

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

REPEX VENTURES S.A., on Behalf of Itself and All
Others Similarly Situated,

Plaintiff,

v.

BERNARD L. MADOFF, BANK MEDICI S.A.,
SONJA KOHN, PETER SCHEITHAUER, HERALD
USA FUND, HERALD LUXEMBURG FUND,
BANK AUSTRIA CREDITANSTALT, UNICREDIT
S.A., PRIMEO SELECT FUND, PRIMEO
EXECUTIVE FUND, PIONEER ALTERNATIVE
INVESTMENTS, THEMA INTERNATIONAL
FUND PLC, ERNST & YOUNG S.A., and HSBC
SECURITIES SERVICES, S.A.,

Defendants.

ECF CASE

Civil Action No.: 1:09-cv-00289-RMB

ADDITIONAL CAPTION ON NEXT PAGE

**AFFIDAVIT OF ROBERT S. SCHACHTER
IN SUPPORT OF PETER BRANDHOFER'S MOTION FOR
CONSOLIDATION AND FOR APPOINTMENT OF
LEAD PLAINTIFF AND LEAD COUNSEL**

HORST LEONHARDT, on Behalf of Himself and
All Others Similarly Situated,

Plaintiff,

v.

BERNARD L. MADOFF, BANK MEDICI S.A.,
SONJA KOHN, PETER SCHEITHAUER, HERALD
USA FUND, HERALD LUXEMBURG FUND,
BANK AUSTRIA CREDITANSTALT, UNICREDIT
S.A., PRIMEO SELECT FUND, PRIMEO
EXECUTIVE FUND, PIONEER ALTERNATIVE
INVESTMENTS, THEMA INTERNATIONAL
FUND PLC, HELMUTH E. FREY, FRIEDRICH
PFEFFER, FRANCO MUGNAI, ALBERTO
BENBASSAT, STEPHANE BENBASSAT,
GENEVALOR, BENBASSAT & CIE, DAVID T.
SMITH, GERALD J.P. BRADY, DANIEL
MORRISEY, ERNST & YOUNG S.A., ERNST &
YOUNG GLOBAL LIMITED, HSBC HOLDINGS
PLC, HSBC INSTITUTIONAL TRUST SERVICES
(IRELAND) LIMITED, HSBC SECURITIES
SERVICES (IRELAND) LIMITED, HSBC
SECURITIES SERVICES, S.A.,
PRICEWATERHOUSECOOPERS, CHARTERED
ACCOUNTANTS,
PRICEWATERHOUSECOOPERS
INTERNATIONAL LIMITED and FRIEHLING &
HOROWITZ,

Defendants.

ECF CASE

Civil Action No.: 1:09-cv-02032-UA

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

Robert S. Schachter, being duly sworn, deposes and says:

1. I am a member of the law firm of Zwerling, Schachter & Zwerling, LLP (“Zwerling, Schachter”), counsel for Peter Brandhofer (“Movant”). I am fully familiar with all of the facts and circumstances herein.

2. This affidavit is submitted in support of the Motion of Peter Brandhofer for Consolidation and for Appointment of Lead Plaintiff and Lead Counsel, made pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and the Private Securities Litigation Reform Act of 1995, in the above-captioned actions (the “*Repex* Action” and the “*Leonhardt* Action”).

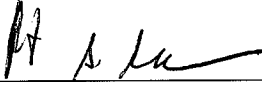
3. Attached as Exhibit “A” is the first notice, dated January 12, 2009, of the filing of a class action relating to investments “in the Herald USA Fund, Herald Luxemburg Fund, Primeo Select Funds and the Thema International Fund...between January 12, 2002 through and including January 12, 2008.”

4. Attached as Exhibit “B” is a copy of the amended complaint in the *Repex* Action, filed on January 26, 2009.

5. Attached as Exhibit “C” is a copy of the complaint in the *Leonhardt* Action, filed on March 5, 2009.

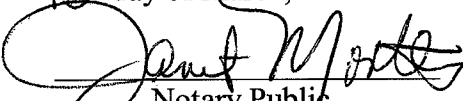
6. Attached as Exhibit “D” is a certification by Movant, with a chart annexed thereto, listing the transactions and Movants’ total estimated losses in the securities that are the subject of the *Repex* Action and the *Leonhardt* Action.

7. Attached as Exhibit "E" is a firm resume of Zwerling, Schachter, Movant's choice for Lead Counsel.



Robert S. Schachter

Sworn to before me this
13 day of March, 2009



Notary Public

JANET MONTES
NOTARY PUBLIC, State of New York
No. 01MO5083883
Qualified in Bronx County
Commission Expires Aug. 25, 2009