krachey d/b/a Krachey's BP South
- \$75,000 to Walt Whitman Truck Stop, Inc.
- \$15,000 to Mahwah Fuel Stop

We recognize and appreciate that each of these Plaintiffs expended substantial time and effort on behalf of the class and deserves to be rewarded for its efforts.

9. For the above reasons, AMBEST respectfully asks the Court to approve the final settlement, and supports Class Counsel's application for attorneys' fees and reimbursement of reasonable documented direct out-of-pocket expenses (excluding hourly fees), as well as Class Counsel's request for special service awards for the representative Plaintiffs in this case.

I declare under penalty of perjury under the laws of the State of Tennessee that the foregoing is true and correct.

Executed this 21st day of April, 2014, at 3:30 pm.



EXHIBIT 22

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC. d/b/a BEAR
MOUNTAIN TRAVEL STOP, *et al.*, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC. d/b/a COMDATA
CORPORATION, *et al.*,

Defendants.

Civil Action No.
07-1078-JKG-HSP
Consolidated Case

DECLARATION OF MARHSA BIRD

I, Marsha Bird, under penalty of perjury, declare as follows:

1. I am the Chief Executive Office of North American Truck Stop Network (“NATSN”). My business address is 2 West Main Street, Sullivan, Missouri 63080. I am over twenty-one years of age, and I am authorized to make this declaration on behalf of NATSN. I have personal knowledge of the facts set forth below.

2. NATSN is the oldest nationwide network of independently owned truck stops in the United States. NATSN has been in operation since November 1988. Its members consist of 66 Independent Truck Stops across 26 states and in Canada. NATSN offers a number of benefits to its members, including group buying programs, insurance coverage, and marketing to trucking fleets. NATSN also negotiates directly with third-party billing companies, including Comdata, Inc. (“Comdata”), on behalf of NATSN members.

3. I provided two declarations to the Court in this matter (dated February 26, 2010 and May 13, 2013, respectively). Those declarations were intended to support plaintiffs’ motion to certify a nationwide class of independent truck stops. I, as Chief Executive Officer, of NATSN, have been generally aware of the antitrust class action lawsuit on behalf of a class of Independent Truck Stops against Comdata, Comdata’s parent, Ceridian HCM Holding, Inc. and certain Major Chain Truck stops (Love’s, TA and Pilot) since in or around the time the suit was filed in 2007.

4. Based on my own personal knowledge and the information I have reviewed and which has been discussed with me, I can confidently state that NATSN, on behalf of its members (all of whom are members of the Settlement Class in this case), enthusiastically supports (a) final

approval of the proposed settlement of this action with all of the defendants, (b) Class Counsel's request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation related expenses out of the settlement fund, and (c) Class Counsel's request for special service awards to the named Plaintiffs in the above-captioned litigation.

5. Class Counsel has generally kept us aware on an ongoing basis during the long tenure of the case of the underlying allegations, developments in the litigation, and other aspects of the case. More recently, we have had two discussions with Class Counsel about the details of the settlement now being proposed to the Court. We have also reviewed the settlement documents ourselves. We understand, for instance, that pursuant to the terms of the settlement, all of the defendants have collectively paid \$130 million into an escrow account for the benefit of the class. We understand further that the settlement also involves what we believe to be valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops. Before the settlement, these provisions, among other things, had restrained the ability of truck stops from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Cards. As NATSN has stated in a previous declaration, the contractual provisions that Comdata has now agreed to modify "generally bar NATSN's members from actively working to convert truckers and fleets carrying Comdata Fleet Cards to the use of other Fleet Cards...generally prohibit NATSN members from . . . charging a lower diesel fuel cash price to users of alternative Fleet Cards . . . and generally do not allow NATSN members to surcharge Comdata Fleet Card transactions....[and] prohibit[] truck stops that accept its card from engaging in any active sales effort to try and convince Comdata card users to switch to a less expensive Fleet Card." Declaration of Marsha Bird, dated May 13, 2013, ¶ 7. Moreover, in our view, the contractual provisions that Comdata has now agreed to modify or eliminate have likely kept merchant fees to Independent truck stops higher than they otherwise would have been. Therefore, Comdata's agreement to eliminate or modify certain of these restrictive provisions as part of the proposed settlement brings substantial value to Independent Truck Stops.

6. We also understand that, as part of the settlement, Comdata has agreed to engage in a good faith negotiation regarding Comdata's merchant fees with each of the four major buying groups of Independent Truck Stops, including with NATSN. This is a benefit to NATSN and its members.

7. Based on the information provided to NATSN from Class Counsel and on the publicly available information relating to the settlement, NATSN is satisfied that the proposed settlement is abundantly fair and adequate and is clearly in the interests of NATSN member truck stops and the Independent truck stop businesses more generally.

8. NATSN also believes that the requested attorneys' fee award of one-third of the total cash settlement amount is appropriate in this case. Not only will the results of the case bring substantial benefits to the class, NATSN is well aware of the time and effort put into this case by Class Counsel for over seven years with no guarantee of ever getting compensated. We at NATSN recognize and appreciate the skill, persistence, and professionalism with which Class

Counsel handled the matter on behalf of the class. NATSN also understands that the case was expensive to litigate and thus that Class Counsel deserve to be reimbursed for their out of pocket expenses. Finally, we support Class Counsel's request for special service awards to each of the named Plaintiffs in the case in the following amounts:

- \$150,000 to Marchbanks Truck Service, Inc. d/b/a Bear Mountain Travel Stop
- \$75,000 to Gerald F. Krachey d/b/a Krachey's BP South
- \$75,000 to Walt Whitman Truck Stop, Inc.
- \$15,000 to Mahwah Fuel Stop

We recognize and appreciate that each of these Plaintiffs expended substantial time and effort on behalf of the class and deserves to be rewarded for its efforts.

9. For the above reasons, NATSN respectfully asks the Court to approve the final settlement, and supports Class Counsel's application for attorneys' fees and reimbursement of out-of-pocket expenses, as well as Class Counsel's request for special service awards for the representative Plaintiffs in this case.

I declare under penalty of perjury under the laws of the State of Missouri that the foregoing is true and correct.

Executed this 15th day of April, 2014, at 1:25 PM - NATSN office



A handwritten signature in cursive script, appearing to read "Amanda Bred", is written over a horizontal line.

EXHIBIT 23

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC. d/b/a BEAR
MOUNTAIN TRAVEL STOP, *et al.*, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC. d/b/a COMDATA
CORPORATION, *et al.*,

Defendants.

Civil Action No.
07-1078-JKG-HSP
Consolidated Case

DECLARATION OF BURT NEWMAN, SR.

I, Burt Newman, Sr., under penalty of perjury, declare as follows:

1. I am the President and General Manager of Professional Transportation Partners, L.L.C. ("PTP"). My business address is 8 Cadillac Drive, Suite 130, Brentwood, Tennessee 37027. I am over twenty-one years of age, and I am authorized to make this declaration on behalf of PTP. I have personal knowledge of the facts set forth below.

2. PTP has been operating since 1996 and currently has over 80 member Independent Truck Stops across 30 states. PTP is a partnership between member Independent Truck Stops and trucking industry professionals, with the goal of providing customers with better over-the-road fueling, maintenance, and driver reward programs at a cost-effective price. PTP also negotiates directly with third-party billing companies, including Comdata, Inc. ("Comdata"), on behalf of PTP members.

3. I provided two declarations to the Court in this matter (dated February 19, 2010 and May 14, 2013, respectively). Those declarations were intended to support plaintiffs' motion to certify a nationwide class of independent truck stops. I, as president, of PTP, have been generally aware of the antitrust class action lawsuit on behalf of a class of Independent Truck Stops against Comdata, Comdata's parent, Ceridian HCM Holding, Inc. and certain Major Chain Truck stops (Love's, TA and Pilot) since in or around the time the suit was filed in 2007.

4. Based on my own personal knowledge and the information I have reviewed and which has been discussed with me, I can confidently state that PTP, on behalf of its members (all of whom are members of the Settlement Class in this case), enthusiastically supports (a) final approval of the proposed settlement of this action with all of the defendants, (b) Class Counsel's

request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation related expenses out of the settlement fund, and (c) Class Counsel's request for special service awards to the named Plaintiffs in the above-captioned litigation.

5. Class Counsel has generally kept us aware on an ongoing basis during the long tenure of the case of the underlying allegations, developments in the litigation, and other aspects of the case. More recently, we have had two discussions with Class Counsel about the details of the settlement now being proposed to the Court. We have also reviewed the settlement documents ourselves. We understand, for instance, that pursuant to the terms of the settlement, all of the defendants have collectively paid \$130 million into an escrow account for the benefit of the class. We understand further that the settlement also involves what we believe to be valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops. Before the settlement, these provisions, among other things, had restrained the ability of truck stops from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Cards. As PTP has stated in a previous declaration, the contractual provisions that Comdata has now agreed to modify "generally bar PTP members from actively working to convert truckers and fleets carrying Comdata Fleet Cards to the use of other Fleet Cards...generally prohibit PTP members from . . . charging a lower diesel fuel cash price to users of alternative Fleet Cards . . . and generally do not allow PTP members to surcharge Comdata Fleet Card transactions....[and] prohibit[] truck stops that accept its card from engaging in any active sales effort to try and convince Comdata card users to switch to a less expensive Fleet Card." Declaration of Burt Newman, Sr., dated May 14, 2013, ¶ 9. Moreover, in our view, the contractual provisions that Comdata has now agreed to modify or eliminate have likely kept merchant fees to Independent truck stops higher than they otherwise would have been. Therefore, Comdata's agreement to eliminate or modify certain of these restrictive provisions as part of the proposed settlement brings substantial value to Independent Truck Stops.

6. We also understand that, as part of the settlement, Comdata has agreed to engage in a good faith negotiation regarding Comdata's merchant fees with each of the four major buying groups of Independent Truck Stops, including with PTP. This is a benefit to PTP and its members.

7. Based on the information provided to PTP from Class Counsel and on the publicly available information relating to the settlement, PTP is satisfied that the proposed settlement is abundantly fair and adequate and is clearly in the interests of PTP member truck stops and the Independent truck stop businesses more generally.

8. PTP also believes that the requested attorneys' fee award of one-third of the total cash settlement amount is appropriate in this case. Not only will the results of the case bring substantial benefits to the class, PTP is well aware of the time and effort put into this case by Class Counsel for over seven years with no guarantee of ever getting compensated. We at PTP recognize and appreciate the skill, persistence, and professionalism with which Class Counsel handled the matter on behalf of the class. PTP also understands that the case was expensive to

litigate and thus that Class Counsel deserve to be reimbursed for their out of pocket expenses. Finally, we support Class Counsel's request for special service awards to each of the named Plaintiffs in the case in the following amounts:

- \$150,000 to Marchbanks Truck Service, Inc. d/b/a Bear Mountain Travel Stop
- \$75,000 to Gerald F. Krachey d/b/a Krachey's BP South
- \$75,000 to Walt Whitman Truck Stop, Inc.
- \$15,000 to Mahwah Fuel Stop

We recognize and appreciate that each of these Plaintiffs expended substantial time and effort on behalf of the class and deserves to be rewarded for its efforts.

9. For the above reasons, PTP respectfully asks the Court to approve the final settlement, and supports Class Counsel's application for attorneys' fees and reimbursement of out-of-pocket expenses, as well as Class Counsel's request for special service awards for the representative Plaintiffs in this case.

I declare under penalty of perjury under the laws of the State of Tennessee that the foregoing is true and correct.

Executed this 19th day of April 2014, at Brentwood, TN

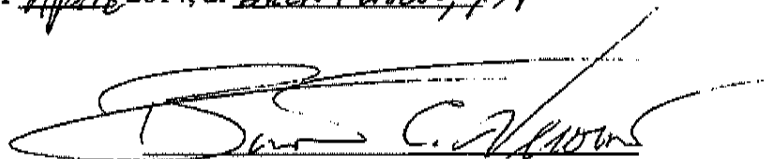
A handwritten signature in black ink, appearing to read "David C. Johnson", written over a horizontal line.

EXHIBIT 24

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF PLAINTIFF WILLIAM PATRICK MARCHBANKS IN SUPPORT
OF FINAL APPROVAL OF THE SETTLEMENT AND PLAINTIFFS' APPLICATION
FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
AND FOR SERVICE AWARDS FOR THE NAMED PLAINTIFFS**

I, William Patrick Marchbanks, declare as follows:

1. I am the Owner of Marchbanks Truck Service, Inc. d/b/a Bear Mountain Truck Stop ("Marchbanks Truck Service"). I make this declaration as an authorized representative of Marchbanks Truck Service. I have personal knowledge of the facts set forth below.

2. Marchbanks Truck Service served as a named Plaintiff since this case was initially filed in March 2007, and has been appointed by the Court to serve as a Class Representative in this litigation. Marchbanks Truck Service is a truck stop located in Bakersfield, California that offers fuel and amenities to over-the-road as well as local trucking customers. Marchbanks Truck Service accepts the Comdata card as well as other OTR Fleet Cards from our OTR Fleet Customers. My father opened Marchbanks Truck Service in 1976, and I have owned it since 1996. Through my experience owning and operating Marchbanks Truck Service, I have gained extensive knowledge about truck stops and the Fleet Card market.

3. I submit this Declaration, based on my own personal knowledge, discussions and correspondence. I write to express my support for: (a) the proposed class action settlement of this case; (b) Class Counsel's request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation-related expenses out of the settlement fund; and (c) Plaintiffs' request for special service awards to the Settlement Class Representatives in the amounts of \$150,000 (for Marchbanks Truck Service), \$75,000 (for Krachey's BP South), \$75,000 (for Walt Whitman Truck Stop, Inc.), and \$15,000 (for Mahwah Fuel Stop), respectively.

4. Not long after Comdata implemented the fee restructuring at the center of the litigation in 2000-2001, I began spearheading efforts to protect the interests of independent truck stop operators that experienced Comdata's significant fee increase. After unsuccessfully attempting to resolve the matter without litigation, my efforts led, ultimately, to the bringing of this class action suit in early 2007. As such, I and my company have invested significant time and resources fighting for the interests of the Class of independent truck stops that I have been appointed by the Court to represent throughout the course of this seven year litigation, including before it was filed.

5. Representatives of Marchbanks Truck Service, including primarily myself, spent hundreds of hours leading up to my filing of the initial complaint on March 21, 2007 (Dkt. No. 1, Case No. 07-cv-01128, which was consolidated with 07-1078 for purposes of management of litigation by order dated April 4, 2007), investigating the claims, meeting with Class Counsel, and assembling documents.

6. As a representative of Marchbanks Truck Service, I have personally spent a tremendous amount of time and resources educating Class Counsel regarding the marketplace

and underlying facts of the case, reviewing pleadings, participating in phone calls and meetings with Class Counsel about the facts of the case or the status of the litigation, reading related documents, and assisting Class Counsel with the litigation from before its inception and continuing through the present. I traveled across the country multiple times to attend meetings in Philadelphia, San Francisco, and Nashville, and I attended nearly all of the public hearings in the litigation before Judge Gardner or Magistrate Judge Perkin in Allentown, Pennsylvania, including, *e.g.*, the first status conference in the case on January 6, 2010, the hearing on the motion to dismiss held on January 7, 2011, the mediation before Judge Perkin held on May 9, 2011, and the settlement conference with the Court held on January 9, 2014. I also sat personally for two depositions in Philadelphia and my company was deposed a third time in California. Moreover, I attended two mediations in New York City. I did all of this at my own expense, without the promise of repayment. My business also undertook substantial risks by suing Comdata, including risking being cut-off by the dominant OTR Fleet Card and thereby potentially jeopardizing a possible loss of OTR Fleet business by fleets that used the Comdata card for payment.

7. I personally devoted hundreds of hours to the activities mentioned above, including:

- spending approximately 20 hours total in March 2009 and March 2013 preparing on my own for each of my two depositions in this case;
- spending approximately 16 hours total on March 18-19, 2009 and on March 10-11, 2013 meeting with Class Counsel in advance of my two depositions;
- spending two full days sitting for depositions in Philadelphia, including one deposition on March 20, 2009 as a Rule 30(b)(6) for Marchbanks Truck Service,

and a second deposition on March 12, 2013. I spent full days on March 17 and 20, 2009, and March 10 and 12, 2013 traveling from my home and business in California to attend and prepare for those depositions;

- devoting approximately 100 hours responding to questions about the case posed by members of the Settlement Class. This time was largely spent throughout the course of (1) a December 2006 meeting of NATSO Independent operators in San Francisco, CA, (2) an April 2007 NATSO meeting in Washington D.C. where I presented the status of the litigation at the NATSO Board of Directors meeting, (3) a February 2008 NATSO trade show in Orlando, FL where I spent two days introducing Class Counsel to independent operators and marketing groups, and (4) a May 2011 NATSO meeting in Washington, D.C.;
- spending approximately 40 hours meeting with Class Counsel to assist Class Counsel with the litigation;
- attending nearly every major hearing in the litigation in Allentown, Pennsylvania, resulting in a total of 72 hours spent traveling to and attending those hearings;
- spending 48 hours traveling to and attending a mediation in Allentown, Pennsylvania with Magistrate Judge Perkin in May 2011 and a Settlement Conference in Allentown before the Honorable James Knoll Gardner in January 2014;
- traveling to meetings with Class Counsel to discuss the underlying facts of the case in Philadelphia, PA, and also in San Francisco, CA in December 2006, and Nashville, TN in August 2007 (spending a total 68 hours traveling to those meetings);

- attending and participating in two mediations in New York City in July 2012 and December 2013, respectively, and spending approximately 48 hours traveling to and attending those mediations;
- devoting approximately four hours in December 2013 and January 2014 to assisting Class Counsel with settlement negotiations, including reviewing draft settlement agreements and participating in phone calls with Class Counsel while making myself available for consultation throughout the settlement process; and
- spending at least 100 hours on the phone with Class Counsel during the course of the case (from March 2007 to January 2014) to keep abreast of the litigation, offer insights regarding potential witnesses, and provide input into litigation strategy as part of my continuing efforts to keep informed about the progress of the litigation.

8. In addition to the time that I devoted to assisting with the litigation, I incurred \$15,914.94 in unreimbursed expenses related to travel, without the promise of repayment. I also frequently used my personal frequent flyer miles to purchase plane tickets. *See* Exhibit A.

9. In addition, other representatives of Marchbanks Truck Service devoted significant time and resources to this litigation.

10. For example, Kathy Simmons, an employee of Marchbanks Truck Service, spent approximately two hours preparing on her own during work hours for her deposition in this case, and approximately four hours meeting with Class Counsel in advance of her deposition. Ms. Simmons spent approximately one-half of a day sitting for her deposition, which took place in Bakersfield, California on May 17, 2013.

11. Representatives of Marchbanks Truck Service also actively participated in the discovery process by:

- devoting approximately 70 hours to reviewing pleadings and discovery requests in the case;
- responding to seven sets of document requests, which involved approximately 167 separate requests served over a period of four years;
- producing thousands of pages of documents in this litigation;
- spending approximately 420 hours both gathering documents to be produced and continuing a litigation hold throughout the litigation.

12. I have reviewed the Settlement Agreement and other settlement documents and support the settlement without reservation.

13. Given what I understand to be the risks and delays of litigation, I believe that the \$130 million cash component of the Settlement fairly compensates Settlement Class Members for the damages Plaintiffs claim were suffered as a result of the conduct challenged in this case.

14. In addition, I believe that the Settlement provides Marchbanks Truck Service and the Settlement Class with valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops that the Plaintiffs had challenged in the case as being contrary to the antitrust laws. Before the settlement, these provisions had restrained the ability of truck stops, including Marchbanks Truck Service, from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Card issuers. I believe that this prospective relief will bring significant benefits to Marchbanks Truck Service and the members of the Settlement Class because it relieves Settlement Class members of the burdens imposed by these anticompetitive contract provisions.

15. I firmly believe that the settlement is the result of Class Counsel's diligence and skill in pursuing this litigation on behalf of the Settlement Class. I saw firsthand that prosecuting this case took a tremendous amount of time, resources, and significant expertise. I have been impressed by the commitment, passion, intelligence, and care that Class Counsel put into this case on behalf of my company and all members of the Settlement Class. And those traits proved themselves valuable not only in the legal work investigating the case, discovering the facts in the case, and putting forward the arguments in briefs and to the Court, but also in the tremendous results. The Settlement will bring substantial benefits to the Settlement Class, including Marchbanks Truck Service. It is fair and reasonable and should be approved in my opinion. In addition, in my view, Class Counsel's proposed attorneys' fee award of one-third of the total cash amount of the settlement is abundantly fair, reasonable, and consistent with the amount of time and resources that Class Counsel devoted to this matter.

16. I support Class Counsel's requested attorneys' fee award. I am aware that this case was expensive to litigate and took a great deal of time, resources, and effort. I believe that Class Counsel has demonstrated an extraordinary commitment to prosecuting this litigation on behalf of Plaintiffs and the Settlement Class. I also believe that Class Counsel deserve to be reimbursed for their out-of-pocket expenses and support Class Counsel's requested reimbursement for costs associated with pursuing this case.

17. I also support the special service awards to the other Settlement Class Representatives, including the proposed awards to my company (based upon the facts discussed in this Declaration), as well as to the other Representative Plaintiffs (Walt Whitman Truck Stop, Inc., Krachey's BP South, and Mahwah Fuel Stop). From what I understand, representatives of

these entities also devoted significant time and resources to assisting with this hard-fought litigation and achieving this favorable settlement.

18. For the above reasons, Marchbanks Truck Service respectfully asks the Court to approve the final settlement, Class Counsel's application for attorneys' fees and reimbursement of out-of-pocket expenses, as well as the special service awards for each of the representative Plaintiffs in this litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

A handwritten signature in blue ink, appearing to read "W. Patrick Marchbanks", written over a horizontal line.

William Patrick Marchbanks

Dated: April, 22 2014

Exhibit A

Expenses Incurred by William Patrick Marchbanks, 2006-2014

Event	Expenses Incurred - Description	Expenses Incurred - Amount
December 2006 meeting with attorneys at Lieff Cabraser in San Francisco, CA	airfare	333.60
	rental car	220.73
	hotel	518.04
	taxi	48.00
August 2007 meeting with plaintiff attorney at Leif Cabraser in Nashville, TN	airfare	977.00
	hotel	277.11
February 2008 NATSO trade show; met with David Balto and Chris Coleman and spent two days introducing attorneys to independent operators and marketing groups	hotel	495.81
	rental car	371.30
	NATSO fee	800.00
March 2009 deposition in Philadelphia	hotel	737.99
	meals	198.00
January 2010 status conference before Judge Gardner in Allentown, PA	airfare	397.40
	hotel	133.65
	long distance phone	30.57
January 2011 meeting with Judge Gardner and defense attorney in Allentown, PA	airfare	560.80
	hotel	201.84
	meals	21.17
May 2011 settlement hearing before Magistrate in Allentown, PA	airfare	377.70
	hotel	334.95
	car rental	100.13
July 2012 confidential settlement meeting with Comdata and Ceridian in New York	airfare	536.40
	airport parking	210.00
	hotel	279.15
	meals	200.00
March 2013 deposition taken by TA in Philadelphia	hotel	800.00

Exhibit A

Event	Expenses Incurred - Description	Expenses Incurred - Amount
	meals	230.69
December 2013 settlement mediation with defendants in New York	airport parking	120.00
	hotel	3,337.13
	meals	413.10
January 2014 court ordered settlement hearing in Allentown, PA	airfare	2,000.00
	hotel	652.68
TOTAL:		15,914.94

EXHIBIT 25

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF PLAINTIFF DOUGLAS KRACHEY IN SUPPORT OF FINAL
APPROVAL OF THE SETTLEMENT AND PLAINTIFFS' APPLICATION FOR AN
AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
AND FOR SERVICE AWARDS FOR THE NAMED PLAINTIFFS**

I, Douglas Krachey, declare as follows:

1. I am the Manager for Krachey's BP South, *i.e.*, Gerald F. Krachey d/b/a Krachey's BP South ("Krachey"). I make this declaration as an authorized representative of Krachey. I have personal knowledge of the facts set forth below.

2. Krachey served as a named Plaintiff since April 2007, and has been appointed by the Court to serve as a Class Representative in this litigation. Krachey is a truck stop located in Prairie du Chien, Wisconsin that offers fuel and amenities to over-the-road as well as local trucking customers. Krachey accepts the Comdata card as well as other OTR Fleet Cards from our OTR Fleet customers. My family has owned Krachey since 1992 and I have been involved in the truck stop industry since 1992. Through my experience working at Krachey, I have gained extensive knowledge about truck stops and the Fleet Card market.

3. I submit this Declaration, based on my own personal knowledge, discussions and correspondence. I write to express my support for: (a) the proposed class action settlement of this case; (b) Class Counsel's request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation-related expenses out of the settlement fund; and (c) Plaintiffs' request for special service awards to the Settlement Class Representatives in the amounts of \$150,000 (for Marchbanks Truck Service, Inc.), \$75,000 (for Krachey), \$75,000 (for Walt Whitman Truck Stop, Inc.), and \$15,000 (for Mahwah Fuel Stop).

4. On behalf of Krachey, I have invested significant time and resources fighting for the interests of the Settlement Class of independent truck stops that I have been appointed by the Court to represent throughout the course of this seven year litigation.

5. Representatives of Krachey, including primarily myself, expended significant time and resources leading up my filing of an initial complaint on April 30, 2007 (Dkt. No. 1, Case No. 07-1732, which was consolidated with 07-1078 for purposes of management of litigation by order dated March 4, 2008), investigating the claims, meeting with Class Counsel, and assembling documents.

6. As a representative of Krachey, I spent a tremendous amount of time and resources working with Class Counsel regarding the marketplace and underlying facts of the case, reviewing pleadings, participating in phone calls and meetings with Class Counsel about the facts of the case or the status of the litigation, reading related documents, and assisting Class Counsel with the litigation from before its inception and continuing through the present.

7. On behalf of Krachey, I devoted hundreds of hours to the activities mentioned above, including:

- dedicating at least 12 hours traveling for and meeting with Class Counsel to assist Class Counsel with the litigation;
- committing approximately 25 hours total in March 2009 and April 2013 preparing on my own for each of my two depositions in this case;
- devoting approximately 15 hours total meeting with Class Counsel in advance of my March 2009 and April 2013 depositions;
- spending two full days sitting for depositions in March 2009 and April 2013, which required me to miss a total of six days of work to travel to and from those depositions, meet with Class Counsel in preparation for those depositions, and participate in those depositions;
- allocating approximately 40 hours to reviewing pleadings and other relevant legal documents in the case, including discovery requests;
- responding to eight sets of document requests, including approximately 174 separate documents requests served over a period of four years;
- spending approximately 55 hours gathering documents to be produced, which included multiple days searching through boxes of documents stored in a warehouse (to that end, Krachey devoted resources to continuing a litigation hold throughout the duration of the litigation);
- producing 1,786 pages of documents in this litigation;
- devoting approximately six hours in December 2013 and January 2014 to assisting Class Counsel with settlement negotiations, including reviewing draft settlement agreements and participating in phone calls with Class Counsel while making myself available for consultation throughout the settlement process.

8. I have reviewed the Settlement Agreement and other settlement documents and support the settlement without reservation.

9. Given what I understand to be the risks and delays of litigation, I believe that the \$130 million cash component of the Settlement fairly compensates Settlement Class Members for the damages Plaintiffs claim were suffered as a result of the conduct challenged in this case.

10. In addition, I believe that the Settlement provides Krachey and the Settlement Class with valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops that the Plaintiffs had challenged in the case as being contrary to the antitrust laws. Before the settlement, these provisions had restrained the ability of truck stops, including Krachey, from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Card issuers. I believe that this prospective relief will bring significant benefits to Krachey and the members of the Settlement Class because it relieves Settlement Class members of the burdens imposed by these anticompetitive contract provisions.

11. I firmly believe that the settlement is the result of Class Counsel's diligence and skill in pursuing this litigation on behalf of the Settlement Class. I saw firsthand that prosecuting this case took a tremendous amount of time, resources, and significant expertise. I have been impressed by the commitment, passion, intelligence, and care that Class Counsel put into this case on behalf of my company and all members of the Settlement Class. And those traits proved themselves valuable not only in the legal work investigating the case, discovering the facts in the case, and putting forward the arguments in briefs and to the Court, but also in the tremendous results. The Settlement will bring substantial benefits to the Settlement Class, including

Krachey. It is fair and reasonable and should be approved in my opinion. In addition, in my view, Class Counsel's proposed attorneys' fee award of one-third of the total cash amount of the settlement is abundantly fair, reasonable, and consistent with the amount of time and resources that Class Counsel devoted to this matter.

12. I support Class Counsel's requested attorneys' fee award. I am aware that this case was expensive to litigate and took a great deal of time, resources, and effort. I believe that Class Counsel has demonstrated an extraordinary commitment to prosecuting this litigation on behalf of Plaintiffs and the Settlement Class. I also believe that Class Counsel deserve to be reimbursed for their out-of-pocket expenses and support Class Counsel's requested reimbursement for costs associated with pursuing this case.

13. I also support the special service awards to the Settlement Class Representatives, including the proposed awards to my company (based upon the facts discussed in this Declaration), as well as to the other Representative Plaintiffs (Marchbanks Truck Service, Inc., Walt Whitman Truck Stop, Inc., and Mahwab Fuel Stop). From what I understand, representatives of these entities also devoted significant time and resources to assisting with this hard-fought litigation and achieving this favorable settlement.

14. For the above reasons, Krachey respectfully asks the Court to approve the final settlement, Class Counsel's application for attorneys' fees and reimbursement of out-of-pocket expenses, as well as the special service awards for each of the Representative Plaintiffs in this litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.


Douglas Krachey

Dated: April, 28 2014

EXHIBIT 26

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

DECLARATION OF PLAINTIFF DAVID SILVERMAN IN SUPPORT OF FINAL APPROVAL OF THE SETTLEMENT AND PLAINTIFFS' APPLICATION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES AND FOR SERVICE AWARDS FOR THE NAMED PLAINTIFFS

I, David Silverman, declare as follows:

1. I am the owner and President of Walt Whitman Truck Stop ("Walt Whitman"). I make this declaration as an authorized representative of Walt Whitman. I have personal knowledge of the facts set forth below.

2. Walt Whitman served as a named Plaintiff since July 2007 and has been appointed by the Court to serve as a Class Representative in this litigation. Walt Whitman was a truck stop located in Philadelphia, Pennsylvania that offered fuel and amenities to over-the-road as well as local trucking customers. I operated Walt Whitman as a truck stop from 1996 until it was forced to cease operations in 2006. Walt Whitman, continues to exist as a corporate entity of which I own 50%, but no longer operates as a truck stop. During the time Walt Whitman operated as a truck stop (1996-2006), Walt Whitman accepted the Comdata OTR Fleet Card as well as other OTR Fleet Cards used by OTR Fleet Customers. Through my experience owning

and operating Walt Whitman, I have gained extensive knowledge about truck stops and the Fleet Card market.

3. I submit this Declaration, based on my own personal knowledge, discussions and correspondence. I write to express my support for: (a) the proposed class action settlement of this case; (b) Class Counsel's request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation-related expenses out of the settlement fund; and (c) Plaintiffs' request for special service awards to the Settlement Class Representatives in the amounts of \$150,000 (for Marchbanks Truck Service, Inc. d/b/a Bear Mountain Travel Stop ("Marchbanks Truck Service")), \$75,000 (for Krachey's BP South), \$75,000 (for Walt Whitman Truck Stop, Inc.), and \$15,000 (for Mahwah Fuel Stop), respectively.

4. On behalf of Walt Whitman, I have invested significant time and resources fighting for the interests of the Settlement Class of independent truck stops that I have been appointed by the Court to represent throughout the course of this seven year litigation.

5. On behalf of Walt Whitman, I expended significant time and resources leading up to Walt Whitman filing of a complaint on July 10, 2007 (Dkt. No. 1, Case No. 07-cv-2829, which was consolidated with 07-cv-1078 for all purposes by order dated March 4, 2008), including investigating the claims, speaking with Class Counsel, and assembling documents.

6. On behalf of Walt Whitman, I spent a tremendous amount of time and resources working with Class Counsel regarding the marketplace and underlying facts of the case, reviewing pleadings, participating in phone calls and meetings with Class Counsel about the facts of the case or the status of the litigation, reading related documents, and assisting Class Counsel with the litigation from before its inception and continuing through the present.

7. On behalf of Walt Whitman, I devoted hundreds of hours to the activities mentioned above, including:

- spending approximately 20 hours total in March 2009 and April 2013 preparing on my own for each of my two depositions in this case;
- spending approximately 12 hours total on March 23, 2009 and April 4, 2013 meeting with Class Counsel in advance of my two depositions;
- devoting two full days sitting for depositions in Philadelphia on March 24, 2009 (as a Rule 30(b)(6) witness for Walt Whitman), and April 5, 2013, respectively. On each of those days, as well as on the days I prepared with Class Counsel, I spent time traveling to and from Philadelphia;
- working approximately 35 hours reviewing pleadings and other relevant legal documents and discussing the same with Class Counsel;
- responding to eight sets of document requests, including approximately 174 separate documents requests served over a period of four years, which involved re-reviewing documents at Defendants' request;
- spending significant hours gathering and producing 27,113 pages of documents in this litigation, including numerous discussions with Class Counsel;
- devoting approximately four hours in December 2013 and January 2014, respectively, to assisting Class Counsel with settlement negotiations, including reviewing draft settlement agreements and participating in phone calls with Class Counsel while making myself available for consultation throughout the settlement process; and

- spending at least 14 hours on the phone with Class Counsel during the course of the case (from March 2007 to January 2014) to keep abreast of the litigation, offer insights regarding potential witnesses, and provide input into litigation strategy as part of my continuing efforts to keep informed about the progress of the litigation.

8. I have reviewed the Settlement Agreement and other settlement documents and support the settlement without reservation.

9. Given what I understand to be the risks and delays of litigation, I believe that the \$130 million cash component of the Settlement fairly compensates Settlement Class Members for the damages Plaintiffs claim were suffered as a result of the conduct challenged in this case.

10. In addition, I believe that the Settlement provides the Settlement Class with valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops that the Plaintiffs had challenged in the case as being contrary to the antitrust laws. Before the settlement, these provisions had restrained the ability of truck stops, including Walt Whitman (from 1996-2006), from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Card issuers. I believe that this prospective relief will bring significant benefits to the members of the Settlement Class because it relieves Settlement Class members of the burdens imposed by these anticompetitive contract provisions.

11. I firmly believe that the settlement is the result of Class Counsel's diligence and skill in pursuing this litigation on behalf of the Settlement Class. I saw firsthand that prosecuting this case took a tremendous amount of time, resources, and significant expertise. I have been impressed by the commitment, passion, intelligence, and care that Class Counsel put into this

case on behalf of my company and all members of the Settlement Class. And those traits proved themselves valuable not only in the legal work investigating the case, discovering the facts in the case, and putting forward the arguments in briefs and to the Court, but also in the tremendous results. The Settlement will bring substantial benefits to the Settlement Class. It is fair and reasonable and should be approved in my opinion. In addition, in my view, Class Counsel's proposed attorneys' fee award of one-third of the total cash amount of the settlement is abundantly fair, reasonable, and consistent with the amount of time and resources that Class Counsel devoted to this matter.

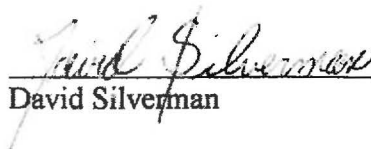
12. I support Class Counsel's requested attorneys' fee award. I am aware that this case was expensive to litigate and took a great deal of time, resources, and effort. I believe that Class Counsel has demonstrated an extraordinary commitment to prosecuting this litigation on behalf of Plaintiffs and the Settlement Class. I also believe that Class Counsel deserve to be reimbursed for their out-of-pocket expenses and support Class Counsel's requested reimbursement for costs associated with pursuing this case.

13. I also support the special service awards to the other Settlement Class Representatives, including the proposed awards to my company (based upon the facts discussed in this Declaration), as well as to the other Representative Plaintiffs (Marchbanks Truck Service, Inc., Krachey's BP South, and Mahwah Fuel Stop). From what I understand, representatives of these entities also devoted significant time and resources to assisting with this hard-fought litigation and achieving this favorable settlement.

14. For the above reasons, Walt Whitman respectfully asks the Court to approve the final settlement, Class Counsel's application for attorneys' fees and reimbursement of out-of-

pocket expenses, as well as the special service awards for each of the representative Plaintiffs in this litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.



David Silverman

Dated: April 28 2014

EXHIBIT 27

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

**MARCHBANKS TRUCK SERVICE, INC., et
al., on behalf of themselves and all others
similarly situated,**

Plaintiffs,

v.

COMDATA NETWORK, INC., et al.,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

**DECLARATION OF PLAINTIFF ALYNNE ROSENFARB IN SUPPORT OF FINAL
APPROVAL OF THE SETTLEMENT AND PLAINTIFFS' APPLICATION FOR AN
AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
AND FOR SERVICE AWARDS FOR THE NAMED PLAINTIFFS**

I, Alynne Rosenfarb, declare as follows:

1. I, along with my husband, Seymour Rosenfarb, own and operate Royal Gas and Diesel Stations, LLC, which does business as Mahwah Fuel Stop ("Mahwah"). I make this declaration as an authorized representative of Mahwah. The below facts are based on my personal knowledge or based on information and belief that I obtained through my participation in this lawsuit.

2. Mahwah served as a named Plaintiff in this litigation since April 2007, and has been appointed by the Court to serve as a Class Representative in this litigation. When this litigation was initially filed, Mahwah Fuel Stop was the trade name of the truck stop that was owned and operated Royal Gas and Diesel Stations, LLC. Recently, Mahwah Fuel Stop became a registered d/b/a of Royal Gas and Diesel Stations, LLC, which continues to do business as Mahwah Fuel Stop. For this reason, the Definitive Master Settlement Agreement states that

Mahwah Fuel Stop includes Royal Gas and Diesel Stations, LLC. Settlement Agreement at ¶1(eee).

3. Mahwah is a truck stop located in Mahwah, New Jersey that offers fuel and amenities to over-the-road (“OTR”) as well as local trucking customers. Mahwah accepts the Comdata card as well as other OTR Fleet Cards from our OTR Fleet customers. When this litigation was initially filed, Mahwah was managed by Stephen and Francis Rivera, who reported to me and/or my husband Seymour Rosenfarb. At all relevant times during their employment with Royal Gas and Diesel/Mahwah, Stephen and Francis Rivera took the lead in handling Mahwah’s responsibilities as a named Plaintiff in this litigation based on their knowledge of Mahwah’s truck stop operations and their dealings with Fleet Card issuers. Stephen Rivera left Mahwah in or about late 2007 or early 2008, and Francis Rivera left Mahwah in or around January 2010. Instead of hiring replacements to fill their positions, I took over their positions pertaining to both Mahwah and other related businesses which my husband and I own and operate. After Frank Rivera left Mahwah, I became the point person for any dealings with Comdata and the other Fleet Card issuers.

4. I submit this Declaration, to express my support for: (a) the proposed class action settlement of this case; (b) Class Counsel’s request for a fee award of one-third of the total cash value of the settlement and for reimbursement of their litigation-related expenses out of the settlement fund; and (c) Plaintiffs’ request for special service awards to the Settlement Class Representatives in the amounts of \$150,000 (for Marchbanks Truck Service, Inc.), \$75,000 (for Krachey BP South), \$75,000 (for Walt Whitman Truck Stop, Inc.), and \$15,000 (for Mahwah).

5. As discussed above, representatives of Mahwah, invested significant time and resources furthering the interests of the Settlement Class of independent truck stops that Mahwah has been appointed by the Court to represent.

6. Representatives of Mahwah, expended time and resources leading up to the filing an initial complaint on April 3, 2007 (Dkt. No. 1, Case No. 07-1323, which was consolidated with 07-1078 for purposes of management of litigation by order dated April 27, 2007), investigating the claims, meeting with Class Counsel, and assembling documents.

7. Mahwah representatives spent time and resources working with Class Counsel regarding the marketplace and underlying facts of the case, reviewing pleadings, participating in phone calls and meetings with Class Counsel about the facts of the case or the status of the litigation, reading related documents, and assisting Class Counsel with the litigation from before its inception and thereafter.

8. Representatives of Mahwah, including a former employee, prepared for and sat for two depositions; Mahwah produced thousands of pages of documents pursuant to numerous document requests from Defendants; and Mahwah responded to several sets of interrogatory requests propounded by Defendants.

9. Furthermore, I devoted several more hours in December 2013 and January 2014 to assisting Class Counsel with settlement negotiations, including reviewing draft settlement agreements and participating in phone calls with Class Counsel while making myself available for consultation throughout the settlement process.

10. I have reviewed the Settlement Agreement and other settlement documents and support the settlement without reservation.

11. Given what I understand to be the potential risks and delays of further litigation, I believe that the \$130 million cash component of the Settlement fairly compensates Settlement Class Members for the damages Plaintiffs claim were suffered as a result of the conduct challenged in this case.

12. In addition, I believe that the Settlement provides Mahwah and the Settlement Class with valuable prospective relief, including a five-year enforceable commitment by Comdata to modify or not to enforce certain provisions in its contracts with truck stops that the Plaintiffs had challenged in the case as being contrary to the antitrust laws. It is my understanding that before the settlement, these provisions had restrained the ability of truck stops, including Mahwah, from steering fleet business to Fleet Cards that charge lower merchant fees, and thus acted to reduce the leverage that Independent Truck Stops had to negotiate lower merchant fees with Comdata or other Fleet Card issuers. I believe that this prospective relief will bring significant benefits to Mahwah and the members of the Settlement Class because it relieves Settlement Class members of the burdens imposed by these anticompetitive contract provisions.

13. I firmly believe that the settlement is the result of Class Counsel's diligence and skill in pursuing this litigation on behalf of the Settlement Class. I am impressed by the commitment, passion, intelligence, and care that Class Counsel put into this case on behalf of my company and all members of the Settlement Class. And those traits proved themselves valuable not only in the legal work investigating the case, discovering the facts in the case, and putting forward the arguments in briefs and to the Court, but also in the tremendous results. The Settlement will bring substantial benefits to the Settlement Class, including Mahwah. It is fair and reasonable and should be approved in my opinion. In addition, in my view, Class Counsel's

proposed attorneys' fee award of one-third of the total cash amount of the settlement is abundantly fair, reasonable, and consistent with the amount of time and resources that I understand Class Counsel devoted to this matter.

14. I support Class Counsel's requested attorneys' fee award. I am aware that this case was expensive to litigate and took a great deal of time, resources, and effort. I believe that Class Counsel has demonstrated an extraordinary commitment to prosecuting this litigation on behalf of Plaintiffs and the Settlement Class. I also believe that Class Counsel deserve to be reimbursed for their out-of-pocket expenses and I support Class Counsel's requested reimbursement for costs associated with pursuing this case.

15. I also support the special service awards to the Settlement Class Representatives, including the proposed awards to my company (based upon the facts discussed in this Declaration), as well as to the other Representative Plaintiffs (Marchbanks Truck Service, Inc., Walt Whitman Truck Stop, Inc., and Krachey BP South). From what I understand, representatives of these entities all devoted significant time and resources in varying degrees to assisting with this hard-fought litigation and achieving this favorable settlement.

16. For the above reasons, Mahwah fully supports, Class Counsel's application for attorneys' fees and reimbursement of out-of-pocket expenses, as well as the special service awards for each of the Representative Plaintiffs in this litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

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

Alynne Rosenfarb

Dated: April, 29, 2014