

Exhibit 3

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

CENTRAL STATES, SOUTHEAST AND)	
SOUTHWEST AREAS PENSION FUND,)	
CENTRAL STATES, SOUTHEAST AND)	
SOUTHWEST AREAS HEALTH AND)	
WELFARE FUND, AND)	
HOWARD McDOUGALL, trustee,)	
)	
Plaintiffs,)	Case No. 08 C 0635
)	
v.)	Honorable George W. Lindberg
)	District Judge
INDUSTRIAL TRANSPORT, INC.,)	
an Ohio corporation,)	
)	
Defendant.)	

AFFIDAVIT OF ANTHONY E. NAPOLI

State of Illinois)
) SS
County of Cook)

I, Anthony E. Napoli having been duly sworn on oath, depose and state as follows:

1. I am an attorney employed by the Central States, Southeast and Southwest Areas Pension Fund and Central States, Southeast and Southwest Areas Health and Welfare Fund (collectively the "Funds") and I am familiar with the pending litigation.

2. I graduated from the DePaul University College of Law in 1992. I was admitted to the bar of the State of Illinois on November 5, 1992 and admitted to practice in the United States District Court for the Northern District of Illinois in November 1996. I have worked as an attorney responsible for ERISA contribution and withdrawal liability litigation since 1996.

3. I have reviewed the Funds' billing records and have determined that I have rendered actual, necessary legal services in connection with this case with the prosecution of this action. The legal services consists of 20 hours at the rate of \$200.00 per hour for total attorneys' fees in the amount of \$4,000.00.

4. The legal services are briefly summarized as follows: review file, including collective bargaining agreement, participation agreement, and contribution claim; conferences with client representatives; investigation of current address to obtain service of summons and complaint; preparation of complaint and appearance, correspondence and conferences with counsel for Defendant and preparation and execution of Settlement Agreement and Limited Release; court appearances; review and investigation of breach of Settlement Agreement and Limited Release, including conferences with client representatives; preparation of motion for entry of judgment, including supporting affidavits, exhibits, and proposed judgment order.

5. Based upon my experience in similar cases, I believe that the above rates are at or below the market rate charged for similar legal work and therefore, are reasonable. I also believe that the amount of time spent by me on this case is reasonable. On that basis, the total of legal fees incurred in this matter is \$4,000.00.

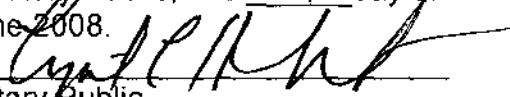
6. The Funds have also incurred the following costs in connection with this litigation in the total amount of \$405.00, consisting of Filing Fee in the amount of \$350.00 and service of process fee in the amount of \$55.00.

7. I believe that the aforementioned legal fees and costs were necessarily incurred and are reasonable in amount.

FURTHER AFFIANT SAYETH NOT.


Anthony E. Napoli

Subscribed and sworn to before me,
a Notary Public, this 4 day of
June 2008.


Notary Public

