

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

In re RAIL FREIGHT FUEL SURCHARGE
ANTITRUST LITIGATION

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) MDL Docket No. 1869
) Misc. No. 07-489 (PLF)

This document relates to:

ALL CASES

ORDER APPOINTING INTERIM CO-LEAD CLASS COUNSEL
FOR DIRECT PURCHASER PLAINTIFFS

I. Appointment of Interim Co-Lead Class Counsel

Pursuant to Rule 23(g)(3) of the Federal Rules of Civil Procedure and this Court's Initial Practice and Procedure Order Upon Transfer Pursuant to 28 U.S.C § 1407, dated January 31, 2008, the Court designates Cohen, Milstein, Hausfeld & Toll, P.L.L.C. ("Cohen Milstein") and Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as Interim Co-Lead Class Counsel for the proposed direct purchaser class.

As noted in a separate Memorandum Opinion and Order issued this same day, having reviewed all relevant memoranda and supporting materials and the criteria set forth in the Rule, the Court finds that the designation of Cohen Milstein and Quinn Emanuel as Interim Co-Lead Class Counsel is in the best interests of the proposed direct purchaser class because Cohen Milstein and Quinn Emanuel:

- (1) have the overwhelming support of plaintiffs and the firms filing cases in this action;
- (2) have conducted significant independent investigations into the potential claims in this action;

(3) have extensive relevant experience in complex antitrust litigation and knowledge of the law applicable to this action; and

(4) are willing to commit the resources necessary to representing the class.

II. Duties of Interim Co-Lead Class Counsel

Cohen Milstein and Quinn Emanuel, working together in a coordinated fashion, shall be responsible for the overall conduct of the litigation on behalf of the proposed direct purchaser class, including the following:

- a. Supervise all pretrial, trial, and post-trial proceedings on behalf of plaintiffs;
- b. Sign any pleadings, motions, briefs, discovery requests or objections, subpoenas, or notices on behalf of plaintiffs;
- c. Determine and present in motions, briefs, oral argument, or such other fashion as may be appropriate, the position of all of the plaintiffs as to all matters arising during pretrial and trial proceedings;
- d. Designate attorneys to act as spokespersons at pretrial conferences and meetings with defendants;
- e. Negotiate and enter stipulations with defense counsel with respect to all matters in this litigation, including discovery and settlement matters;
- f. Conduct or coordinate discovery on behalf of plaintiffs, including the preparation of interrogatories, requests for production of documents, requests for admissions, and the examination of witnesses in depositions;
- g. Coordinate the activities of plaintiffs' counsel and implement procedures to

ensure that schedules are met and unnecessary expenditures of time and funds are avoided;

- h. Collect time and expense reports from plaintiffs' counsel on a periodic basis, endeavor to keep attorneys' fees reasonable, and choose appropriate levels of staffing for the tasks required;
- i. Employ and consult with experts;
- j. Convene meetings of plaintiffs' counsel;
- k. Delegate tasks to counsel for plaintiffs and otherwise coordinate the work of all plaintiffs' counsel, and perform such other duties as the Interim Co-Lead Class Counsel deem necessary;
- l. Allocate fees, if any are awarded by the Court;
- m. Ensure that all plaintiffs' counsel are kept informed of the progress of this litigation as necessary; and
- n. Select from among themselves one liaison counsel who shall be responsible for ensuring effective communication between the proposed direct purchaser class and the proposed indirect purchaser class, and for coordinating action between the two groups when appropriate.

SO ORDERED.

/s/ _____
PAUL L. FRIEDMAN
United States District Judge

DATE: March 11, 2008

