

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE DISTRICT OF MARYLAND/NORTHERN DIVISION

3

4 UNITED STATES OF AMERICA

5

CRIMINAL NO.

6

v.

16-0362

7

WALLENIOUS WILHELMSSEN

8

LOGISTICS AS,

9

Defendant

September 12, 2016

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11

TRANSCRIPT OF GUILTY PLEA AND SENTENCING

12

BEFORE THE HONORABLE GEORGE LEVY RUSSELL, III

13

UNITED STATES DISTRICT JUDGE

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APPEARANCES:

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On behalf of the United States:

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Lauren Elfner, Esquire

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Kevin Hart, Esquire

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On behalf of the defendant:

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Robert Buehler, Esquire

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Megan Dixon, Esquire

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Reported By:

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Jacqueline Sovich, RPR, CM, CRR

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Official Court Reporter

1 (PROCEEDINGS)

2 THE COURT: Good afternoon. Counsel, do you want to
3 call the case?

4 MS. ELFNER: My name is Lauren Elfner on behalf of
5 the United States. With me is my colleague Kevin Hart and our
6 Special Agent, Robert Guynn.

7 THE COURT: Very good.

8 MR. BUEHLER: Good afternoon, Your Honor, on behalf
9 of the defendant, Wallenius Wilhelmsen Logistics AS, Bob
10 Buehler from Hogan Lovells, and I am joined by my colleagues
11 Megan Dixon, Scott Haiber, and Dan Shulak.

12 And to my left is the corporate representative of
13 WWL, Mr. Hakan Larson.

14 THE COURT: Got you. Great. Why don't you go ahead
15 and have a seat? We're going to review a couple of things
16 preliminarily, and then we're going to place Mr. Larsen under
17 oath.

18 But as a preliminary matter, I have before me a
19 resolution of the Steering Committee for Wallenius Wilhelmsen
20 Logistic, which I will refer to through the balance of this
21 proceeding as WWL. It's my understanding that that was signed
22 by Mr. Larson as Chairman of the Steering Committee; is that
23 correct, Mr. Buehler?

24 MR. BUEHLER: Yes, Your Honor.

25 THE COURT: Okay. And as part of that resolution

1 that has been signed, Mr. Larsen, in summary, is representing
2 that he is fully empowered and authorized to enter into the
3 plea agreement in this case on behalf of WWL.

4 Is that correct from the government's standpoint,
5 Miss Elfner?

6 MS. ELFNER: Yes, Your Honor.

7 THE COURT: All right. Very good. So in that
8 regard, we're going to have Mr. Larson placed under oath as a
9 designated spokesperson representative and the authoritative
10 figure to be able to bind WWL to the pleadings and the guilty
11 plea in this case and speak on behalf of the corporation at
12 sentencing and during the vetting process of the rearraignment
13 proceeding.

14 So with that, I'm going to have Mr. Larson, why don't
15 you stand up and raise your right hand, sir? I will direct
16 your attention over to the courtroom deputy, and she can get
17 you sworn in.

18 (Oath administered.)

19 THE CLERK: Please state your full name for the
20 record.

21 THE DEFENDANT: Hakan Larson.

22 THE CLERK: You can put your hand down, Mr. Larson.
23 No. Put your hand down. You still have to stand up and answer
24 questions.

25 What is your capacity?

1 THE DEFENDANT: I'm Chairman of the Board of WWL.

2 THE CLERK: What is your age?

3 THE DEFENDANT: I'm 69 years of age.

4 THE CLERK: What is the year of your birth?

5 THE DEFENDANT: 1947.

6 THE CLERK: Have you been furnished with a copy of
7 the information by the U.S. Attorney's office?

8 THE DEFENDANT: Yes.

9 THE CLERK: Okay. Have you read the information?

10 THE DEFENDANT: I have.

11 THE CLERK: Do you understand the charge placed
12 against said corporation?

13 THE DEFENDANT: I do.

14 THE CLERK: Mr. Buehler, you have been retained to
15 represent the corporation?

16 MR. BUEHLER: I have been.

17 THE CLERK: Thank you. Mr. Larson, I need you to
18 remain standing.

19 THE COURT: Don't sit down until we tell you to sit
20 down.

21 THE CLERK: Mr. Larson, how do you wish to plead on
22 behalf of WWL to the one-count information?

23 THE DEFENDANT: I will plead guilty.

24 THE CLERK: Thank you. The plea is guilty.

25 THE COURT: All right. Very well.

1 Mr. Larson, now you can be seated.

2 Mr. Buehler, you can be seated.

3 The parties are seeking to have this Court bind
4 itself pursuant to Rule 11(c)(1)(C) to a sentence of WWL of a
5 fine of \$98.9 million to be paid in full by the 15th day after
6 the judgment in this case.

7 It's my understanding, Mr. Larson, that you have
8 agreed to participate by guilty plea by way of information
9 instead of by a grand jury indictment, and I have here before
10 me a waiver of indictment that was signed by you; is that
11 correct, Mr. Larson?

12 THE DEFENDANT: That's correct.

13 THE COURT: And by signing this document, you've
14 agreed to proceed by way of information, and you're waiving
15 your right to proceed by way of formal criminal indictment; is
16 that correct, sir?

17 THE DEFENDANT: It's correct.

18 THE COURT: All right. I also have here an
19 acknowledgment of the information that was signed by you; is
20 that correct, sir?

21 THE DEFENDANT: It is.

22 THE COURT: And by signing this document, you agree
23 that you've received a copy of the information, that you've
24 read it, that you understand it, and in essence, you've had an
25 opportunity to speak with the attorneys for WWL about the

1 information; is that correct, sir?

2 THE DEFENDANT: That's correct, sir.

3 THE COURT: All right. Now, before I can accept your
4 guilty plea, I've got to ask you a number of questions and
5 consider the answers to those questions, because I need to make
6 a determination that you as chairman of WWL are entering into
7 this guilty plea in both a knowing and voluntary manner.

8 Do you understand, sir?

9 THE DEFENDANT: Yes, sir.

10 THE COURT: If at any point in time you don't
11 understand a question that I ask you or you need to speak with
12 your attorneys, please don't hesitate to let me know, and I'll
13 do the best I can to clarify my question. And of course I'll
14 allow you to speak with your attorneys.

15 Do you understand, sir?

16 THE DEFENDANT: Yes, sir, thank you very much.

17 THE COURT: In fact, I will put this noise button on
18 to give you and your attorneys some additional privacy with
19 regard to any conversation you want to have, okay?

20 THE DEFENDANT: Thank you.

21 THE COURT: All right. Now, do you understand as
22 chairman of WWL that you have taken an oath to tell the truth
23 in this proceeding, and that if you answer any of my questions
24 falsely, your answers could potentially be used against you in
25 another prosecution for perjury or for making a false

1 statement?

2 THE DEFENDANT: Yes, sir.

3 THE COURT: All right. It's my understanding that
4 there is a plea agreement in this case, it will be marked and
5 received by this Court as Government's Exhibit Number 1.
6 There's an attachment to the plea agreement as well, as
7 Attachment A in this case, which will remain sealed in this
8 matter.

9 I'd like to turn your attention, Mr. Larson, to the
10 signature page of this document, and I believe it is found on
11 Page 17. Let me know when you are there.

12 THE DEFENDANT: Yes.

13 THE COURT: Okay. Page 17 near the top or the middle
14 of the page is a typed name, Hakan Larson, and above that name
15 is a signature.

16 Is that your signature, sir?

17 THE DEFENDANT: It is, sir.

18 THE COURT: And you were signing as Chairman and on
19 behalf of WWL this plea agreement in the case; is that correct,
20 sir?

21 THE DEFENDANT: It's correct, sir.

22 THE COURT: And you had the opportunity to read this
23 plea agreement as chairman of WWL, each and every word of it,
24 and discuss it with your attorneys before you signed it on
25 behalf of WWL; is that correct, sir?

1 THE DEFENDANT: Yes.

2 THE COURT: All right. Were all of your questions
3 answered by your attorney prior to you signing it; is that
4 correct?

5 THE DEFENDANT: They were, yes.

6 THE COURT: Now, it is my understanding that the
7 parties are seeking to have this Court bind itself to a fine of
8 \$98.9 million, with no order of restitution or probation in
9 this case.

10 Let me ask you, Mr. Larson, do you agree that
11 Government's Exhibit Number 1, which is the plea agreement in
12 this case, sets out the entire agreement that you've made with
13 the government, and that there are no other agreements or
14 promises that have been made to you?

15 THE DEFENDANT: That's correct.

16 THE COURT: All right. No one's used force or
17 violence against WWL or yourself in order to persuade you to
18 accept the agreement; is that correct, sir?

19 THE DEFENDANT: Yes, it is correct.

20 THE COURT: Okay. Now, do you understand that until
21 I bind myself to this agreement, until I bind myself to this
22 term of sentence, do you understand that the Court is not a
23 party to the agreement?

24 THE DEFENDANT: Yes.

25 THE COURT: Do you understand that if I choose not to

1 bind myself to the agreement, that you as chairman of WWL will
2 have the absolute ability to withdraw from the plea agreement
3 in this case, and a not guilty plea will be imposed or
4 reimposed, against, or with WWL, and the government has an
5 opportunity to withdraw from the agreement. And only if you as
6 well as the government wish to move forward with this plea
7 knowing that I'm not going to bind myself to the \$98.9 million
8 fine, will I then end up finding you formally guilty and impose
9 a sentence on WWL.

10 Do you understand, sir?

11 THE DEFENDANT: Yes.

12 THE COURT: Now, the offense to which WWL is pleading
13 guilty is a felony offense. And if I accept the guilty plea,
14 WWL will be adjudged guilty of that offense, and that
15 adjudication may deprive it of valuable rights in this case and
16 the right to obtain certain permits and licenses.

17 Does WWL understand that it may lose certain rights
18 if the guilty plea is accepted?

19 THE DEFENDANT: Yes.

20 THE COURT: All right. Could the government outline
21 for the Court the maximum possible penalty for this offense?

22 MS. ELFNER: Yes, Your Honor. The maximum penalty
23 for violation of 15 USC Section 1 is a fine in an amount equal
24 to the greatest of \$100 million, twice the gain the conspirator
25 derived from the crime, or twice the loss caused to the victims

1 by the conspirators, a mandatory special assessment of \$400 per
2 count.

3 The Court may also impose restitution to the victims
4 and probation for up to five years.

5 THE COURT: Thank you.

6 Is that your understanding of the maximum possible
7 penalties for this charge, Mr. Larson?

8 THE DEFENDANT: Yes.

9 THE COURT: Do you also understand that the Court may
10 order that you provide notice of your conviction to certain
11 third parties, including victims, if the guilty plea is
12 accepted?

13 Do you understand that, sir?

14 THE DEFENDANT: Yes.

15 THE COURT: Do you understand as Chairman of WWL all
16 of the possible consequences of a guilty plea?

17 THE DEFENDANT: Yes.

18 THE COURT: Now, the sentence is going to be imposed
19 after consulting with the United States Sentencing Guidelines,
20 which are advisory, and after considering possible departures
21 from those guidelines, as permitted by the federal sentencing
22 laws, after considering other sentencing factors that are set
23 out in Title 18 United States Code, Section 3553(a).

24 Have you and your attorneys talked about the
25 sentencing guidelines and how they might apply in your case?

1 THE DEFENDANT: We have, yes.

2 THE COURT: I'll now call upon the government to
3 outline for me the guideline stipulation in this matter.

4 MS. ELFNER: The base fine under Section 2R1.1 is
5 \$53,531,182. The culpability score is a 7, which results in a
6 fine range of 74.94 million to \$149.88 million.

7 The recommended fine is 50% up from the bottom of
8 this range due to WWL's substantial imports into the United
9 States, which results in a fine of \$112.41 million prior to any
10 Discount being applied. With the discount, the final fine
11 comes to an amount of \$98.9 million.

12 THE COURT: Okay. From a guidelines standpoint,
13 there's a base offense level of 12, plus one level increase
14 based upon an agreement to submit non competitive bids, and
15 then finally an eight-level increase because of the volume of
16 commerce attributable to the defendant --

17 MS. ELFNER: Yes, Your Honor.

18 THE COURT: -- for a total offense level of 21? Is
19 that correct?

20 MS. ELFNER: Yes, Your Honor.

21 THE COURT: And minus two levels for acceptance of
22 responsibility?

23 MS. ELFNER: Yes.

24 THE COURT: And an additional one level for timely
25 acceptance or just two levels?

1 MS. ELFNER: Just the two levels.

2 THE COURT: Okay. So that brings us to an adjusted
3 Offense Level of 19.

4 Is that defense counsel's understanding?

5 MR. BUEHLER: It is, Your Honor. However, I believe
6 the plea agreement has the agreed-upon recommended sentence.

7 THE COURT: Oh. Understood. But in addition to the
8 3553(a) factors, I also have to consider the guidelines
9 themselves, and so I just want to make sure we're on the same
10 page regarding the offense level attributable to this
11 particular conduct.

12 MR. BUEHLER: Understood, Your Honor.

13 THE COURT: Okay. Very good.

14 Do you understand, Mr. Larson, and I'm not going to
15 -- well, I will go ahead and make a final determination as to
16 your guideline range in this case based upon the agreement of
17 the parties.

18 But in addition to considering the sentencing
19 guidelines and any departures from those guidelines, that under
20 18 United States Code, Section 3553(a), the Court will apply
21 additional factors set out therein, and may end up imposing a
22 sentence that is either greater or lesser than that specified
23 by the sentencing guidelines.

24 Do you understand that, sir?

25 THE DEFENDANT: Yes.

1 THE COURT: And of course, if I agree to bind myself
2 to the imposed fine of \$98.9 million, then that's precisely the
3 sentence that will be imposed on WWL.

4 Do you understand that WWL under some circumstances
5 may have the right to appeal this conviction, but you also
6 understand that you as well as the government -- if that plea
7 is ultimately accepted by me, in other words, I do agree to
8 bind myself to the \$98.9 million, that you will have waived or
9 given up your right and WWL's right to appeal that conviction?

10 Do you understand that, sir?

11 THE DEFENDANT: Yes, Your Honor.

12 THE COURT: Now, do you understand that WWL is not
13 required to plead guilty? Do you understand that it has the
14 right to plead not guilty to any charge pending against it and
15 to persist in that not guilty plea?

16 You also understand, do you not, Mr. Larson, as
17 chairman of WWL, that WWL would have the right to trial by
18 jury?

19 And do you understand that your lawyers as well as
20 the government's lawyers would assist me in selecting 12
21 members of the community to come in here and sit in that jury
22 box and serve as your jury?

23 Do you understand, sir?

24 THE DEFENDANT: Yes.

25 THE COURT: And do you also understand that WWL will

1 be presumed innocent, and that the government would be required
2 to prove WWL's guilt beyond a reasonable doubt to the unanimous
3 satisfaction of a jury? And if the government could not do
4 that, the company could not be convicted in this case.

5 Do you understand that, sir?

6 THE DEFENDANT: Yes.

7 THE COURT: Do you also understand that WWL at trial
8 and every other critical stage of the proceedings is entitled
9 to the assistance of competent counsel to assist it, advise it,
10 and represent and to advocate for it. You currently have
11 retained counsel, but there may be circumstances in which WWL
12 possibly could be represented by an attorney at no cost.

13 Do you understand that, sir?

14 THE DEFENDANT: Yes.

15 THE COURT: Do you also understand that WWL during
16 the course of a trial would have the right to see and hear all
17 the evidence and witnesses presented against it, and do you
18 also understand that WWL would have the right to cross-examine
19 those witnesses and to challenge that evidence?

20 Do you understand, sir?

21 THE DEFENDANT: Yes.

22 THE COURT: Do you also understand WWL would have the
23 right to subpoena its own witnesses, and if those witnesses
24 would not come to court voluntarily, either Mr. Buehler or Miss
25 Dixon would undoubtedly request that I instruct law enforcement

1 officers to go out into the community and bring those witnesses
2 here in handcuffs if necessary to testify in your behalf?

3 Do you understand that?

4 THE DEFENDANT: Yes.

5 THE COURT: All right. Do you also understand that
6 you as Chairman of WWL would have the right to testify on
7 behalf of WWL, but you also understand that if you chose not to
8 testify, as Chair and voice of WWL, the fact that you did not
9 testify could not be used against you, against WWL, in any way
10 in determining the company's guilt or innocence?

11 Do you understand, sir?

12 THE DEFENDANT: Yes, sir.

13 THE COURT: In fact, do you understand that WWL could
14 not put on any evidence whatsoever, because ultimately, it's
15 the government's burden of proof to prove WWL's guilt beyond a
16 reasonable doubt to the unanimous satisfaction of a jury? WWL
17 does not have to prove its innocence.

18 Do you understand, sir?

19 THE DEFENDANT: Yes, sir.

20 THE COURT: Now, do you also understand that WWL, had
21 it been convicted after trial, could appeal that conviction to
22 a higher court. But you also understand that by entering into
23 a guilty plea in this case, and if that plea is ultimately
24 accepted by me, WWL will have waived or given up its right to
25 trial as well as other rights associated with a trial as I just

1 described them?

2 Do you understand, sir?

3 THE DEFENDANT: Yes, Your Honor.

4 THE COURT: Now, you've indicated you intend to plead
5 guilty to the one-count criminal information pending against
6 you. I'll now call upon counsel for the government to outline
7 for me the essential elements of that offense.

8 MS. ELFNER: Your Honor, three elements to the
9 charged offense. First, that the charged conspiracy existed at
10 or about the time alleged.

11 Second, the defendant knowingly joined the charged
12 conspiracy.

13 And third, that the charged conspiracy either
14 substantially affected interstate or foreign commerce or
15 occurred within the flow of interstate state or foreign
16 commerce.

17 THE COURT: Do you understand Mr. Larson, as chair of
18 WWL, that the government would have to prove each and every one
19 of those elements beyond a reasonable doubt to the unanimous
20 satisfaction of a jury before you could be convicted?

21 Do you understand that, sir?

22 THE DEFENDANT: Yes.

23 THE COURT: Now, before I can accept your guilty
24 plea, I've got to be satisfied there's a factual basis for it.
25 So I'd like to turn your attention if I could to Paragraph 4 of

1 Government's Exhibit Number 1, which is the plea agreement in
2 this case. Let me know when you are there.

3 Specifically, I'm referencing the factual basis for
4 the guilty plea.

5 Are you there, sir?

6 THE DEFENDANT: Yep.

7 THE COURT: All right. Paragraph 4, which runs from
8 Page 3 to Page 4, outlines the various facts supporting the
9 guilty plea in this case.

10 You do agree that WWL conducted themselves in ways
11 indicated in Paragraph 4; is that correct, sir?

12 THE DEFENDANT: Yes, Your Honor.

13 THE COURT: All right. I'll now call upon the
14 government to summarize for me the facts contained within
15 Paragraph 4.

16 MS. ELFNER: From at least as early as February, 2000
17 and continuing until at least September 2012, the defendant
18 participated in a conspiracy among ocean carriers of roll-on
19 roll-off cargo, the primary purpose of which was to suppress
20 and eliminate competition by allocated customers and routes,
21 rigging bids, and fixing prices for international ocean
22 shipping services for roll-on roll-off cargo, such as cars and
23 trucks, to and from the United States and elsewhere, in
24 violation of the Sherman Antitrust Act, 15 USC, Section 1.

25 In furtherance of the conspiracy, the defendant

1 through certain employees engaged in discussions and attended
2 meetings with representatives of other ocean carriers of
3 roll-on roll-off cargo.

4 During these meetings, agreements were reached to
5 allocate certain customers and routes, rig certain bids, and to
6 fix, stabilize, and maintain the prices for certain
7 international ocean shipping services for roll-on roll-off
8 cargo to and from the United States and elsewhere. Affective
9 customers included U.S. based manufacturers of cars, trucks,
10 and other cargo.

11 During the relevant period, roll-on roll-off cargo
12 ships by one or more of the conspirator firms, as well as
13 payments for international ocean shipping services of such
14 cargo, traveled in interstate and foreign commerce.

15 The business activities of the defendant and its
16 co-conspirators in connection with the international ocean
17 shipping services for roll-on roll-off cargo to and from the
18 United States were within the flow of and substantially
19 affected interstate and foreign trade and commerce.

20 Acts in furtherance of this conspiracy were carried
21 out within the District of Maryland Northern Division, the Port
22 of Baltimore, one of the largest ports of the United States for
23 import and export of new automobiles.

24 During the relevant period, the defendant or its
25 co-conspirators exported roll-on roll-off cargo affected by the

1 conspiracy from the Port of Baltimore.

2 Finally, during the relevant period, the defendant
3 had more than 1,000 employees and its sales for international
4 ocean shipping services for new cars and trucks exported from
5 the United States that were affected by the conspiracy for more
6 than \$267,655,912.

7 THE COURT: Thank you.

8 Let me ask you, Mr. Larson, is that an accurate
9 summary of the facts contained within Exhibit 1?

10 THE DEFENDANT: Yes.

11 THE COURT: All right. And WWL did in fact commit
12 the acts as indicated in Government's Exhibit 1?

13 THE DEFENDANT: Yes.

14 THE COURT: In conducting proceedings under Rule 11
15 of the Federal Rules of Criminal Procedure, in every case, the
16 Court proceeds to an in-camera segment, the transcript of which
17 would be sealed in order to determine the content of the sealed
18 supplement in this case. This portion of the proceeding will
19 be sealed and shall remain sealed until ordered otherwise.

20 Counsel, is there anybody in the back of the
21 courtroom that's not otherwise affiliated? All right. If so,
22 I'd ask that you step out. Thanks. We'll grab you as soon as
23 we finish this portion.

24 (It is the policy of this Court that every guilty
25 plea and sentencing include a bench conference whether or not a

1 defendant is cooperating.)

2 THE COURT: All right. This will conclude this
3 portion of the proceeding in this case, the sealed portion of
4 the proceeding.

5 All right. There was not a presentence report that
6 was generated in this case. I have had the opportunity to
7 review the joint submission of the parties as well as
8 probation's submission to me.

9 At this point in time, I certainly am prepared to go
10 along with the Rule 11(c)(1)(C) plea and impose the sentence of
11 \$98.9 million to be paid no later than the 15th day after the
12 judgment is entered in this case.

13 So let me ask you formally, Mr. Larson, how do you
14 plead on behalf of WWL to the one-count information in this
15 case, guilty or not guilty?

16 THE DEFENDANT: I plead guilty.

17 THE COURT: Okay. It's the finding of this Court in
18 the case of United States of America versus Wallenius
19 Wilhelmsen Logistics AS that the defendant through its Chair is
20 fully competent and capable of entering an informed plea, that
21 the defendant is aware of the nature of the charges and
22 consequences of a guilty plea, and that the guilty plea is both
23 knowing and voluntary supported by independent basis in fact
24 containing each of the essential elements of the offense. The
25 plea is therefore accepted, and WWL is now formally found

1 guilty of the offense.

2 With that, counsel, is there anything else that we
3 can productively handle with regard to the guilty plea in this
4 case?

5 MS. ELFNER: I do want to correct one thing on the
6 record, Your Honor. Before when Your Honor asked about the
7 reduction minus two or three, I mistakenly said it was minus
8 two. It's actually minus three under the guidelines.

9 THE COURT: Oh, okay. Minus two, plus you're going
10 to make an additional motion for the third level, so that puts
11 us at 18, and there's no criminal history associated with this
12 individual defendant. This is the first time that WWL has had
13 contact with the criminal justice system. So it will be in
14 essence Criminal History Category I.

15 MR. BUEHLER: That's our understanding, Your Honor.

16 THE COURT: Got you.

17 Is that the government's understanding as well?

18 MS. ELFNER: Yes, sir.

19 THE COURT: Okay. So with that, we will proceed to
20 sentencing. Moving into sentencing, the sentencing phase in
21 this case, there is no presentence report. Both parties have
22 waived any presentence report in this case.

23 We have outlined, I believe, previously the offense
24 level, according to the sentencing guideline level in this
25 case, which is a base offense level of 12 plus one based upon

1 agree to submit non competitive bids pursuant 2R1.1b1, an
2 additional eight levels because of the volume of commerce was
3 between 100 million and 300 million, minus two levels for
4 acceptance of responsibility. The government is making an
5 additional motion for one level based upon timeliness of
6 acceptance of responsibility.

7 Is that being made at this point in time?

8 MS. ELFNER: Yes, Your Honor.

9 THE COURT: It's granted. So that puts us at an
10 Offense Level 18, Criminal History Category of zero. So that
11 puts us at a Criminal History Category I. 18/I.

12 This portion of the proceeding actually will now be
13 sealed again to discuss some matters not previously discussed
14 earlier. This portion of the proceeding will be sealed and
15 shall remain sealed until I order otherwise.

16 (It is the policy of this Court that every guilty
17 plea and sentencing include a bench conference whether or not a
18 defendant is cooperating.)

19 THE COURT: Okay. This will conclude the sealed
20 portions of this record.

21 Looking, there's one other departure as well, but
22 this is an upward departure based upon the representation that
23 the loss that is calculated underestimates the damage that was
24 wrought by the conduct of the defendant. And therefore, the
25 government believed that a 50% upward departure based upon the

1 formula and the loss is appropriate in this case.

2 And then discounting that by I believe it was the
3 \$114 million figure, and then discounting that based upon the
4 downward departure previously discussed, brought the parties to
5 a figure of the \$98.9 million appropriate fine.

6 The range in this case really is between 74,940,000
7 and 149 million, so that's the appropriate range. And then
8 when you take in the upward departure and the downward
9 departure, we reach a fine amount that is within that guideline
10 range, and that amount is 98.9.

11 So I'm not departing above or below a guideline
12 range. I'm fine that this particular fine is within the
13 guideline range and is in fact, it maybe dead center, but a
14 little higher, or lower, rather.

15 All right. Well, I will certainly hear from the
16 government, so we've outlined our sentencing guideline range.
17 We've outlined the upward departure and downward departures.

18 I'll certainly hear from the government with regard
19 to sentencing.

20 MS. ELFNER: Your Honor, we think the agreed-upon
21 sentence adequately meets the 3553(a) factors in this case.

22 The only other thing that we would add is the United
23 States does not seek restitution under the plea agreement in
24 light of the existing civil cases related to this same conduct,
25 for which WWL has agreed to plead guilty.

1 THE COURT: Let me ask you this, the company's been
2 around for how long?

3 MS. ELFNER: Since 1999, I believe.

4 THE COURT: Since '99? And there was no prior
5 previous convictions or other issues?

6 MS. ELFNER: No, Your Honor.

7 THE COURT: That the government is aware of?

8 So, in other words, this is the first, so almost it
9 would be considered aberrant behavior for the company?

10 MS. ELFNER: That the government is aware of, yes.

11 THE COURT: Okay. All right. Thanks.

12 Mr. Buehler?

13 MR. BUEHLER: Your Honor, thank you. Just very
14 briefly, obviously, we support the request that Your Honor
15 impose the recommended sentence as set forth in the plea
16 agreement.

17 I was only going to add two points, one of which you
18 already covered, Your Honor. This is the co-first offense, so
19 obviously we're in Criminal History Category I, and it is a
20 reflection that the company has not run afoul of the law in the
21 past.

22 And I would also just bring to Your Honor's attention
23 the fact that the company has made steps to enhance its
24 compliance program to make sure that the conduct that occurred
25 in this matter does not occur again.

1 THE COURT: Okay. Thank you.

2 MR. BUEHLER: Thank you, Your Honor.

3 THE COURT: Mr. Larson, as Chair of WWL, I'll be more
4 than happy to hear from you, sir, with regard to sentencing if
5 you wanted to say a few words on behalf of the company.

6 THE DEFENDANT: Yeah. First of all, I can only
7 regret that we are here today, I'm pleading guilty, and on
8 behalf of the organization, we are very sorry.

9 On the other hand, there have been a lot of measures
10 taken in order to improve the compliance culture of the
11 company. We have appointed a compliance officer, and this
12 person's also part of the management team. And we have started
13 enforced training in compliance behavior, and I can assure this
14 Court that, with the measures taken, this would not happen
15 again.

16 THE COURT: Thank you.

17 Applying the 3553(a) factors in this case, looking at
18 this particular corporate defendant, its Chair on its behalf, I
19 believe has expressed genuine remorse for the corporation's
20 conduct.

21 It's a Norwegian company established in 1999 with no
22 prior convictions. It has taken steps since this incident of
23 putting in place a compliance officer and other support network
24 to ensure that this kind of behavior is not repeated.

25 Certainly, the nature and circumstances of the

1 offense are serious. The corporation's suppressed and
2 eliminated or attempted to suppress and eliminate competition
3 for the sale of international shipping services in the roll-on
4 roll-off cargo, such as the cars and trucks.

5 Certainly, its behavior damaged and had potential of
6 damaging the economy as well as American business interests by
7 increasing the cost of items to be shipped.

8 Certainly, the defendant and others need to be
9 deterred, and a message needs to be sent. Because the
10 defendant has agreed to make these internal changes, especially
11 with its management team, I think that there is strong hope by
12 this Court that the odds of reoffending are very low.

13 As I indicated, the range in this case is between
14 approximately 74 million and 149 million. The imposed fine
15 range of 98.9 million is within this range. And as a result,
16 the sentence that is sufficient but not greater than necessary
17 to comply with the purposes set out in 18 United States Code,
18 Section 3553(a)(2) is \$98.9 million, to be payable in full
19 before the 15th day after the date of judgment in this case.

20 There will not be a term of supervised release in
21 this matter.

22 And as I indicated, both the fine amount and the term
23 for the fine.

24 Restitution, excuse me, is not going to be imposed
25 based upon the pending civil litigation that is being pursued

1 in this matter.

2 There's no forfeiture issue here. There will be a
3 \$400 special assessment that will be imposed.

4 The sentence does fall within the guideline range and
5 is appropriate in light of the sentencing guidelines and all of
6 the factors set out in Title 18 United States Code, Section
7 3553(a).

8 There are no open charges, no open counts that need
9 to be dismissed in this case.

10 And of course, the defendant has waived its right to
11 appeal. However, Mr. Larson, understand, as Chairman of WWL,
12 you have the right to appeal your conviction if you believe
13 that the guilty plea that was entered into against WWL was
14 somehow unlawful or involuntary, or if there was some other
15 fundamental defect in the proceeding that wasn't waived by your
16 guilty plea on behalf of the corporation.

17 You also can appeal your sentence if you believe the
18 sentence that I imposed was unlawful, but since you and the
19 government recommended that I impose the sentence, I don't
20 believe it would be very successful.

21 And of course, you retain any rights not otherwise
22 waived by the guilty plea.

23 A judgment order will be prepared. A statement of
24 reasons will be prepared. And these records along with the
25 other appropriate records of sentencing will be filed with the

1 United States Sentencing Commission in this case.

2 Counsel, is there anything else that we can
3 productively handle before we conclude here today?

4 MS. ELFNER: No, Your Honor.

5 MR. BUEHLER: Nothing from the defense, Your Honor.

6 THE COURT: Okay. I was going to make some
7 entertaining jokes before I came out here, but I think that was
8 not appropriate so I kept quiet.

9 All right. Take care. Thank you.

10 (Proceedings concluded)

11

12 I, Jacqueline Sovich, RPR, RMR, CRR, Official Court
13 Reporter, do hereby certify that the foregoing is a correct
14 transcript from the stenographic record of proceedings in the
above-entitled matter.

14

15

16 _____
17 Jacqueline Sovich
18 Official Court Reporter

DATE

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