

EXHIBIT 3

Bednarz Decl.

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION

Master File No. 2:12-md-02311
Hon. Sean F. Cox

IN RE: WIRE HARNESS SYSTEMS
IN RE: INSTRUMENT PANEL CLUSTERS
IN RE: FUEL SENDERS
IN RE: HEATER CONTROL PANELS
IN RE: BEARINGS
IN RE: OCCUPANT SAFETY SYSTEMS
IN RE: ALTERNATORS
IN RE: ANTI-VIBRATIONAL RUBBER
PARTS
IN RE: WINDSHIELD WIPER SYSTEMS
IN RE: RADIATORS
IN RE: STARTERS
IN RE: AUTOMOTIVE LAMPS
IN RE: SWITCHES
IN RE: IGNITION COILS
IN RE: STEERING ANGLE SENSORS
IN RE: HID BALLASTS
IN RE: INVERTERS
IN RE: ELECTRONIC POWERED
STEERING ASSEMBLIES
IN RE: AIR FLOW METERS
IN RE: FAN MOTORS
IN RE: FUEL INJECTION SYSTEMS
IN RE: POWER WINDOW MOTORS
IN RE: AUTOMATIC TRANSMISSION
FLUID WARMERS
IN RE: VALVE TIMING CONTROL
DEVICES
IN RE: ELECTRONIC THROTTLE BODIES
IN RE: AIR CONDITIONING SYSTEMS
IN RE: WINDSHIELD WASHER SYSTEMS

Case No. 2:12-cv-00103
Case No. 2:12-cv-00203
Case No. 2:12-cv-00303
Case No. 2:12-cv-00403
Case No. 2:12-cv-00503
Case No. 2:12-cv-00603
Case No. 2:13-cv-00703
Case No. 2:13-cv-00803

Case No. 2:13-cv-00903
Case No. 2:13-cv-01003
Case No. 2:13-cv-01103
Case No. 2:13-cv-01203
Case No. 2:13-cv-01303
Case No. 2:13-cv-01403
Case No. 2:13-cv-01603
Case No. 2:13-cv-01703
Case No. 2:13-cv-01803
Case No. 2:13-cv-01903

Case No. 2:13-cv-02003
Case No. 2:13-cv-02103
Case No. 2:13-cv-02203
Case No. 2:13-cv-02303
Case No. 2:13-cv-02403

Case No. 2:13-cv-02503

Case No. 2:13-cv-02603
Case No. 2:13-cv-02703
Case No. 2:13-cv-02803

- cont. -

IN RE: CONSTANT VELOCITY JOINT
 BOOT PRODUCTS
 IN RE: SPARK PLUGS
 IN RE: AUTOMOTIVE HOSES
 IN RE: SHOCK ABSORBERS
 IN RE: BODY SEALING PRODUCTS
 IN RE: INTERIOR TRIM PRODUCTS
 IN RE: AUTOMOTIVE BRAKE HOSES
 IN RE: EXHAUST SYSTEMS
 IN RE: CERAMIC SUBSTRATES
 IN RE: POWER WINDOW SWITCHES
 IN RE: AUTOMOTIVE STEEL TUBES
 IN RE: ACCESS MECHANISMS
 IN RE: SIDE DOOR LATCHES
 IN RE: ELECTRONIC BRAKING SYSTEMS
 IN RE: HYDRAULIC BRAKING SYSTEMS

Case No. 2:14-cv-02903

Case No. 2:15-cv-03003

Case No. 2:15-cv-03203

Case No. 2:15-cv-03303

Case No. 2:16-cv-03403

Case No. 2:16-cv-03503

Case No. 2:16-cv-03603

Case No. 2:16-cv-03703

Case No. 2:16-cv-03803

Case No. 2:16-cv-03903

Case No. 2:16-cv-04003

Case No. 2:16-cv-04103

Case No. 2:17-cv-04303

Case No. 2:21-cv-04403

Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
 End-Payor Actions

**DECLARATION OF M. FRANK BEDNARZ IN SUPPORT OF
 OVERLAND WEST, INC.'s AND BOOTON, INC.'s OBJECTION TO
 CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES**

I, M. Frank Bednarz, declare as follows:

1. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I am a Senior Attorney with Hamilton Lincoln Law Institute's Center for Class Action Fairness ("CCAF") and lead counsel to Overland West, Inc. and Booton Inc. ("Objectors") in this matter. I submit this declaration in support of Objectors' objection to Class Counsel's Motions filed May 9-20, 2025, which they style as "for an

Award of Attorneys' Fees in Connection with Rounds 1-5 Settlements" ("Fee Motion"). *E.g.*, No. 2:12-cv-00103, ECF 667.

3. I intend to appear at the fairness hearing in this case and reserve the right to cross-examine any witnesses who might be presented by Class Counsel.

4. My declaration: (1) cites and attaches record evidence for the Court's convenience, (2) expands on the conditional objection to fees on interest, providing exemplary calculations to illustrate the potential problem, and (3) describes the history of CCAF and good faith in bringing this Objection *pro bono*.

I. Exhibits Attached From the Record and Class Notice

5. Attached as **Exhibit B1** is a true and correct copy of the transcript for proceedings held on August 1, 2018 in connection with final approval for the Round 3 settlements, including PageIDs 36061-71, which concern the pending 25% fee request that Judge Battani granted in full for reasons explained on the record, filed in *In re: Automotive Parts Antitrust Litigation*, No. 2:12-md-02311, ECF 1937.

6. Attached as **Exhibit B2** is a true and correct copy of the (first) fee Order Granting in Part End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses, granted in connection with the Round 1 settlements, filed in *e.g. In re: Wire Harness Systems*, No: 2:12-cv-0103, ECF 498 (Jun. 20, 2016).

7. Attached as **Exhibit B3** is a true and correct copy of the Supplemental Order granting additional fees in connection with the Round 1 settlements, filed in *e.g. In re: Wire Harness Systems*, No: 2:12-cv-0103, ECF 545 (Dec. 5, 2016).

8. Attached as **Exhibit B4** is a true and correct copy of the fee Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, in connection with the Round 2 settlements, filed in *e.g. In re: Wire Harness Systems*, No: 2:12-cv-0103, ECF 578 (Jul. 10, 2017).

9. Attached as **Exhibit B5** is a true and correct copy of the fee Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, in connection with the Round 3 settlements, filed in *e.g. In re: Wire Harness Systems*, No: 2:12-cv-0103, ECF 626 (Nov. 7, 2018).

10. Attached as **Exhibit B6** is a true and correct copy of the fee Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round 4 Settlements, filed in *e.g. In re: Heater Control Panels*, No: 2:12-cv-0403, ECF 320 (Sep. 23, 2020).

11. Attached as **Exhibit B7** is a true and correct copy of the so-called "combined" notice sent in connection with preliminary approval of the Round 1 settlements, available on the settlement website at: [https://www.autopartsclass.com/docs/Combined%20Notice%20\(filed%201%2013](https://www.autopartsclass.com/docs/Combined%20Notice%20(filed%201%2013)

[%2016\).pdf](#). A copy of this notice was also filed at *e.g. In re: Alternators*, No: 2:13-cv-0703, ECF 60-2 (Jan. 13, 2016).

12. Attached as **Exhibit B8** is a true and correct copy of the amended notice sent in connection with preliminary approval of the Round 2 settlements, available at: <https://www.autopartsclass.com/docs/Amended%20September%202016%20Notice.pdf>. A copy of this notice was also filed at *e.g. In re: Wire Harness Systems*, No: 2:12-cv-0103, ECF 527-6 (Sep. 14, 2016).

13. Attached as **Exhibit B9** is a true and correct copy of the notice sent in connection with preliminary approval of the Round 3 settlements, available at: https://www.autopartsclass.com/docs/Round_3/Notice_Documents/March%202018%20Notice.pdf. A copy of this notice was also filed at *e.g. In re: Wire Harness Systems*, No: 2:12-cv-0103, ECF 600-3 (Feb. 23, 2018).

14. Attached as **Exhibit B10** is a true and correct copy of the updated notice sent in connection with preliminary approval of the Round 4 settlements, available at: https://www.autopartsclass.com/docs/YAA%20Notice%20R4_4.20.20.pdf. A copy of this notice, prior to multiple extensions of the claims filing deadline, was also filed at *e.g. In re: Heater Control Panels*, No: 2:12-cv-0403, ECF 290-6 (Jul. 30, 2019).

15. Attached as **Exhibit B11** is a true and correct copy of the updated notice sent in connection with preliminary approval of the Round 5 settlements, available at: https://www.autopartsclass.com/docs/Round_5/Long%20Form%20Notice.pdf. A

copy of this notice was also filed at *e.g. In re: Exhaust Systems*, No: 2:16-cv-3703, ECF 202-1 (Aug. 8, 2022).

II. Explanation of Mathematics for the Conditional Interest Objection

16. The Objection concisely spells out the potential problem suggested by some language of the Fee Motion, but breezy explanations of math are not always intuitive, so I will elaborate on why the ambiguity in the Fee Motion potentially makes tens of millions of dollars' difference to class recovery.

17. The Fee Motion is ambiguous about whether Class Counsel seeks interest on the entire common fund, or only interest on any new fee award to them. Class Counsel's Statement of Issue describes what should occur: any new fee award from earlier rounds should include "a pro rata share of the interest earned on the amount of any award granted through this application." Fee Motion at PageID 20851. However, another part of the Fee Motion, footnote 12, suggests counsel seeks a *pro rata* share of interest from the whole common fund—not just newly-awarded fees. "Settlement Class Counsel also request a pro rata share of the interest earned on the Aggregate Settlement Amount." Fee Motion at PageID 20857 n.12. While Class Counsel may have intended to describe the same procedure suggested by their Statement of Issue, the reference to the "Aggregate Settlement Amount" makes it sound as if they seek 30% of the interest accrued on the entire net common fund as the underlying settlements describe the term (or whatever percentage the Court awards). That would be inappropriate because the

bulk of the interest belongs to the class. If such an award were to be granted, Class Counsel would benefit from the time value of money that rightfully belongs to the class claimants who are still awaiting their full distribution. Such award violates the doctrine of “Interest Follows Principal” and would unfairly diminish Class Members’ recovery—effectively awarding a higher percentage to Class Counsel than nominal dollar awards would suggest. That is, an award for “30%” might actually be more like 31-33% because class counsel has enjoyed the bulk of the time value of their fees since the prior interim fee awards—adding interest from the entire common on top the awards diverts some of the present-day value of the funds away.

18. To be clear, I do not know whether Class Counsel proposes something like this; they may have not intended the possibility at all. But any fee order should be crystal clear on the matter because the difference may be sizeable.

19. To understand the potential magnitude of the ambiguous fee request, we can estimate the amount of interest earned, which Class Counsel does not disclose. Interest earned on the common fund (prior to any applicable taxes paid) may be on the order of 10-15% if it is comparable to what consumers can easily obtain. For example, I happen to bank with both Western Alliance and Huntington Bank, which are apparently the largest two banks for Qualified Settlement Funds according to the recently-filed complaint filed in *Whalen v. Epiq Solutions, Inc.*, No. 3:25-cv-04522 (N.D. Cal. May 28, 2025). I currently earn 4.3% and 3.2% APY from these banks respectively in FDIC-insured savings and money market accounts with these banks. A year ago,

these rates were approximately 1% higher. Interest rates rose from virtually nil to about these levels in 2022 due to higher federal funds rates in response to higher inflation.

20. All of the settlement funds have been held throughout this period save perhaps the comparatively small Round 5 settlements for \$3.1 million. Thus, the interest earned on the bulk of the settlement funds may be about 10.0% (which is 3.2% compounded annually for three years), and this doesn't account for the smaller amounts of interest earned in the years prior to 2022. Thus, the amount of pre-tax interest earned on all settlement funds is quite plausibly in the ballpark of \$80-125 million.

21. For this reason, the ambiguity of the Fee Motion makes a potentially enormous difference. For example, if the cumulative interest on the principal balance of the common fund heretofore not awarded amounts 10%, which is plausible, this is nearly \$100 million, so a 30% award on the aggregate would be ~\$30 million compared to perhaps \$7 million in interest attributable solely to new fee awards requested. Please note that class counsel has already withdrawn its share of the pro rata interest that had accrued when it was awarded fees earlier and the bulk of the interest in the common fund would have accrued after class counsel was awarded its fees.

22. Even if Class Counsel proposes language to resolve the ambiguity, the Court should still request statements of the interest earned on the funds annually since their inception and the underlying rates realized for the benefit of class members.

III. The Center for Class Action Fairness and Objectors' Good Faith

23. This section describes CCAF's track record and its work history in opposing meritless "blackmail"-type objections.

24. In 2009, Theodore Frank founded the non-profit Center for Class Action Fairness ("CCAF"), a 501(c)(3) public-interest law firm based out of Washington, DC. In 2015, CCAF merged into the non-profit Competitive Enterprise Institute ("CEI") and became a division within their law and litigation unit. In January 2019, CCAF became part of HLLI, a new non-profit public-interest law firm that Frank founded in 2018 with Melissa Holyoak, who President Biden nominated to be a commissioner at the Federal Trade Commission.

25. I am a 2009 graduate of University of Chicago Law School who interned with CCAF in the first year of its existence. I re-joined CCAF in May 2016, and have worked almost exclusively within class action litigation since then. I have contributed to several appeals and successfully argued *Pearson v. Target Corp.*, 968 F.3d 827 (7th Cir. 2020), where the panel agreed with CCAF that side-payments that resolved self-interested objections should be disgorged for the benefit of the entire class. I have appeared before numerous district courts, including for three days of evidentiary hearings in *Ark. Teacher Ret. Sys. v. State St. Bank*, where the district court partially adopted CCAF's recommendation to reduce an excessive attorneys' fee award by a larger amount than had been recommended by a court-appointed Special Master. 512 F. Supp. 3d 196 (D. Mass. 2020).

26. I live in Chicago, and intend to appear on behalf of the Objectors at any hearing regarding the Fee Motion. I am happy to make the trip to Detroit on short notice, if necessary.

27. CCAF's mission is to litigate on behalf of class members against unfair class action procedures and settlements. CCAF represents class members pro bono where class counsel employs unfair procedures to benefit themselves at the expense of the class. *See, e.g., In re Stericycle Sec. Litig.*, 35 F.4th 555, 572, 572 n.11 (7th Cir. 2022) (citing cases); *Briseño v. Henderson*, 998 F.3d 1014 (9th Cir. 2021); *Pearson v. NBTY, Inc.*, 772 F.3d 778, 787 (7th Cir. 2014) (CCAF "flagged fatal weaknesses in the proposed settlement" and demonstrated "why objectors play an essential role in judicial review of proposed settlements of class actions"); *In re Dry Max Pampers Litig.*, 724 F.3d 713, 716-17 (6th Cir. 2013) (CCAF's client's objections are "detailed, and substantive"); *see also* Adam Liptak, When Lawyers Cut Their Clients Out of the Deal, N.Y. TIMES, Aug. 13, 2013 (calling Frank "[t]he leading critic of abusive class action settlements"); The Editorial Board, *The Anthem Class-Action Con*, WALL ST. J., Feb. 11, 2018 (opining "[t]he U.S. could use more Ted Franks" while covering CCAF's role in exposing "legal looting" in the Anthem data breach MDL).

28. Since it was founded in 2009, CCAF has "develop[ed] the expertise to spot problematic settlement provisions and attorneys' fees." Elizabeth Chamblee Burch, *Publicly Funded Objectors*, 19 THEORETICAL INQUIRIES IN LAW 47, 55-57 & n.37 (2018). Over that time CCAF has recouped over \$200 million for class members by

driving settling parties to reach an improved bargain or by reducing outsized fee awards. *E.g.*, *In re Wells Fargo & Co. Shareholder Derivative Litig.*, 445 F. Supp. 3d 508 (N.D. Cal. 2020) (reducing fees by more than \$15 million and proportionally increasing shareholder recovery); *see also In re EasySaver Rewards Litig.*, No. 09-cv-02094-BAS-WVG, 2020 U.S. Dist. LEXIS 77483, 2020 WL 2097616 (S.D. Cal. May 1, 2020) (reducing fees by 40%); Andrea Estes, *Critics hit law firms' bills after class-action lawsuits*, Boston Globe (Dec. 17, 2017) (more than \$100 million); *cf. Ark. Teacher Ret Sys. v. State St. Corp.*, 25 F.4th 55 (1st Cir. 2022) (resulting decision from Boston Globe exposé, upholding sanctions against co-lead class counsel).

29. The Center has been successful, winning reversal or remand in over two dozen federal appeals decided to date in courts of appeals and the Supreme Court. *E.g.*, *Frank v. Gaos*, 139 S. Ct. 1041 (2019); *In re Wawa, Inc. Data Sec. Litig.*, 85 F.4th 712 (3d Cir. 2023); *In re Broiler Chicken Antitrust Litig.*, 80 F.4th 797 (7th Cir. 2023); *Williams v. Reckitt Benckiser LLC*, 65 F.4th 1243 (11th Cir. 2023); *In re Apple Inc. Device Performance Litig.*, 50 F.4th 769 (9th Cir. 2022); *In re Stericycle Sec. Litig.*, 35 F.4th 555 (7th Cir. 2022); *McKinney-Drobnis v. Oresback*, 16 F.4th 594 (9th Cir. 2021); *Briseño v. Henderson*, 998 F.3d 1014 (9th Cir. 2021); *Berni v. Barilla S.P.A.*, 964 F.3d 141 (2d Cir. 2020); *Pearson v. Target Corp.*, 968 F.3d 827 (7th Cir. 2020); *In re Lithium Ion Batteries Antitrust Litig.*, 777 Fed. Appx. 221 (9th Cir. 2019) (unpublished); *In re Google Inc. Cookie Placement Consumer Privacy Litig.*, 934 F.3d 316 (3d Cir. 2019); *In re EasySaver Rewards Litig.*, 906 F.3d 747 (9th Cir. 2018); *In re Subway Footlong Mktg. Litig.*, 869 F.3d 551 (7th Cir. 2017); *In re Target Corp.*

Customer Data Sec. Breach Litig., 847 F.3d 608 (8th Cir. 2017); *In re Walgreen Co. Stockholder Litig.*, 832 F.3d 718 (7th Cir. 2016); *In re EasySaver Rewards Litig.*, 599 Fed. Appx. 274 (9th Cir. 2015) (unpublished); *In re Bank America Corp. Secs. Litig.*, 775 F.3d 1060 (8th Cir. 2015); *Pearson v. NBTY, Inc.*, 772 F.3d 778 (7th Cir. 2014); *Redman v. RadioShack Corp.*, 768 F.3d 622 (7th Cir. 2014); *In re MagSafe Apple Power Adapter Litig.*, 571 Fed. Appx. 560 (9th Cir. 2014) (unpublished); *In re Dry Max Pampers Litig.*, 724 F.3d 713 (6th Cir. 2013); *In re HP Inkjet Printer Litigation*, 716 F.3d 1173 (9th Cir. 2013); *In re Baby Products Antitrust Litigation*, 708 F.3d 163 (3d Cir. 2013); *Dewey v. Volkswagen*, 681 F.3d 170 (3d Cir. 2012); *Robert F. Booth Trust v. Crowley*, 687 F.3d 314 (7th Cir. 2012); *Nachshin v. AOL, LLC*, 663 F.3d 1034 (9th Cir. 2011); *In re Bluetooth Headset Prods. Liab. Litig.*, 654 F.3d 935 (9th Cir. 2011).

30. While, like most experienced litigators, we have not won every appeal we have litigated, CCAF has won the majority of them. Our appeals and *certiorari* petitions are often supported by amicus briefs from state attorneys general.

31. We have also been appointed amicus in district court and appellate court proceedings where there was no adversary presentation. *E.g.*, *Arkansas Teacher Ret. Sys. v. State St. Corp.*, 25 F.3d 55 (1st Cir. 2022) (affirming our suggestions as *amicus* defending an otherwise-unopposed appeal from a district court order which was substantially influenced by my participation before the district court as *amicus*); *McKnight v. Uber Techs.*, No. 14-05615-JST, Dkt. 256 (N.D. Cal. Mar. 21, 2022) (requesting CCAF's amicus participation regarding a novel issue of class action procedure).

32. CCAF agreed to represent the Objectors *pro bono* because they agreed that they would not settle or withdraw their objections for any side-payment or special treatment whatsoever. They bring their Objection in good faith, and if successful will benefit all class claimants proportionally based on their credited claims under the Plan of Distribution.

33. I and Objectors intend to fully comply with the letter and spirit of the Court's order concerning potentially self-interested objectors. *See In re Automotive Parts Antitrust Litig.*, No. 12-cv-00103, 2016 WL 11198671 (E.D. Mich. May 11, 2016) ("court approval is required before an objection to a proposed settlement may be withdrawn. Further, court approval will be required before any payment may be made by Class Counsel in exchange for the withdrawal of an objection to or appeal of a settlement."). This forward-thinking order anticipated the 2018 amendments to Rule 23, including the addition of Rule 23(e)(5)(C). As the Rules Committee noted:

Good-faith objections can assist the court in evaluating a proposal under Rule 23(e)(2). It is legitimate for an objector to seek payment for providing such assistance under Rule 23(h).

But some objectors may be seeking only personal gain, and using objections to obtain benefits for themselves rather than assisting in the settlement-review process. At least in some instances, it seems that objectors—or their counsel—have sought to obtain consideration for withdrawing their objections or dismissing appeals from judgments approving class settlements. And class counsel sometimes may feel that avoiding the delay produced by an appeal justifies providing payment or other consideration to these objectors. Although the payment may advance class interests in a

particular case, allowing payment perpetuates a system that can encourage objections advanced for improper purposes.

34. At CCAF, we strongly support this aim. Selfish objectors (or more often, objectors' counsel) often added heat but no light to proceedings. By eliminating the possibility of a quick side-payment, courts ensure that objectors only bring objections they believe to be meritorious—and that objectors pursue such objections until they actually improve class settlements on behalf of class members.

35. There may be other objections to Class Counsel's fee request, which seeks 30% of the entire fund, contrary to prior representations and notice to the class. I trust that the Court will hold any other objectors to the same standard that Objectors hold themselves, so will not allow parties to "buy off" objectors or otherwise compensate them for withdrawing objections unless they successfully secure benefit for the entire class and seek approval from the Court.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct

Executed on June 4, 2025, in Chicago, Illinois.


M. Frank Bednarz

Bednarz Decl.

EXHIBIT B1

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

— — —

IN RE: AUTOMOTIVE PARTS

ANTITRUST LITIGATION

Case No. 12-02311

Hon. Marianne O. Battani

THIS DOCUMENT RELATES TO:

END-PAYOR ACTIONS

FAIRNESS HEARING

BEFORE THE HONORABLE MARIANNE O. BATTANI
United States District Judge
Theodore Levin United States Courthouse
231 West Lafayette Boulevard
Detroit, Michigan
Wednesday, August 1, 2018

To obtain a copy of this official transcript, contact:
Robert L. Smith, Official Court Reporter
(313) 234-2612 • rob_smith@mied.uscourts.gov

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(Please note, appearances listed are only the attorneys
presenting before the Court, not to be representative of
all attorneys present.)

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1 Detroit, Michigan

2 Wednesday, August 1, 2018

3 at about 10:13 a.m.

4

— — —

5 (Court and Counsel present.)

6 THE LAW CLERK: All rise.

7 The United States District Court for the Eastern
8 District of Michigan is now in session. The Honorable
9 Marianne O. Battani presiding.

10 You may be seated.

11 THE COURT: I can't get used to this perspective.
12 Good morning.

13 THE ATTORNEYS: (Collectively) Good morning, Your
14 Honor.

15 THE COURT: Excuse me just one minute. All right.
16 We have two motions today, and the first motion is the
17 end-payors' motion for final approval of a settlement. And
18 who is --

19 MR. SELTZER: Your Honor, if it please the Court,
20 Mark Seltzer for the end-payor plaintiffs for the
21 presentation.

22 THE COURT: Could you come to the podium,
23 Mr. Seltzer?

24 MR. SELTZER: Thank you, Your Honor.

25 THE COURT: I think we should get who's in court

1 first. Let's get the appearances of everybody who's going to
2 be participating in this motion. Anybody else here on that
3 side?

4 (No response.)

5 THE COURT: Over here.

6 MR. RUBIN: Mike Rubin for the Yamasha defendants,
7 Your Honor. I'm not sure if we are going to be participating
8 in the motion for the final approval of the settlement, but
9 on the judgment issue we will have something to say.

10 THE COURT: Okay.

11 MR. SELTZER: All right. Your Honor, if I may,
12 first of all, before I begin my remarks I want to note for
13 the record that there was one objection that was filed with
14 respect to two settlements in the spark plugs case.

15 THE COURT REPORTER: Could you speak up, please.

16 MR. SELTZER: Yes. There was one objection filed
17 with respect to the two settlements in the spark plugs case,
18 that was by Ms. Ahern, and this morning that objection was
19 withdrawn with prejudice without costs, so there are no
20 pending objections to any of the settlements in this round
21 three of the end-payor settlements.

22 THE COURT: Okay. So there are no pending -- I was
23 going to say I didn't see anything. No other objections?

24 MR. SELTZER: No other objections. That was the
25 only one that was filed, and that has now been withdrawn.

1 THE COURT: Okay.

2 MR. SELTZER: And, Your Honor, now --

3 THE COURT: We have the GEICO issue.

4 MR. SELTZER: Right, we have the GEICO issue, which
5 is a separate question relating to the timing of the entry of
6 the final judgments, but we can address that at the end.

7 Let me begin by saying this is an important
8 milestone in the history of this case. The settlements that
9 have been achieved in this litigation are really historic in
10 nature. And Your Honor has presided over one of the most
11 complex, if not the most complex set of antitrust class
12 action cases ever filed in the United States, and I say that
13 speaking from 45 years of experience in litigating these
14 kinds of cases.

15 The case involves scores of defendants across the
16 globe who are alleged to have colluded on the pricing of
17 component parts of automobiles over many years, and it
18 affected purchasers down a long chain of distribution. So
19 it's a case that has presented many complexities both legally
20 and factually.

21 And I'm very pleased to report, I think we are
22 nearing or on the verge of nearing the end of this
23 litigation. There are only a handful of settlements --
24 non-settling defendants left in the case. We are working at
25 arriving at settlements with them. It's possible that we may

1 not achieve that result with respect to --

2 THE COURT: I'm sorry. We're having a little
3 computer difficulty here.

4 MR. SELTZER: Very well, Your Honor. It's possible
5 we may not achieve settlements with all of them, in which
6 case we will have to litigate to a conclusion, but I remain
7 optimistic that at the end of the day, we will. And the
8 Settlement Master, Judge Weinstein, and his team, have been
9 actively engaged in conducting and mediating settlements, and
10 we have also engaged in bilateral discussions with some of
11 the defendants, so we are moving ahead to try to resolve the
12 rest of the case as well.

13 Now, the settlements that have been reached in this
14 case, including ones that are not included in the third round
15 but have been publicly announced, now total \$1.84 billion --
16 that's \$1.084 billion.

17 THE COURT: That's 1.0 --

18 MR. SELTZER: 1.084.

19 THE COURT: Including this, as I read this --

20 MR. SELTZER: Including this one, yes, yes. And
21 this third round is the largest of the rounds we have
22 achieved so far. The settlement amounts are approximately
23 \$433 million.

24 Now, our papers describe in detail the reasons why
25 we believe the settlements are fair, reasonable and adequate

1 to the classes. And I think it's important to recognize that
2 the settlements also provide for important nonmonetary
3 benefits. Over and above the tremendous economic monetary
4 recovery, the settlements all provided for discovery
5 cooperation, and that discovery cooperation was extremely
6 helpful to us in bringing other defendants to the negotiating
7 table and negotiating settlements because we were able to get
8 information from the cooperating defendants about the who,
9 what, where and when participation in the conspiracies, and
10 getting detail like that was very helpful in terms of
11 persuading the non-settling defendants to come to the table.

12 The settlements meet every test under Rule 23, and
13 so does the plan of allocation as well. The Court in its
14 order, approving the round two settlements that was entered
15 on July 10th of last year, went through all of the factors.
16 I don't think I need to go through all of them again here,
17 but they apply with equal, if not greater force to these
18 settlements.

19 The settlements were the subject of a very
20 extensive notice program. We submitted the declarations of
21 the claims administrator that describes the basis of the
22 notice.

23 THE COURT: I have a question on the notice.

24 MR. SELTZER: Yes.

25 THE COURT: This may not be the time to ask it, but

1 tell me again how many people actually filed claims. I
2 thought it was like 35,000 or something.

3 MR. SELTZER: There have been more than 100,000 who
4 have filed claims or registered with the claims
5 administrator, and that's set forth in the declaration of
6 Brian Pinkerton.

7 THE COURT: That have registered. What was that
8 35,000 number?

9 MR. SELTZER: There were earlier numbers in terms
10 of who submitted claims and who submitted registrations, and
11 it has been progressing along, and there were 35,000 in one
12 stage of the case in response to one of the notices, but the
13 total now is more than 100,000. And that's --

14 THE COURT: I question that because -- well, maybe
15 you're going to tell me this only because -- I mean, we are
16 into the millions of people who could file claims, so even
17 though that's a very large number, it does not seem to be
18 significant in comparison to the body of those who may file.

19 MR. SELTZER: Well, here's the reason why that
20 number is likely to increase. The Court has not yet set a
21 claim submission deadline, and in our experience that
22 deadline is something that focuses the attention of class
23 members because they know they have to submit a claim in
24 order to participate by that deadline. I was going to get to
25 the claims deadline in a bit but --

1 THE COURT: You can wait until you get to it, I was
2 just was -- those numbers just didn't ring well with me and I
3 wanted to ask you about that.

4 MR. SELTZER: Right.

5 THE COURT: But I thought the claims would be a
6 period when you may get more.

7 MR. SELTZER: Right, and we also intend to engage
8 in a very extensive additional outreach at the time that the
9 claims deadline is set in order to encourage as many people
10 as possible who are eligible to submit claims.

11 But one thing I want to emphasize about these
12 settlements, these are non-reversionary settlements. Whoever
13 claims, and whoever has claims that are approved by the
14 Court, will share pro rata in the settlement funds. So all
15 the money that has been put up by the settling defendants
16 will go to class members. If class members for some reason
17 don't submit a claim then that's their choice, but those who
18 do and who have valid claims will share pro rata in the
19 settlement funds, so it will all be distributed to class
20 members. Some of them may get very, very substantial
21 payments if other class members don't file claims who are
22 eligible to do so, and that's something that's not an unusual
23 occurrence in class action cases.

24 One of the cases that I was involved in in the last
25 several years involved the automobile company Toyota,

1 involving the unintended acceleration problem that Toyota
2 had. And there we had also a very extensive class notice
3 program, and class members would be entitled to receive
4 payments up to \$10,000. You would think that would encourage
5 people to file claims; still the turnout was less than we
6 hoped for in terms of the settlement, so we engaged in
7 additional outreach to increase the number of people who
8 submit claims. Ultimately the settlement funds were all paid
9 out to class members.

10 So that kind of occurrence is something that is not
11 unusual in these cases. It is a phenomena that is not unique
12 to this case but, as I say, the claims deadline will likely
13 result in a spike in claims because that's the history of how
14 claims are submitted, and as well we intend to engage in an
15 outreach program to encourage as many people as possible to
16 submit claims.

17 THE COURT: Tell me, just out of curiosity in terms
18 of that claims process, the ultimate distribution would be
19 when the non-settling defendants have either tried or been
20 resolved?

21 MR. SELTZER: Well, here's -- let me leap ahead to
22 that subject because we --

23 THE COURT: I'm sorry. I'm just curious.

24 MR. SELTZER: No, no. Here's what we were going to
25 propose to the Court regarding the claims deadline. If there

1 had been an objection to the round three settlements that was
2 not promptly resolved, we were going to ask that the Court
3 set a deadline in the next few months so that payments could
4 be paid out of the round one and two settlements, and then
5 that would also establish a deadline with respect to those
6 settlements and thereby raise a number of class members
7 submitting claims.

8 However, because we've now seen the objection go
9 away with the dismissal this morning of the objection, our
10 plan is to ask the Court to set a deadline after we submit an
11 additional round of settlements, be it a fourth round of the
12 new settlements we have achieved, so we would have a combined
13 notice that would include those settlements as well as
14 establishing the claims deadline.

15 The reason for doing that is first and foremost to
16 avoid complexity in the claim process. The classes all
17 overlap, and if you establish a deadline at time X with
18 respect to certain of the settlements, class members who have
19 a claim in a later case may not submit a claim with respect
20 to the first group of settlements. We want to encourage as
21 many people to file claims who have claims against each of
22 the settling defendants.

23 And as the Court knows, the case is divided up into
24 settlement classes for each settlement, so you have multiple
25 settlement classes for a single part and you have other

1 settlement classes for other parts all involving overlapping
2 and sometimes nonoverlapping defendants. So it's a complex
3 claims administration issue.

4 And our notion was that we also wanted to avoid any
5 additional expense of giving class notice. That set of
6 claims deadline there would need to be a separate notice to
7 the class telling class members now's the time to submit a
8 claim, here's the deadline, and you must abide by that in
9 order to have your claim allowed, but if you combine that
10 notice with the notice of the fourth round, it will save the
11 extra expense of another notice.

12 And the notice is not inexpensive, you know, it is
13 running several million dollars per notice in terms of the
14 cost of publication and the other costs that are incurred in
15 giving this kind of nationwide notice.

16 So our thought was to present another round of
17 settlements to Your Honor, it would be the fourth round, and
18 at that time ask for a claims deadline to be set even if the
19 case is then not totally resolved. We anticipate that would
20 happen sometime early next year at the latest.

21 THE COURT: Well, it makes a lot of sense to me to
22 do it that way, to wait, because, one, I think you could lose
23 people by going, you know, for a claim after each settlement
24 except for the diehards, but it doesn't make sense. I --
25 this isn't a case -- a personal injury-type case where people

1 need the money, et cetera, in order to get health treatment
2 or something like that, so I have no problem with waiting in
3 this case at the very minimum until after your next round of
4 settlements.

5 MR. SELTZER: Very well, Your Honor, and that's our
6 intention. So as I've said, we've got other settlements that
7 we've already arrived at, of about -- if my memory serves me,
8 about 47 or 48 million in new settlements that have not yet
9 been presented to the Court, and we are working on others, so
10 hopefully we will have a package that will be even larger, to
11 go with that notice which would then go out sometime in the
12 first of next year.

13 THE COURT: All right.

14 MR. SELTZER: Okay. The -- I prepared a whole
15 bunch of things to say about the objection, but now that it
16 has been withdrawn, I'm going to skip over all of that
17 material. Just to say that in our view, for the reasons we
18 stated in the papers we submitted in response to that
19 objection, it was completely without merit; all of the
20 arguments were boilerplate, they really didn't deal with the
21 facts and circumstances of this very complex litigation, and
22 we think we were optimistic Your Honor would overrule the
23 objection in its entirety, but now that it has been
24 withdrawn, that issue is entirely moot.

25 THE COURT: And is that objection you talked about

1 this morning, is it formally withdrawn?

2 MR. SELTZER: Yes.

3 THE COURT: Is there a document to that effect?

4 MR. SELTZER: There was an ECF filing this morning
5 which attached a document withdrawing the objection with
6 prejudice.

7 THE COURT: Thank you.

8 MR. SELTZER: Now, with respect to the plan of
9 allocation, I will speak very briefly. That plan is the same
10 one that was previously approved by the Court with respect to
11 the round one and the round two settlements, and as I
12 indicated, it involves a pro rata distribution among class
13 members based upon buying a vehicle or a replacement part
14 that fits within the definition of a particular settlement
15 class. Each class will have a computation made of the claims
16 that are submitted with respect to that class settlement and
17 the total of all of the allowed claims with respect to that
18 settlement, and then you divide the remaining settlement
19 funds based upon the ratio between the amount of the allowed
20 claim of a particular class member and all of the allowed
21 claims with all class members with respect to that settlement
22 class. And that's -- that was outlined in the class notice
23 as well as available on the settlement website.

24 The settlement plan does, however, have one
25 variation. There are certain vehicles that we had evidence

1 from a variety of sources that was specifically targeted by
2 name with respect to the conspiracies, and as to those
3 vehicles, we intend to weight them more heavily than others
4 in terms of determining their pro rata distribution, and that
5 also was laid out in the plan of allocation, but other than
6 that it's a pro rata basis.

7 So on the settlements, I respectfully submit that
8 they meet all of the criteria here. They were all negotiated
9 at arm's length, often with the assistance of a very
10 experienced settlement mediator. They were the product of a
11 lot of give and take and back and forth. Some of the terms
12 were heavily negotiated, most particularly the cooperation
13 terms that I described, and I think they are a remarkable
14 achievement.

15 This case now ranks at the very top, if not the
16 most successful indirect purchaser class action case or set
17 of cases, then very close to the top. So it is a case of
18 historic significance in terms of this kind of litigation.

19 And our cases are also very important in terms of
20 enforcement tools for the antitrust laws. The government, of
21 course, brought criminal proceedings against many of these
22 defendants, not all but many, and in the guilty plea
23 arrangements for those defendants, it was expressly stated
24 that the amount that they would pay as fines would not be
25 based upon the notion of restitution. Instead, the

1 government said they are looking toward these class action
2 cases as providing the vehicle for restitution. So in a way
3 this goes hand and glove with the law enforcement purposes of
4 the antitrust laws to have this kind of class action and to
5 have it succeed.

6 So I think it has been, again, a remarkable result
7 thus far, and we are not quite finished yet, although we are
8 getting close to the finish line -- at least I hope we are.

9 So that's the settlement. If the Court has any
10 questions about the settlements?

11 THE COURT: No. I have read the documents, and I
12 have no questions, and I rely heavily on counsel.

13 MR. SELTZER: Very well. We therefore seek a court
14 order approving the settlements, granting final approval to
15 the settlements and the plan of allocation. And we would be
16 pleased to submit a proposed form of order as we did last
17 time with respect to the round two settlements.

18 THE COURT: Okay. If I have this right, this is --
19 involves 33 additional defendants with 19 component parts?

20 MR. SELTZER: That's correct, Your Honor.

21 THE COURT: Is that correct?

22 MR. SELTZER: Yes.

23 THE COURT: Okay. And I take it -- I guess I don't
24 know for sure, but as to the defendants who are settling, are
25 their representatives here? Everybody's shaking their heads

1 yes.

2 UNIDENTIFIED ATTORNEY: Generally, yes, Your Honor.

3 THE COURT: Thank you. I just want to make sure
4 that this is on the record that all sides are here. I'm not
5 going to go through all of the settling defendants but
6 certainly they are listed. I would indicate, too, that they
7 are listed specifically with their component part and the
8 amount that the specific defendant is contributing to this
9 overall settlement.

10 The Court has reviewed this, and I'm not going to
11 repeat what I said in round one and round two because this is
12 really the same standards and the same components. I would
13 say that the Court does find that the settlement is fair,
14 reasonable and adequate. And certainly I know the notices
15 went out, the Court questioned the notices just in terms of
16 the number of people who have responded, but I read the
17 notice. It really was very much the same as in round one and
18 round two, and where it was published.

19 I think we need to do more with claims when we get
20 there, I want to say that; we have to do something a little
21 bit more.

22 I have one question about that, too. Has social
23 media been involved -- I don't recall this -- like Facebook
24 or whatever social media --

25 MR. SELTZER: Well, I'm hardly the social media

1 guru, Your Honor, but I'm told and I think the declaration
2 from Mr. Pinkerton lays out all of the steps that were taken
3 through social media and the internet to have like banner
4 headlines, so when people go to search on Google, they will
5 find this case. In fact, if you look up auto parts
6 settlement on Google you go immediately to the settlement
7 website. So there is --

8 THE COURT: Yes, I saw that, and I did that.

9 MR. SELTZER: Right.

10 THE COURT: But I just want to make sure the people
11 have the notice that there is such a case because I obviously
12 don't read the same publications that were in the notices
13 because I haven't seen a notice, and I'm kind of inquiring of
14 folks I know, did you see a notice, and that's what brought
15 this to my attention.

16 MR. SELTZER: Yes. And the notice, Your Honor --
17 the notice administrator who, by the way, is very, very
18 experienced and skilled in class notices, estimated that the
19 combined program which included internet notice, mailed
20 notice, e-mailed notice, publication notice, had a reach of
21 about 80.4 percent of all new vehicle owners and new vehicle
22 lessees, and that they would have seen a notice of the
23 settlement an average of 2.9 times. That's an extraordinary
24 reach that's used, for example, by very sophisticated
25 advertising companies when they are designing an advertising

1 program. So it's with that kind of use of multiple
2 techniques of giving notice that we think the notice is more
3 than adequate.

4 But I think as I mentioned earlier though, when we
5 set the claims deadline, we intend at that time to engage --
6 even go over and beyond whatever has been done before to go
7 the extra mile to encourage as many people as possible to
8 file claims.

9 THE COURT: All right. And I do find that the
10 Rule 23 provisions are complied with. Obviously the case is
11 very complex, and certainly the attorneys who are working on
12 this case really have to delve into a lot of different
13 factors in order to resolve it. I'm very pleased with the
14 progress of the settlements as you have mentioned; though I
15 say in my naiveté that I said to Mr. Weinstein, you know, six
16 months, let's get this resolved. You're getting close
17 though. Okay.

18 Certainly the judgment of counsel, and I have said
19 this before, that given the complexity of this case the Court
20 depends on counsel to have the know with all to handle such
21 complexities, and I find that you've done a marvelous job.
22 And as I read these settlements, and as I read the pleadings,
23 and even the allocation notice, I mean, as I went through the
24 allocation and how they determined the factors and all of
25 those things, it's amazing, it seems to work, and I commend

1 you for that. And I note that the class members are
2 apparently quite satisfied with what you are doing, there
3 having been only one objection that was withdrawn. I was
4 looking to -- for the objections in this end-payor action,
5 thinking that we may get a couple, but I'm glad that we
6 haven't, and I think that shows how well put together this
7 action is.

8 Certainly the public have benefitted from this --
9 or will benefit from the resolution of this matter because
10 the issues are very complex and they are very numerous, and
11 the agreement takes care of that. I like the idea what you
12 had before about the nonmonetary benefits, I think that's
13 very important. And I agree with you from what I have read
14 that this seems to be a real tool in resolving these cases.
15 So that was -- that was very good.

16 And certainly we couldn't do these on an individual
17 basis, and there is this numerosity issue which is great
18 here. I think we have been talking about that; I don't have
19 to go into any detail on it.

20 And the -- the class certainly demonstrates there's
21 common question; everybody has been subject to this issue of
22 whether there has been this agreement, et cetera, amongst the
23 defendants to artificially inflate these costs.

24 And the Court finds that there's adequate
25 representation here, and that goes both to not only the

1 individual plaintiffs but specifically, and I think more
2 importantly in this case, to the attorneys, and that the
3 attorneys are well versed in the action and also in the
4 procedural mountain in Rule 23 class action cases of this
5 size and nature.

6 So the Court confirms the appointment of counsel,
7 first of all, for the class, and I affirm the class, the
8 settlement class in this action -- in these actions, and
9 there's all different ones so I don't want to -- I'm not
10 going to begin to state these classes, but the Court has
11 reviewed the documents, and I find that the classes are well
12 defined and the Court does confirm them.

13 That plan of allocation, as I said, I think is
14 excellent. I'm interested in the specific targeting that
15 that was -- that was done. I know there was some mention of
16 that in some of the motions, and so I agree that those
17 particular vehicles would get weighted more heavily than
18 others.

19 So all in all, I approve the settlement as fair,
20 reasonable and adequate.

21 Thank you, Counsel.

22 MR. SELTZER: Thank you very much, Your Honor.

23 Then the next item we have on the agenda is our fee
24 application. Would you want to hear about that first or go
25 to the GEICO question?

1 THE COURT: I would like to do the GEICO question
2 while we are at it right now for the judgment.

3 MR. SELTZER: All right. And if I may, there was a
4 filing by the settling defendants suggesting that the Court
5 defer entry of the final judgments pending the outcome of
6 resolution of issues that have been raised regarding the
7 effectiveness and if effective, the scope of the claims that
8 GEICO retains as an opt-out.

9 We have been parties to discussions about that that
10 began only this last Friday, so this is kind of a new issue
11 that was raised for -- at least from the end-payors'
12 perspective.

13 THE COURT: Well, I received today the pleading --
14 yes, the document from GEICO -- I mean, I just reviewed it
15 today, so I don't recall right now when it was filed.

16 MR. RUBIN: Your Honor, did you say you received
17 something from GEICO as opposed to a notice from the
18 defendants?

19 MR. SELTZER: Because I have not seen something
20 from GEICO. There was something from --

21 THE COURT: Not GEICO. Let me find it. It was
22 just the notice of outstanding issues, that's all.

23 MR. SELTZER: Right.

24 MR. RUBIN: We just wanted the Court to know the
25 defendants did have an issue with respect to GEICO's opt out

1 and the effect. We are in the process of meeting and
2 conferring, and I don't think it is ripe for the Court; I
3 think the timing under the settlement agreement says sometime
4 next week -- end of next week we would file something with
5 the Court if we are not able to reach an agreement on it.

6 THE COURT: Okay.

7 MR. SELTZER: And, Your Honor, we have requested --
8 actually the settling defendants requested and we've agreed
9 to participate in the meet-and-confer process this Friday to
10 discuss these issues and see if we can arrive at some
11 resolution or process for going forward. And if it happens
12 then, great, it may be a couple days after that, I'm not
13 sure, because we haven't gotten confirmation from GEICO that
14 that date works.

15 But in any event, I want to make it clear for the
16 record that the end-payor plaintiffs reserve all of their
17 rights with respect to their position about the timing of the
18 entry of the judgments, when it should take place, regardless
19 of how this objection issue is resolved. So just for the
20 record, I want to make that observation.

21 MR. RUBIN: And for the Yamasha defendants and the
22 others who joined in with the notice, we agree with class
23 counsel that the orders with respect to final approval
24 certainly should be entered. With respect to any rulings on
25 the allocation plan and fees, all of that stuff can proceed

1 as the Court would otherwise do. It's only the final
2 judgment that there's a question that we are going to confer
3 with class counsel over as to whether to -- when and how the
4 language should read in the final judgment itself. If that
5 makes sense, Your Honor.

6 THE COURT: Well, you are going to submit a
7 judgment.

8 MR. SELTZER: Actually judgments have been prepared
9 that would be virtually identical to what was previously
10 submitted with respect to the prior settlements, and we would
11 ask that they be entered. But what the settling defendants
12 said is they want to have a discussion first about this GEICO
13 opt out, whether it's effective and what it means, before the
14 Court acts to enter those judgments. And we told the
15 settling defendants that we will discuss this issue with
16 them, but we reserve all of our rights. If we have a
17 disagreement, and they want to have a further deferral of the
18 entry of judgment, we reserve the right to come to the Court
19 and say, no, they should be entered now.

20 THE COURT: Okay. So you will do the order
21 approving the settlement?

22 MR. SELTZER: Yes.

23 THE COURT: And then the judgment you are going to
24 hold pending this resolution; is that correct?

25 MR. SELTZER: Yes, Your Honor, that's the idea.

1 MR. RUBIN: Right, because the issue with the final
2 judgment, Your Honor, if you recall from the last rounds, it
3 has a paragraph in it that says identify the specific
4 entities or persons who opted out and states that they timely
5 and validly opted out and thus are not covered by the
6 settlement. That can't be -- we don't believe that can be
7 entered -- that language can be used until we address the
8 issue of GEICO, but we are going to confer with class counsel
9 over that and see if there's a way to do that interim or not.

10 THE COURT: Okay. And then you are going to let us
11 know or file something if there needs to be a hearing --

12 MR. SELTZER: Yes.

13 THE COURT: -- let's say in September. It's August
14 so --

15 MR. RUBIN: Yes, Your Honor. We will file
16 something on or before August 13th.

17 THE COURT: Okay.

18 MR. SELTZER: And then we would advise the Court of
19 whether we need a hearing if there is a dispute that needs to
20 be resolved, and then we would ask that that takes place as
21 soon as is convenient to the calendar of the Court.

22 THE COURT: All right.

23 MR. RUBIN: Okay. Thank you.

24 THE COURT: Sounds like an agreement, and we will
25 see what happens --

1 MR. SELTZER: Right.

2 THE COURT: -- after you negotiate. Okay.

3 MR. SELTZER: Your Honor, just for the record, we
4 think there's a way to resolve this question with the final
5 judgments without necessarily having a final resolution of
6 the GEICO opt out, but that's going to be part of our
7 discussion.

8 THE COURT: Right, later. Okay. So the attorney
9 fee issue.

10 MR. SELTZER: On the attorneys' fee application, as
11 the Court knows, we've applied for attorneys' fees equal to
12 25 percent of the round three settlements, net of the
13 expenses. And as we previously said we would do, we have
14 applied in each round for progressively lower percentages;
15 the round two percentage was 27 and a half percent as Your
16 Honor may recall, and then the round one was a bit higher
17 than that.

18 Let me just begin by saying that to achieve these
19 really historic results, class counsel have had to devote an
20 enormous amount of time and effort and money to these cases.
21 Through March of this year more than 341,000 hours of time
22 have been devoted by class counsel firms to this litigation.
23 And unlike our opponents who are among the --

24 THE COURT: For what period of time?

25 MR. SELTZER: This is from the beginning of the

1 case through March of 2018, and the beginning of the case is
2 the date that we were appointed as interim class counsel; the
3 time before that is not included in that total.

4 And I was going to say that unlike our opponents,
5 and our opponents are really among the finest antitrust
6 lawyers in the land, our compensation is dependent entirely
7 upon our obtaining recoveries for the class. We took the
8 risk of litigation, and if we were unsuccessful, we wouldn't
9 get paid. So we were on a contingency basis in this
10 litigation.

11 And with respect to the percentage we are asking
12 for, our papers lay out in detail why we believe our fee
13 request is in line with other class action precedence, and
14 it's also supported by a market test in terms of what private
15 litigants pay their lawyers. For the class action context,
16 we cited, for example, the Alapata vs. Exxon Corporation
17 case, and that was a case in which a court awarded
18 31.5 percent of a \$1.06 billion class settlement fund, and
19 noted there were many other cases awarding -- and listing
20 those cases, awarding fees between 25 percent and 35 percent
21 of the funds.

22 In the LCDs class action case, which was also an
23 indirect purchaser class action, the court there awarded
24 28.6 percent of the \$1.08 billion settlement fund, which is
25 comparable to where we are at with the brand new settlements

1 that are not part of round three, but we are going to
2 increase that amount based on agreements we have reached in
3 principle with other defendants that are not yet public. And
4 that 28.6 percent is higher than the 25 percent that, of
5 course, we are asking for now. The market also supports our
6 application.

7 I might tell Your Honor again, speaking just for
8 myself and my firm, we are hired a lot to represent private
9 plaintiffs in nonclass action cases on a contingency basis.
10 We are also hired to represent companies on an hourly basis
11 or on a fixed fee basis or any number of different ways. Our
12 standard customary percentage arrangement with a client, and
13 it's all subject to negotiation so in a sense there is no
14 standard, but the starting point we start from is if we are
15 paying the expenses, then the contingency percentages are 40,
16 45 percent and 50 percent depending upon the point in time
17 when the case is resolved, and many very, very sophisticated
18 companies have agreed to those terms of our representation.

19 In other cases private plaintiffs have also agreed
20 to similar kinds of percentages that we are requesting here.
21 For example, there was a case involving the National Credit
22 Union Administration that was brought on behalf of failed
23 federal credit unions against various banks involving the
24 mortgage-backed security fiasco that was involved in the
25 great recession we just went through. There the NCUA, which

1 is a governmental entity, agreed to a 25 percent fee with its
2 lawyers, and they were paid a little more than a billion
3 dollars in fees for recovery of about 4.3 billion on behalf
4 of the NCUA.

5 So the private market is one that is looked to as a
6 guidepost by courts in determining whether a fee request is
7 fair or reasonable, and examples like the ones I gave can be
8 multiplied and they appear in our papers.

9 So we think that the percent is a fair, reasonable
10 percentage based upon those benchmarks. And, of course, this
11 litigation has been exceptionally complicated. This may be
12 the most complicated set of class actions -- antitrust class
13 actions ever prosecuted.

14 Now, there's another metric that the courts look to
15 in looking at the fairness or reasonableness of the fee
16 request, and that's the lodestar multiplier cross-check. It
17 is not required, but courts often engage in it to test the
18 reasonableness of the percentage amount. Here the total
19 lodestar that has been incurred by the class counsel is
20 \$140,283,627, again, as of March of this year. The
21 multiplier that would be applied if we were granted a
22 25 percent request against all of the awards that the Court
23 has previously made, the two interim awards of 20 percent
24 from the round one and round two settlements, together with
25 the 25 percent we're asking for out of the round three

1 settlements, would yield a multiplier of 1.63 times class
2 counsels' time. That is on the lower side of many cases.

3 For example, the LCDs case, which I cited, where
4 the court awarded 28.6 percent of the settlement funds, the
5 multiplier there for lead counsel and liaison counsel range
6 between 3.24 and 4.24 times their time.

7 THE COURT: What numbers did you use to get this
8 multiplier because I divided and I didn't come up with this
9 1.63?

10 MR. SELTZER: Well, we added up all of the awards
11 the Court has previously made, plus the 25 percent we are
12 asking for from this round three of settlements, to come up
13 with the total amount of the fees, which would be the one
14 part of the ratio as against -- as against the --

15 THE COURT: You used all of the settlements?

16 MR. SELTZER: -- the lodestar, the lodestar, using
17 all of the -- all the time, and again that's consistent with
18 what other courts have done and what this Court said was
19 appropriate for the round two, which is -- this was like one
20 common effort, you know, the work that we did with respect to
21 one part of the case assisted in another part, and it is
22 really impossible to bifurcate the work, you know --

23 THE COURT: I agree, but I question why 25 percent
24 for round three versus 20 for round one and round two?

25 MR. SELTZER: Well, the reason why we asked for

1 that is, first of all, that's what we said we were going to
2 do when we originally --

3 THE COURT: Pardon me?

4 MR. SELTZER: That's what we said we were going to
5 do when we responded to Your Honor's request for briefing on
6 this issue a couple years ago.

7 THE COURT: Right.

8 MR. SELTZER: But the 20 percent awards, the Court
9 expressly made those interim. In other words, the Court
10 reserved judgment on whether --

11 THE COURT: Correct.

12 MR. SELTZER: -- to award more money out of those
13 settlements at the end of the cases. So we are asking for
14 the 25 percent out of this round because we are getting close
15 to the end of the case, we are not there yet, but that was
16 the reason for doing that at this time.

17 I mean, we could do the -- if the Court were
18 inclined, the Court could follow what was done previously and
19 award 20 percent on an interim basis, but we think the
20 25 percent is fully justified on the facts of the cases as
21 they now sit.

22 And as I was going to say with the LCDs case on
23 multipliers there, there they were at the end of the case
24 pretty much, the overall multipliers for all of lawyers --
25 all the plaintiffs' counsel was between 2.4 and 2.6, much

1 higher than the 1.63 that we are asking for here.

2 So, again, if you look at the multipliers that have
3 been used as crosschecks in other cases, we think the
4 25 percent is an eminently reasonable amount from these
5 settlements, and then, of course, we will have the round four
6 settlements, and there will be a further application with
7 respect to them. So that's the basis of the application.

8 And we also have a request for reimbursements of
9 expenses of about \$500,000, and we are also using the
10 litigation fund/cost fund the Court established in the first
11 round to pay expenses mainly of experts, document-hosting
12 charges, and all of that. That's all laid out in the
13 declaration of Mr. Zapala, whose firm acts as the treasurer,
14 so to speak, of the litigation fund in this case. And that
15 is not part of any application at this point; we are just
16 using those funds for those purposes, but those are basically
17 third-party expenses from experts and other third-party
18 vendors we deal with for the common effort in the litigation.

19 So that's our application, Your Honor. I'm happy
20 to answer any questions that you may have about it.

21 THE COURT: Well, I will always have difficulty
22 with the attorney fees, not to underestimate them and not to
23 overestimate particularly with the end payors because I
24 see -- I'm anticipating a large number of claimants at the
25 end, so we want the pot to be as large as can be.

1 But in listening to you now and in applying the
2 factors and looking at round one and round two at 20 percent,
3 I think the average -- and I recalculated this, and I think
4 you had it in your papers, it was like -- it would come to
5 like 22 percent.

6 MR. SELTZER: Yes, Your Honor. If this application
7 were granted, then if you combine all of the prior awards and
8 use that as a percentage of the settlements achieved to date,
9 including round three, it would be about 22 percent.

10 THE COURT: Okay. And the Court knows that it has
11 to consider a number of factors, though there is no set way
12 of doing this. Certainly lodestar you start with lodestar,
13 and we did that here as you indicated, and I think I
14 calculated out there must have been a blended average of
15 about \$410 an hour, which I think is fair given the work
16 involved in this particular case. And certainly there's a
17 great benefit to the end payors for the work that's done in
18 this case because they wouldn't have individually filed, they
19 probably don't know, and most people maybe still don't know
20 that they were harmed by this antitrust. And that your
21 services were taken on a contingency fee basis with great
22 costs here, and while I am at costs, I will award the costs
23 that have been submitted which the Court has reviewed, it's a
24 little over 500,000 --

25 MR. SELTZER: I think it is about \$508,000,

1 something like that.

2 THE COURT: The Court will award that exact amount.
3 And I think the most important factor here is the
4 professional skill of the attorneys. And I also have gone
5 through different cases and reread what we did before on
6 attorney fees. And I think that a determination -- I don't
7 think there is anything magic about 25 percent, I don't think
8 there's anything magic about 30 percent, I know where all of
9 that started from. And certainly when we get to figures of
10 over a billion dollars, we know that there's a substantial
11 attorney fee that's going to be involved there regardless of
12 the percentage.

13 So considering all of these factors, and I would
14 say the primary factor here to me is the skill of counsel,
15 but I do offset that by what is a reasonable -- a fair and
16 reasonable fee. I mean, we can go up and it just becomes not
17 reasonable, the numbers are just too high. But the Court
18 looked also at the multiplier and I look at that lodestar,
19 and I -- to be perfectly blunt, I don't find that as helpful.
20 Yes, it gives some kind of a measure, but when you are in a
21 case like this with 341,000 hours, we know that there's time
22 in there that actually has not been spent, not because of
23 dishonesty of lawyers, I'm not speaking of that at all, but
24 you round up, maybe you round down sometimes, I don't know,
25 but it's -- we know that there's -- it's just hard to keep

1 accurate time.

2 So I think the percentage method really is the only
3 method, and I give little weight to the lodestar though the
4 Court has gone over it and calculated it. I did it a little
5 differently than you did considering just the settlement, but
6 I think that -- I think what's fair is probably somewhere
7 between the 20 and 25 percent, and I think you struck it when
8 you said 22 and I did that, and I think that that's probably
9 a fair resolution in a case with over a billion dollar
10 recovery.

11 So I'm going to grant the 25 percent, which would
12 equal roughly 22 -- it's 22 point-something, and I want you
13 to stick with that for your round four. I'm telling you that
14 now. I think that that would be a fair resolution for an
15 adequate and well deserved attorney fee.

16 MR. SELTZER: Very well, Your Honor.

17 THE COURT: Thank you. Okay. Anything else?

18 MR. RUBIN: Nothing else, Your Honor.

19 THE COURT: All right. Please present the orders.
20 Does anybody else have anything to --

21 (No response.)

22 THE COURT: All right. Thank you for coming into
23 my new quarters for today. Next month it will be somewhere
24 different, so make sure you check where you are going.

25 MR. SELTZER: Very well, Your Honor. We will

1 submit proposed form of order on the settlements and the plan
2 of allocution and the attorneys' fee award.

3 THE COURT: Thank you.

4 MR. SELTZER: Thank you, Your Honor.

5 MR. RUBIN: Thank you very much, Your Honor.

6 THE LAW CLERK: All rise. Court is in recess.

7 (Proceedings concluded at 11:01 a.m.)

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CERTIFICATION

I, Robert L. Smith, Official Court Reporter of the United States District Court, Eastern District of Michigan, do hereby certify that the foregoing pages comprise a full, true and correct transcript taken in the matter of IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION, Case No. 12-02311, on Wednesday, August 1, 2018.

s/Robert L. Smith
Robert L. Smith, CSR 5098
Federal Official Court Reporter
United States District Court
Eastern District of Michigan

Date: 08/10/2018
Detroit, Michigan

Bednarz Decl.

EXHIBIT B2

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE: AUTOMOTIVE PARTS
ANTITRUST LITIGATION

MASTER FILE NO. 12-md-02311
Hon. Marianne O. Battani

In Re: Wire Harness Systems	12-cv-00103
In Re: Instrument Panel Clusters	12-cv-00203
In Re: Fuel Senders	12-cv-00303
In Re: Heater Control panels	12-cv-00403
In Re: Occupant Safety Systems	12-cv-00603
In Re: Alternators	13-cv-00703
In Re: Radiators	13-cv-01003
In Re: Starters	13-cv-01103
In Re: Switches	13-cv-01303
In Re: Ignition Coils	13-cv-01403
In Re: Motor Generators	13-cv-01503
In Re: Steering Angle Sensors	13-cv-01603
In Re: HID Ballasts	13-cv-01703
In Re: Inverters	13-cv-01803
In Re: Air Flow Meters	13-cv-02003
In Re: Fuel Injection Systems	13-cv-02203
In Re: Automatic Transmission Fluid Warmers	13-cv-02403
In Re: Valve Timing Control Devices	13-cv-02503
In Re: Electronic Throttle Bodies	13-cv-02603

THIS DOCUMENT RELATES TO:

End- Payor Actions

**ORDER GRANTING IN PART END-PAYOR PLAINTIFFS' MOTION FOR AN
AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND
ESTABLISHMENT OF A FUND FOR FUTURE LITIGATION EXPENSES**

Before the Court is End-Payor Plaintiffs ("EPPs") Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses (Doc. Nos. 433 in 12-103, 153 in 12-203, 127 in 12-303, 160 in 12-

403, 122 in 12-603, 70 in 13-703, 122 in 13-1003, 87 in 13-1103, 72 in 13-1303, 72 in 13-1403, 78 in 13-1503, 36 in 13-1603, 137 in 13-1703, 71 in 13-1803, 36 in 13-2003, 193 in 13-2203, 43 in 13-2403, 128 in 13-2503, and 36 in 13-2603). The Court heard oral argument on May 11, 2016, and at the conclusion of the hearing, the Court **GRANTED** EPPs' request for reimbursement of expenses, and establishment of a fund for future litigation expenses. The Court **GRANTED** a partial award of attorneys' fees, ordered supplemental briefing, and took the issue of attorneys' fees under advisement.

Now, therefore, **IT IS HEREBY ORDERED** that approximately 5% of the total settlement proceeds or \$11,250,000 be set aside for further litigation expenses, and that \$7,622,359.77 in costs and expenses incurred from the onset of appointment of Interim Co-Lead Counsel.

IT IS FURTHER ORDERED, that a partial attorney fee of ten percent of the settlement proceeds is awarded.

IT IS SO ORDERED.

June 20, 2016

s/Marianne O. Battani
MARIANNE O. BATTANI
United States District Judge

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing Order was served upon counsel of record via the Court's ECF System to their respective email addresses or First Class U.S. mail to the non-ECF participants on June 20, 2016.

s/ Kay Doaks
Case Manager

Bednarz Decl.

EXHIBIT B3

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In Re: AUTOMOTIVE PARTS
ANTITRUST LITIGATION

Case No. 12-md-02311
Honorable Marianne O.
Battani

In Re: Wire Harness	2:12-cv-00103
In Re: Instrument Panel Clusters	2:12-cv-00203
In Re: Fuel Senders	2:12-cv-00303
In Re: Heater Control Panels	2:12-cv-00403
In Re: Occupant Safety Systems	2:12-cv-00603
In Re: Alternators	2:13-cv-00703
In Re: Radiators	2:13-cv-01003
In Re: Starters	2:13-cv-01103
In Re: Switches	2:13-cv-01303
In Re: Ignition Coils	2:13-cv-01403
In Re: Motor Generator	2:13-cv-01503
In Re: Steering Angle Sensors	2:13-cv-01603
In Re: Hid Ballasts	2:13-cv-01703
In Re: Inverters	2:13-cv-01803
In Re: Air Flow Meters	2:13-cv-02003
In Re: Fuel Injection Systems	2:13-cv-02203
In Re: Automatic Transmission Fluid Warmers	2:13-cv-02403
In Re: Valve Timing Control Devices	2:13-cv-02503
In Re: Electronic Throttle Bodies	2:13-cv-02603

THIS RELATES TO:
ALL END-PAYOR CASES

**SUPPLEMENTAL ORDER GRANTING END-PAYOR
PLAINTIFFS ADDITIONAL ATTORNEYS' FEES**

Before the Court is End-Payor Plaintiffs ("EPPs") Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses (Doc. Nos. 433 in 12-103, 153 in 12-203, 127 in 12-303, 160 in 12-403, 122 in 12-603, 70 in 13-703, 122 in 13-1003, 87 in 13-1103, 72 in 13-1303, 72 in 13-1403, 78 in 13-1503, 36 in 13-1603, 137 in 13-1703, 71 in 13-1803, 36 in 13-2003, 193 in 13-2203, 43 in 13-2403, 128 in 13-2503, and 13-2603). The Court heard oral argument on May 11, 2016, and at the conclusion of the

hearing, the Court GRANTED EPPs' request for reimbursement of expenses, and establishment of a fund for future litigation expenses. The Court also GRANTED a partial award of attorneys' fees, ordered supplemental briefing, and took the issue of attorneys' fees under advisement.

Pursuant to the Court's order, EPPs submitted supplemental briefing with respect to their application for an award of attorneys' fees. At the status conference held on November 16, 2016, the Court GRANTED a further partial award of attorneys' fees and took the issue of whether additional awards will be made under advisement.

IT IS HEREBY ORDERED, that a further partial attorney fee of an additional ten percent of the settlement proceeds is awarded.

IT IS SO ORDERED.

Date: December 5, 2016

s/Marianne O. Battani
MARIANNE O. BATTANI
United States District Judge

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing Order was served upon counsel of record via the Court's ECF System to their respective email addresses or First Class U.S. mail to the non-ECF participants on December 5, 2016.

s/ Kay Doaks
Case Manager

Bednarz Decl.

EXHIBIT B4

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	Master File No. 12-md-02311 Honorable Marianne O. Battani
	:	
In Re: Wire Harness	:	2:12-cv-00103
In Re: Instrument Panel Clusters	:	2:12-cv-00203
In Re: Fuel Senders	:	2:12-cv-00303
In Re: Heater Control Panels	:	2:12-cv-00403
In Re: Bearings	:	2:12-cv-00503
In Re: Alternators	:	2:13-cv-00703
In Re: Anti-Vibrational Rubber Parts	:	2:13-cv-00803
In Re: Windshield Wiper Systems	:	2:13-cv-00903
In Re: Radiators	:	2:13-cv-01003
In Re: Starters	:	2:13-cv-01103
In Re: Ignition Coils	:	2:13-cv-01403
In Re: Motor Generator	:	2:13-cv-01503
In Re: HID Ballasts	:	2:13-cv-01703
In Re: Inverters	:	2:13-cv-01803
In Re: Electronic Powered Steering Assemblies	:	2:13-cv-01903
In Re: Fan Motors	:	2:13-cv-02103
In Re: Fuel Injection Systems	:	2:13-cv-02203
In Re: Power Window Motors	:	2:13-cv-02303
In Re: Automatic Transmission Fluid Warmers	:	2:13-cv-02403
In Re: Valve Timing Control Devices	:	2:13-cv-02503
In Re: Electronic Throttle Bodies	:	2:13-cv-02603
In Re: Air Conditioning Systems	:	2:13-cv-02703
In Re: Windshield Washer Systems	:	2:13-cv-02803
In Re: Spark Plugs	:	2:15-cv-03003
In Re: Automotive Hoses	:	2:15-cv-03203
In Re: Ceramic Substrates	:	2:16-cv-03803
In Re: Power Window Switches	:	2:16-cv-03903
	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	

**ORDER REGARDING END-PAYOR PLAINTIFFS' MOTION FOR
AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION EXPENSES**

The above litigation duly came on for hearing before the Court on the End-Payor Plaintiffs' ("EPPs") motions for an award of attorneys' fees and reimbursement of litigation expenses.

The Court has reviewed the memorandum submitted by EPPs in support of their motion and has also reviewed all of the declarations and submissions relating to that motion filed with the Court. Pursuant to notice given to the Settlement Classes in accordance with the Court's orders, the Court held a hearing on April 19, 2017 to consider the motions.

Based on the entire record of these proceedings, and good cause appearing therefor,

IT IS HEREBY ORDERED as follows:

1. The Court has granted final approval to the settlements referred to by the parties and the Court as the Round 2 Settlements in its Order Granting Final Approval to the Round 2 Settlements.¹ The Court has considered the submissions of the parties and the relevant case law and authority relating to the motions and concludes that awards of attorneys' fees and reimbursement of expenses to EPPs' counsel to be paid out of the proceeds of the Round 2 Settlements are appropriate under Rules 23(h) and 54(d)(2) of the Federal Rules of Civil Procedure. Notice of the motions for fees and reimbursement of expenses was provided to the potential Settlement Class members pursuant to and in compliance with the orders of the Court by direct and published notice and a settlement website that identified and made available for inspection relevant documents and pleadings in this litigation. The notice given regarding the motions fully satisfied the requirements of Rule 23 and constitutional due process.

2. The Court has considered the reaction of class members to the fee and expense request. Out of the millions of potential class members who were given notice or who were made

¹ EPPs filed their motions for an award of attorneys' fees and reimbursement of litigation expenses in the cases that are being settled as to the Settling Defendants that are parties to the Round 2 Settlements. This Order will accordingly be separately entered as an order in each specific case docket to which it applies.

aware of the settlements and the fee and expense request, the Court received only five objections to EPPs' motions.

3. The Court engages in a two-part analysis when assessing the reasonableness of a petition seeking an award of attorneys' fees to be paid out of the proceeds of a class action settlement. *In re Cardinal Health Inc. Sec. Litig.*, 528 F.Supp.2d 752, 760 (S.D. Ohio 2007). The Court first determines the method of calculating the attorneys' fees: it applies either the percentage-of-the-fund approach or the lodestar method. *Id.*; *Van Horn v. Nationwide Prop. & Cas. Inc. Co.*, 436 F. App'x 496, 498 (6th Cir. 2011).

4. The Court has the discretion to select the appropriate method for calculating attorneys' fees "in light of the unique characteristics of class actions in general, and of the unique circumstances of the actual cases before them." *Rawlings v. Prudential-Bache Properties, Inc.*, 9 F.3d 513, 516 (6th Cir. 1993). In common fund cases, whichever method is used, the award of attorneys' fees need only "be reasonable under the circumstances." *Id.* The Court also analyzed and weighed the six factors described in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188 (6th Cir. 1974).

5. The Court will award fees to EPPs using the percentage-of-the-fund approach. This method of awarding attorneys' fees is preferred in this District because it conserves judicial resources and aligns the interests of class counsel and the class members. *Rawlings*, 9 F.3d at 515; *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 WL 6209188, at *16 (E.D. Mich. Dec. 13, 2011); *In re Delphi Corp. Sec., Derivative & "ERISA" Litig.*, 248 F.R.D. 483, 502 (E.D. Mich. 2008); *Cardinal*, 528 F.Supp.2d at 762 (the Sixth Circuit has "explicitly approved the percentage approach in common fund cases"); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-md-2343, 2014 WL 2946459, *1 (E.D. Tenn. Jun. 30, 2014).

6. Based on the showing made by EPPs, the Court finds that these expenses were reasonably incurred and the Court hereby **GRANTS** EPPs' request for reimbursement of past

litigation expenses in the amount of \$941,878.09. The past litigation expenses, as set forth in the declarations submitted by counsel for EPPs, shall be deducted on a *pro rata* basis from the settlement funds available in those cases.

7. The Court authorizes class counsel for the EPPs to pay the expenses of the settlement notice and claims administration (incurred and charged by Kinsella Media, LLC and Garden City Group, respectively) from the Round 2 Settlements on a *pro rata* basis.

8. Counsel for EPPs have requested a fee award equal to 27.5% of the net settlement funds remaining after the foregoing past litigation expenses have been deducted. The award requested is within the range of fee awards made by courts in this Circuit. *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-cv-12141, 2015 WL 1396473 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the common fund); *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19; *Skelaxin*, 2014 WL 2946459, at *1; *In re Southeastern Milk Antitrust Litig.*, No. 08-md-1000, 2013 WL 2155387, at *8 (E.D. Tenn. May 17, 2013); *Thacker v. Chesapeake Appalachia, L.L.C.*, 695 F. Supp. 2d, 521, 528 (E.D. Ky. 2010); *Bessey v. Packerland Plainwell, Inc.*, No. 4:06-CV-95, 2007 WL 3173972, at *4 (W.D. Mich. 2007); *Delphi*, 248 F.R.D. at 502-03; *In re National Century Financial Enterprises, Inc. Investment Litig.*, 2009 WL 1473975 (S.D. Ohio, May 27, 2009); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503 (E.D. Mich. 2000). These cases demonstrate that, contrary to the argument made by certain objectors, there is no requirement that the Court necessarily apply a declining fee percentage based on the absolute dollar amount of any of the settlements at issue. The Court notes that other federal courts have also rejected the so-called “mega fund” adjustment to fee awards based solely on the size of a settlement. Instead, consideration must be given to, among other things, the stage of the litigation when a settlement has been achieved and the labor and expense that were required to be incurred in order to achieve the settlement. *See Allapattah Servs. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1210-11 (S.D. Fla. 2006).

9. Objectors Ray and Hull cite two examples of cases where courts have utilized a declining percentage approach: *In re Polyurethane Foam Antitrust Litig.*, 135 F. Supp. 3d 679 (N.D. Ohio 2015), *reconsideration denied*, No. 1:10 MD 2196, 2015 WL 12748013 (N.D. Ohio Dec. 21, 2015) and *In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752 (S.D. Ohio 2007). Both cases are easily distinguishable from the circumstances of this litigation. In *Cardinal Health*, plaintiffs requested a 24% fee award from a \$600 million settlement fund, but the court found that “the requested lodestar multiplier of 7.89 is far beyond the range courts have found acceptable in other large securities actions.” 528 F. Supp. 2d at 767. Still, the court determined that 18% was “a reasonable award” even after acknowledging that it “would yield a lodestar multiplier of six,” which was “significantly above average,” but which the court determined was “reasonable under the circumstances.” *Id.* at 768. In *Polyurethane*, the court awarded a fee of 20% instead of the requested 30%, in part, because the court had previously granted three 30% fee awards pursuant to three previous requests. 135 F. Supp. 3d at 683, 691-92.

10. Here, as noted below, the Court has made interim fee awards equal to 20% of the Round 1 Settlements, and that award combined with the interim award made here yields a modest 1.11 multiplier of the total lodestar.

11. The Court has considered the six *Ramey* factors in weighing a fee award to counsel for the EPPs: (1) the value of the benefits rendered to the class; (2) society’s stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others; (3) whether the services were undertaken on a contingent fee basis; (4) the value of the services on an hourly basis [*i.e.*, the lodestar cross-check]; (5) the complexity of the litigation; and (6) the professional skill and standing of counsel on both sides. *Ramey*, 508 F.2d at 1194–97.

12. The Court has carefully analyzed the settlements and applied the *Ramey* factors to EPPs’ motion and concludes that the factors are met and justify an interim fee award to counsel for EPPs. The Round 2 Settlements collectively total approximately \$379.4 million and provide

substantial cash and non-monetary benefits, including extensive discovery cooperation from all settling defendants and injunctive relief prohibiting certain conduct at issue in the litigation from all but one of the settling defendants subject to the Round 2 Settlements.

13. Courts in the Sixth Circuit weigh “society’s stake in rewarding attorneys who [obtain favorable outcomes for a class] in order to maintain an incentive to others,” and counsel’s success in complex antitrust litigation “counsels in favor of a generous fee.” *Cardizem*, 218 F.R.D. at 534 (internal quotation marks omitted). The substantial recoveries obtained to date serve the strong public policy of holding accountable those who violate the antitrust laws, thereby promoting fair competition and honest pricing.

14. EPP Counsel have worked on a contingent basis and the results of this litigation have never been certain.

15. The legal and factual issues in this litigation are complex and the parties have zealously asserted their claims and defenses. EPP Counsel have asserted a number of claims under both federal and state antitrust, consumer protection, and unjust enrichment laws. Because EPPs’ claims for damages and restitution are based on the laws of thirty states and the District of Columbia, they face additional substantial burdens. Likewise, issues attendant to serving and conducting discovery against numerous foreign defendants located around the world compound the complexity of this case.

16. The Court is satisfied that these settlements were the result of arms’ length negotiations conducted in good faith by informed and experienced counsel.

17. The Court rejects the argument made by certain objectors that EPPs’ counsel simply “piggybacked” off the United States Department of Justice (“DOJ”)’s investigation. EPPs must prove several critical issues unique to their actions that the DOJ did not have the burden of proving, including (1) the amount of any overcharges resulting from the alleged conspiracies, (2) the nature and import of the economic and business relationships between parties occupying

different places in the chain of distribution and the relationship of defendants' sales to original equipment manufacturers ("OEMs"), OEMs' sales to dealers, and dealers' automobile sales to end-users, (3) measuring and tracing the pass-through of overcharges, and (4) class-wide impact and standing of indirect purchasers. EPPs' cases are also significantly broader than the government's cases. For instance: (1) EPPs assert claims against defendants that were not defendants before the government and included in grand jury indictments in criminal informations offered by the government or who did not plead guilty; and (2) EPPs' claims, in many instances, cover broader time periods and involve a broader scope than the claims asserted by the government.

18. The *Ramey* factors and a cross-check of the lodestar incurred by counsel for EPPs suggest that EPPs are entitled to appropriate compensation to take into account the risks they assumed, the magnitude of work done, and the benefits achieved for the members of the Settlement Classes. Here, EPP Counsel performed a thorough analysis of all EPPs' attorney time submissions received to date and included detailed information about the resulting lodestar in EPPs' motions. The EPPs' attorney lodestar in this litigation totals \$108,693,616.93 from March 23, 2012 through December 31, 2016, calculated in accordance with EPPs' counsel's customary current hourly rates.² These rates are justified given EPP counsels' many years of experience in prosecuting complex antitrust class actions. Further, the defendants in these cases are represented by some of the most prominent antitrust defense lawyers in the world. EPP counsel's

² The Court rejects the argument made by certain objectors that time included with the Round 1 Settlement fee request should not be included in the lodestar cross-check for the Round 2 Settlements. In calculating the lodestar for purposes of the cross-check, it would be impractical to compartmentalize and isolate the work that EPPs' counsel did in any particular case at any particular time because all of their work assisted in achieving all of the settlements and has provided and will continue to provide a significant benefit to all of the EPPs classes. *See Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *26-27 (rejecting objection based on the proposition that the calculation of class counsel's lodestar should be limited to work performed after the period covered by a prior fee award); *Lobatz v. U.S. West Cellular of California, Inc.*, 222 F.3d 1142 (9th Cir. 2000) (same).

hourly rates are in-line with the market. In each of the EPP plaintiffs' firms only the most senior attorneys list hourly rates above \$700. These rates are well in line with the market, with recent reports explaining that senior lawyers at top law firms routinely charge well over \$1,000. *See* Sara Randazzo & Jacqueline Palank, *Legal Fees Cross New Mark: \$1,500 an Hour*, WALL ST. J., Feb. 9, 2016, available at <https://www.wsj.com/articles/legal-fees-reach-new-pinnacle-1-500-an-hour-1454960708> ("Despite low inflation and weak demand for legal services, rates at large corporate law firms have risen by 3% to 4% a year since the economic downturn").

19. Accordingly, the Court **GRANTS** an interim award of attorneys' fees to counsel for EPPs in the amount of 20% of the net settlement funds remaining after the foregoing past litigation expenses have been deducted. These attorneys' fees, totaling \$75,691,877.98, shall be paid on a *pro rata* basis from the net settlement funds provided by each of the Round 2 Settlements currently before the Court.

20. As the Court indicated during the hearing on this motion, the Court reserves ruling on EPPs' request for additional fees from these settlements.

21. Using the lodestar cross-check methodology and reviewing the total fees awarded with the lodestar generated on these cases from March 23, 2012 to December 31, 2016, the 20% fee awarded results in a lodestar multiplier of 1.11.³ Such a multiplier is well within, if not substantially below, the range of reasonable multipliers awarded in similar contingent fee cases. *See In re Prandin Direct Purchaser Antitrust Litig.*, 2015 WL 1396473, at *14 (awarding attorneys' fees in the amount of one-third of a \$19 million settlement fund, which equaled a multiplier of 3.01); *Bailey v. AK Steel Corp.*, No. 06-cv-468, 2008 U.S. Dist. LEXIS 18838, at *8 (S.D. Ohio Feb. 28, 2008) (awarding attorneys' fees with a multiplier of approximately 3.01). This interim fee award is reasonable in light of the complexity of this litigation, the results

³ The fee awarded in this motion, \$75,691,877.98, combined with the \$44,933,070 in fees previously awarded from its Round 1 Settlements, results in a 1.11 multiplier of the total attorneys' fees lodestar requested by EPP's counsel.

achieved for the class members to date, the work and labor of EPP Counsel, and the risks assumed by counsel for EPPs.

22. Finally, the Court overrules objections that any fee award should not be made until after the conclusion of the claims administration process. The Sixth Circuit's recent decisions in *Gascho v. Glob. Fitness Holdings, LLC*, 822 F.3d 269 (6th Cir. 2016), *cert. denied sub nom.*, *Blackman v. Gascho*, No. 16-364, 2017 WL 670215 (U.S. Feb. 21, 2017), *cert. denied sub nom.*, and *Zik v. Gascho*, No. 16-383, 2017 WL 670216 (U.S. Feb. 21, 2017) demonstrate that fee awards need not be tied to amounts class members are actually paid. *See id.* at 279 (affirming award of attorneys' fees where amount awarded was greater than the amount class members ultimately claimed and received). In doing so, the Court declined to follow *Pearson v. NBTY, Inc.*, 772 F.3d 778 (7th Cir. 2014), a Seventh Circuit decision upon which certain of the objectors rely. The Sixth Circuit held in *Gascho* that, under *Boeing v. Van Gemert*, 444 U.S. 472, 480 (1980), the amount made available to the class is what is important, even if that amount is not ultimately claimed. 822 F.3d at 279. *Gascho* is all the more noteworthy because the net settlement at issue there was a claims-made settlement, unlike the settlements at issue here where the entire net settlement funds will be paid to class members who submit valid claims, with no reversion to the defendants. *Id.* at 275. In that respect both *Gascho* and *Pearson* are far different from the settlements achieved in this case.

23. Co-Lead Settlement Counsel for EPPs are authorized to allocate the attorneys' fees awarded herein among counsel who performed work on behalf of EPPs in accordance with Co-Lead Settlement Counsel's assessment of each firm's contribution to the prosecution of these actions and settlements at issue on this motion.

IT IS SO ORDERED.

Date: July 10, 2017

s/Marianne O. Battani
MARIANNE O. BATTANI
United States District Judge

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing Order was served upon counsel of record via the Court's ECF System to their respective email addresses or First Class U.S. mail to the non-ECF participants on July 10, 2017.

s/ Kay Doaks
Case Manager

Bednarz Decl.

EXHIBIT B5

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	Master File No. 12-md-02311 Honorable Marianne O. Battani
	:	
In Re: Wire Harness Systems	:	Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters	:	Case No. 2:12-cv-00203
In Re: Heater Control Panels	:	Case No. 2:12-cv-00403
In Re: Automotive Bearings	:	Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts	:	Case No. 2:13-cv-00803
In Re: Windshield Wipers	:	Case No. 2:13-cv-00903
In Re: Radiators	:	Case No. 2:13-cv-01003
In Re: Starters	:	Case No. 2:13-cv-01103
In Re: Automotive Lamps	:	Case No. 2:13-cv-01203
In Re: Ignition Coils	:	Case No. 2:13-cv-01403
In Re: HID Ballasts	:	Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies	:	Case No. 2:13-cv-01903
In Re: Fan Motors	:	Case No. 2:13-cv-02103
In Re: Fuel Injection Systems	:	Case No. 2:13-cv-02203
In Re: Power Window Motors	:	Case No. 2:13-cv-02303
In Re: Automatic Transmission Fluid Warmers	:	Case No. 2:13-cv-02403
In Re: Air Conditioning Systems	:	Case No. 2:13-cv-02703
In Re: Windshield Washer Systems	:	Case No. 2:13-cv-02803
In Re: Constant Velocity Joint Boot Products	:	Case No. 2:14-cv-02903
In Re: Spark Plugs	:	Case No. 2:15-cv-03003
In Re: Shock Absorbers	:	Case No. 2:15-cv-03303
In Re: Body Sealing Products	:	Case No. 2:16-cv-03403
In Re: Interior Trim Products	:	Case No. 2:16-cv-03503
In Re: Automotive Break Hoses	:	Case No. 2:15-cv-03603
In Re: Exhaust Systems	:	Case No. 2:16-cv-03703
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03803
In Re: Automotive Steel Tubes	:	Case No. 2:16-cv-04003
In Re: Access Mechanisms	:	Case No. 2:16-cv-04103
In Re: Side Door Latches	:	Case No. 2:17-cv-11637
	:	
THIS DOCUMENT RELATES TO: END-PAYOR ACTIONS	:	

**ORDER REGARDING END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION EXPENSES**

The above litigation duly came on for hearing before the Court on the End-Payor Plaintiffs' ("EPPs") motions for an award of attorneys' fees and reimbursement of litigation expenses.

The Court has reviewed the memorandum submitted by EPPs in support of their motions and has also reviewed all of the declarations and submissions relating to the motions filed with the Court. Pursuant to notice given to the Settlement Classes¹ in accordance with the Court's orders, the Court held a hearing on August 1, 2018 to consider the motions.

Based on the entire record of these proceedings and in consideration of all of the submissions and filings made with respect to Plaintiffs' application, and good cause appearing therefor,

IT IS HEREBY ORDERED as follows:

1. The Court has granted final approval to the settlements referred to by the parties and the Court as the Round 3 Settlements in its Order Granting Final Approval to the Round 3 Settlements.² The Court has considered the submissions of the parties and the relevant case law and authority relating to the motions and concludes that awards of attorneys' fees and reimbursement of expenses to EPP Counsel to be paid out of the proceeds of the Round 3 Settlements are appropriate under Federal Rules of Civil Procedure 23(h) and 54(d)(2). Notice of the motions for fees and reimbursement of expenses was provided to the potential Settlement Class members pursuant to, and in compliance with, the orders of the Court by direct and

¹ Defined terms not otherwise defined herein shall have the meanings ascribed to those terms as noted in Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses and the papers associated with that motion.

² EPPs filed their motions for an award of attorneys' fees and reimbursement of litigation expenses in the cases that are being settled as to the Settling Defendants that are parties to the Round 3 Settlements. This Order will accordingly be separately entered as an order in each specific case docket to which it applies.

published notice and a settlement website that identified and made available for inspection the Court's long form notice and filings in this litigation. The notice given regarding the motions fully satisfied the requirements of Federal Rule of Civil Procedure 23 and constitutional due process.

2. The Court has considered the reaction of class members to the fee and expense request. Out of the millions of potential class members who were given notice or who were made aware of the settlements and the fee and expense request, the Court received only one objection to EPPs' motions. That objector, Caitlin Ahearn, voluntarily withdraw her objection with prejudice and without costs as to any party on August 1, 2018, and is thus moot. The Court nonetheless determines that the objection was meritless.

3. The Court engages in a two-part analysis when assessing the reasonableness of a petition seeking an award of attorneys' fees to be paid out of the proceeds of a class action settlement. *In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 760 (S.D. Ohio 2007). The Court first determines the method of calculating the attorneys' fees: it applies either the percentage-of-the-fund approach or the lodestar/multiplier method. *Id.*; *Van Horn v. Nationwide Prop. & Cas. Inc. Co.*, 436 F. App'x 496, 498 (6th Cir. 2011).

4. The Court has the discretion to select the appropriate method for calculating attorneys' fees "in light of the unique characteristics of class actions in general, and of the unique circumstances of the actual cases before them." *Rawlings v. Prudential-Bache Properties, Inc.*, 9 F.3d 513, 516 (6th Cir. 1993). In common fund cases, whichever method is used, the award of attorneys' fees need only "be reasonable under the circumstances." *Id.* The Court also analyzed and weighed the six factors described in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974).

5. The Court will award fees to EPPs using the percentage-of-the-fund approach. This method of awarding attorneys' fees is preferred in this District because it conserves judicial resources and aligns the interests of class counsel and the class members. *Rawlings*, 9 F.3d at 515; *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 WL 6209188, at *16 (E.D. Mich. Dec. 13, 2011); *In re Delphi Corp. Sec., Derivative & "ERISA" Litig.*, 248 F.R.D. 483, 502 (E.D. Mich. 2008); *Cardinal*, 528 F. Supp. 2d at 762 (the Sixth Circuit has "explicitly approved the percentage approach in common fund cases"); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-md-2343, 2014 WL 2946459, *1 (E.D. Tenn. Jun. 30, 2014).

6. Based on the showing made by Settlement Class Counsel, the Court finds that these expenses were reasonably incurred and the Court hereby **GRANTS** EPPs' request for reimbursement of past litigation expenses in the amount of \$508,258.53. These litigation expenses, as set forth in the declarations submitted by Settlement Class Counsel, shall be deducted on a *pro rata* basis from the settlement funds available in those cases.

7. The Court authorizes Settlement Class Counsel to pay the expenses of the settlement notice and claims administration from the Round 3 Settlements on a *pro rata* basis.

8. Settlement Class Counsel have requested a fee award equal to 25% of the net settlement funds remaining after the foregoing past litigation expenses have been deducted. The award requested is within the range of fee awards made by courts in this Circuit. *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-cv-12141, 2015 WL 1396473 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the common fund); *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19; *Skelaxin*, 2014 WL 2946459, at *1; *In re Southeastern Milk Antitrust Litig.*, No. 08-md-1000, 2013 WL 2155387, at *8 (E.D. Tenn. May 17, 2013); *Thacker v. Chesapeake Appalachia, L.L.C.*, 695 F. Supp. 2d, 521, 528 (E.D. Ky. 2010); *Bessey v. Packerland Plainwell*,

Inc., No. 4:06-CV-95, 2007 WL 3173972, at *4 (W.D. Mich. 2007); *Delphi*, 248 F.R.D. at 502-03; *In re National Century Financial Enterprises, Inc. Investment Litig.*, 2009 WL 1473975 (S.D. Ohio, May 27, 2009); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503 (E.D. Mich. 2000).

9. As noted below, the Court has previously made interim fee awards equal to 20% of the gross Round 1 Settlements and 20% of the Round 2 Settlements.

10. The Court has considered the six *Ramey* factors in weighing a fee award to counsel for the EPPs: (1) the value of the benefits rendered to the class; (2) society's stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others; (3) whether the services were undertaken on a contingent fee basis; (4) the value of the services on an hourly basis [*i.e.*, the lodestar cross-check]; (5) the complexity of the litigation; and (6) the professional skill and standing of counsel on both sides. *Ramey*, 508 F.2d at 1196.

11. The Court has carefully analyzed the settlements and applied the *Ramey* factors to EPPs' motion and concludes that the factors are met and justify an interim fee award to EPP Counsel. The Round 3 Settlements collectively total approximately \$432.8 million and provide substantial cash and non-monetary benefits, including extensive discovery cooperation from all Settling Defendants and injunctive relief prohibiting certain conduct at issue in the litigation from all but a few of the Settling Defendants subject to the Round 3 Settlements.³

12. Courts in the Sixth Circuit weigh "society's stake in rewarding attorneys who [obtain favorable outcomes for a class] in order to maintain an incentive to others," and counsel's

³ Cooperation obligations of certain defendants have in certain cases been deemed mostly satisfied once final judgment as to all defendants in those cases has been entered and all appeals, if any, have been exhausted. However, even in these circumstances, the settling defendants are still required to provide cooperation in the form of providing vehicle lists and to produce documents that they produce to other parties.

success in complex antitrust litigation “counsels in favor of a generous fee.” *Cardizem*, 218 F.R.D. at 534 (internal quotation marks omitted). The substantial recoveries obtained to date serve the strong public policy of holding accountable those who violate the antitrust laws, thereby promoting fair competition and honest pricing.

13. Class Counsel have worked on a contingent basis and the results of this litigation have never been certain.

14. The legal and factual issues in this litigation are complex and the parties have zealously asserted their claims and defenses. Class Counsel have asserted a number of claims under both federal and state antitrust, consumer protection, and unjust enrichment laws. Because EPPs’ claims for damages and restitution are based on the laws of thirty states and the District of Columbia, they face additional substantial burdens. Likewise, issues attendant to serving and conducting discovery against numerous foreign defendants located around the world compound the complexity of this case.

15. The Court is satisfied that these settlements were the result of arm’s-length negotiations conducted in good faith by informed and experienced counsel, and, in many cases, with the assistance of highly experienced mediators.

16. The *Ramey* factors and a cross-check of the lodestar incurred by Class Counsel suggest that EPPs are entitled to appropriate compensation to take into account the risks they assumed, the magnitude of work done, and the benefits achieved for the members of the Settlement Classes. Here, Settlement Class Counsel reviewed all EPPs’ attorney time submissions received through March 31, 2018, and included detailed information about the resulting lodestar in EPPs’ motions. Class Counsels’ lodestar in this litigation totals \$140,028,027.68, from March 23, 2012 through March 31, 2018, calculated in accordance with

Class Counsels' current hourly rates.⁴ These rates are reasonable and justified given Class Counsels' many years of experience in prosecuting complex antitrust class actions. Further, the defendants in these cases are represented by some of the most prominent antitrust defense lawyers in the world. Class Counsels' hourly rates are in-line with the market. In each of the Class Counsel firm's declarations, only the most senior attorneys list hourly rates above \$700. As the Court noted at the August 1, 2018 hearing, Class Counsels' firms' blended hourly rate is \$410. These rates are well in line with the market, with recent reports explaining that senior lawyers at top law firms routinely charge well over \$1,000. *See* Sara Randazzo & Jacqueline Palank, *Legal Fees Cross New Mark: \$1,500 an Hour*, WALL ST. J., Feb. 9, 2016, available at <https://www.wsj.com/articles/legal-fees-reach-new-pinnacle-1-500-anhour-1454960708>

("Despite low inflation and weak demand for legal services, rates at large corporate law firms have risen by 3% to 4% a year since the economic downturn").

17. Accordingly, the Court **GRANTS** an award of attorneys' fees to Class Counsel in equal to 25% of the Round 3 Settlements, net of expenses. This award, taken together with the prior awards from the Round 1 Settlements and Round 2 Settlements will result in a total award equal to 22.06% of the proceeds of the three rounds of settlements. These attorneys' fees,

⁴ The Court determines that the time included in connection with the Round 1 and Round 2 Settlement fee requests should be included in the lodestar/multiplier cross-check for the Round 3 Settlements. In calculating the lodestar for purposes of the cross-check, it would be impractical to compartmentalize and isolate the work that Class Counsel did in any particular case at any particular time because all of their work assisted in achieving all of the settlements and has provided and will continue to provide a significant benefit to all of the EPP classes. *See Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *26-27 (rejecting objection based on the proposition that the calculation of class counsel's lodestar should be limited to work performed after the period covered by a prior fee award); *Lobatz v. U.S. West Cellular of California, Inc.*, 222 F.3d 1142 (9th Cir. 2000) (same).

totaling \$108,078,695.37, shall be paid on a *pro rata* basis from the net settlement funds provided by each of the Round 3 Settlements currently before the Court.

18. Using the lodestar/multiplier cross-check methodology and reviewing the total fees awarded against the lodestar generated on these cases from March 23, 2012 to May 31, 2018, the 25% fee awarded results in a lodestar/multiplier of 1.63.⁵ Such a multiplier is well within, if not substantially below, the range of reasonable multipliers awarded in similar contingent fee cases. *See In re Prandin*, 2015 WL 1396473, at *14 (awarding attorneys' fees in the amount of one-third of a \$19 million settlement fund, which equaled a multiplier of 3.01); *Bailey v. AK Steel Corp.*, No. 06-cv-468, 2008 U.S. Dist. LEXIS 18838, at *8 (S.D. Ohio Feb. 28, 2008) (awarding attorneys' fees with a multiplier of approximately 3.01). This interim fee award is reasonable in light of the complexity of this litigation, the results achieved for the class members to date, the work and labor of Class Counsel, and the risks assumed by Class Counsel.

19. Settlement Class Counsel are authorized to allocate the attorneys' fees awarded herein among counsel who performed work on behalf of EPPs in accordance with Settlement Class Counsel's assessment of each firm's contribution to the prosecution and settlement of these actions.

IT IS SO ORDERED.

Date: November 7, 2018

s/Marianne O. Battani
MARIANNE O. BATTANI
United States District Judge

⁵ The fees awarded in this motion, \$108,078,695.37, combined with the \$44,933,670 in fees previously awarded from its Round 1 Settlements and the \$75,691,877.98 in fees previously awarded from its Round 2 Settlements, results in a 1.63 multiplier of the total attorneys' fees lodestar of Class Counsel.

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing Order was served upon counsel of record via the Court's ECF System to their respective email addresses or First Class U.S. mail to the non-ECF participants on November 7, 2018.

s/ Kay Doaks
Case Manager

Bednarz Decl.

EXHIBIT B6

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Sean F. Cox
In Re: Heater Control Panels	:	Case No. 2:12-cv-00403
In Re: Occupant Safety Systems	:	Case No. 2:12-cv-00603
In Re: Switches	:	Case No. 2:13-cv-01303
In Re: Ignition Coils	:	Case No. 2:13-cv-01403
In Re: Steering Angle Sensors	:	Case No. 2:13-cv-01603
In Re: Electric Powered Steering Assemblies	:	Case No. 2:13-cv-01903
In Re: Fuel Injection Systems	:	Case No. 2:13-cv-02203
In Re: Valve Timing Control Devices	:	Case No. 2:13-cv-02503
In Re: Air Conditioning Systems	:	Case No. 2:13-cv-02703
In Re: Automotive Constant Velocity Joint Boot Products	:	Case No. 2:14-cv-02903
In Re: Automotive Hoses	:	Case No. 2:15-cv-03203
In Re: Shock Absorbers	:	Case No. 2:15-cv-03303
In Re: Body Sealing Products	:	Case No. 2:16-cv-03403
In Re: Interior Trim Products	:	Case No. 2:16-cv-03503
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03603
In Re: Exhaust Systems	:	Case No. 2:16-cv-03703
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03803
In Re: Power Window Switches	:	Case No. 2:16-cv-03903
In Re: Automotive Steel Tubes	:	Case No. 2:16-cv-04003
In Re: Side-Door Latches	:	Case No. 2:17-cv-04303
	:	
	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	
	:	

**ORDER REGARDING END-PAYOR PLAINTIFFS' MOTION FOR AN
AWARD OF ATTORNEYS' FEES AND PAYMENT OF INCENTIVE
AWARDS TO CLASS REPRESENTATIVES IN CONNECTION
WITH THE ROUND 4 SETTLEMENTS**

End-Payor Plaintiffs' ("EPPs") have filed their Motion for an Award of Attorneys' Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round Four Settlements.

The Court has reviewed the memorandum submitted by EPPs in support of their motion and has also reviewed all of the declarations and submissions relating to the motion filed with the Court. Pursuant to notice given to the Settlement Classes in accordance with the Court's order, the Court held a hearing by video conference on September 17, 2020 to consider the motion.¹

Based on the entire record of these proceedings and in consideration of all of the submissions and filings made with respect to EPPs' application, and good cause appearing therefor,

IT IS HEREBY ORDERED as follows:

1. The Court has granted final approval to the settlements referred to by the parties and the Court as the Round 4 Settlements in its Order Granting Final Approval of the Round 4 Settlements.² The Court has considered the submissions of the parties and the relevant case law and authority relating to the motion and concludes that awards of attorneys' fees, reimbursement of expenses to Co-Lead Counsel from the litigation fund, and incentive awards to be paid out of

¹ Defined terms not otherwise defined herein shall have the meanings ascribed to those terms as noted in End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round Four Settlements and the papers associated with that motion. *See, e.g., Exhaust Systems*, Case No. 2:16-cv-03703, ECF No. 174.

² EPPs filed their motion for an award of attorneys' fees and for incentive awards to Class Representatives in the cases that are being settled as to the Settling Defendants that are parties to the Round 4 Settlements. This Order will accordingly be separately entered as an order in each specific case docket to which it applies. The litigation expenses that are the subject of EPPs' motion will be paid from the litigation expense fund previously approved by the Court. If, at the conclusion of this litigation, funds remain in that fund, they will be added to the Settlement Funds for distribution to authorized Class member claimants.

the proceeds of the Round 4 Settlements are appropriate under Federal Rules of Civil Procedure 23(h) and 54(d)(2). Notice of the motion for fees and incentive awards was provided to the potential Settlement Class members pursuant to, and in compliance with, the order of the Court by direct and published notice and a settlement website that identified and made available for inspection the Court's long-form notice and filings in this litigation. The notice given regarding the motion fully satisfied the requirements of Rule 23 and constitutional Due Process.

2. The Court has considered the reaction of class members to the fee request. Out of the millions of potential class members who were given notice or who were made aware of the settlements and the fee request, the Court received no objections to EPPs' motion.

3. The Court engages in a two-part analysis when assessing the reasonableness of a petition seeking an award of attorneys' fees to be paid out of the proceeds of a class action settlement. *In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 760 (S.D. Ohio 2007). The Court first determines the method of calculating the attorneys' fees: it applies either the percentage-of-the-fund approach or the lodestar/multiplier method. *Id.*; *Van Horn v. Nationwide Prop. & Cas. Inc. Co.*, 436 F. App'x 496, 498 (6th Cir. 2011).

4. The Court has the discretion to select the appropriate method for calculating attorneys' fees "in light of the unique characteristics of class actions in general, and of the unique circumstances of the actual cases before them." *Rawlings v. Prudential-Bache Properties, Inc.*, 9 F.3d 513, 516 (6th Cir. 1993). In common fund cases, whichever method is used, the award of attorneys' fees need only "be reasonable under the circumstances." *Id.* The Court also analyzed and weighed the six factors described in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974).

5. Consistent with prior attorneys' fees awards in this litigation, the Court will award fees to EPPs using the percentage-of-the-fund approach. This method of awarding attorneys' fees is preferred in this District because it conserves judicial resources and aligns the interests of class counsel and the class members. *Rawlings*, 9 F.3d at 515; *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 WL 6209188, at *16 (E.D. Mich. Dec. 13, 2011); *In re Delphi Corp. Sec., Derivative & "ERISA" Litig.*, 248 F.R.D. 483, 502 (E.D. Mich. 2008); *Cardinal*, 528 F. Supp. 2d at 762 (the Sixth Circuit has "explicitly approved the percentage approach in common fund cases"); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-md-2343, 2014 WL 2946459, *1 (E.D. Tenn. Jun. 30, 2014).

6. The Court hereby authorizes Co-Lead Counsel to pay the expenses of the settlement notice and claims administration from the Round 4 Settlements on a *pro rata* basis.

7. Co-Lead Counsel have requested a fee award equal to 22% of the Settlement Funds. The award requested is within the range of fee awards made by courts in this Circuit. *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-cv-12141, 2015 WL 1396473, *5 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the common fund); *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19; *Skelaxin*, 2014 WL 2946459, at *1; *In re Southeastern Milk Antitrust Litig.*, No. 08-md-1000, 2013 WL 2155387, at *8 (E.D. Tenn. May 17, 2013); *Thacker v. Chesapeake Appalachia, L.L.C.*, 695 F. Supp. 2d 521, 528 (E.D. Ky. 2010); *Bessey v. Packerland Plainwell, Inc.*, No. 4:06-CV-95, 2007 WL 3173972, at *4 (W.D. Mich. 2007); *Delphi*, 248 F.R.D. at 502-03; *In re National Century Financial Enterprises, Inc. Investment Litig.*, 2009 WL 1473975, *3 (S.D. Ohio, May 27, 2009); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503 (E.D. Mich. 2000).

8. As noted below, the Court has previously made interim fee awards equal to 20% of the principal amount of the Round 1 Settlements; 20% of the Round 2 Settlements, net of litigation expenses; and 25% of the Round 3 Settlements, net of litigation expenses.

9. The Court has considered the six *Ramey* factors in weighing a fee award to Co-Lead Counsel: (1) the value of the benefits rendered to the class; (2) society's stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others; (3) whether the services were undertaken on a contingent fee basis; (4) the value of the services on an hourly basis [*i.e.*, the lodestar cross-check]; (5) the complexity of the litigation; and (6) the professional skill and standing of counsel on both sides. *Ramey*, 508 F.2d at 1196.

10. The Court has carefully analyzed the settlements and applied the *Ramey* factors to EPPs' motion and concludes that the factors are met and justify an interim fee award to Co-Lead Counsel. The Round 4 Settlements collectively total \$183,958,000,³ and provide substantial cash and non-monetary benefits, including, with few exceptions, extensive discovery cooperation from all Settling Defendants and injunctive relief prohibiting certain conduct at issue in the litigation from all but a few of the Settling Defendants who are parties to the Round 4 Settlements.⁴

³ Pursuant to a settlement with the Reorganized TK Holdings Trust ("TKH") in bankruptcy proceeding, Co-Lead Counsel have secured a \$53,200,000 authorized claim against TKH, but they expect to receive only a small fraction of this amount for distribution to the classes. Because the ultimate settlement amount in connection with the TKH settlement remains undetermined at this time, this figure was not included in Co-Lead Counsel's calculation of the Round 4 settlement proceeds. TKH is also the only Settling Defendant which is not required to provide cooperation under its settlement agreement.

⁴ Cooperation obligations of certain defendants are in certain cases deemed mostly satisfied once final judgment as to all defendants in those cases has been entered and all appeals, if any, have been exhausted. However, even in these circumstances, the Settling Defendants are still required to provide cooperation in the form of providing vehicle lists and to produce to the EPPs documents that they produce to other parties.

11. Courts in the Sixth Circuit weigh “society’s stake in rewarding attorneys who [obtain favorable outcomes for a class] in order to maintain an incentive to others,” and counsel’s success in complex antitrust litigation “counsels in favor of a generous fee.” *Cardizem*, 218 F.R.D. at 534 (internal quotation marks omitted). The substantial recoveries obtained by EPPs to date serve the strong public policy of holding accountable those who violate the antitrust laws, thereby promoting fair competition and honest pricing.

12. EPP Class Counsel have worked on a contingent basis and the results of this litigation have never been certain.

13. The legal and factual issues in this litigation are complex and the parties have zealously asserted their claims and defenses. Co-Lead Counsel have asserted a number of claims under both federal and state antitrust laws, as well as state consumer protection and unjust enrichment laws. Likewise, issues attendant to serving and conducting discovery against numerous foreign defendants located around the world compound the complexity of this case.

14. The Court is satisfied that these settlements were the result of arm’s-length negotiations conducted in good faith by informed and experienced counsel, and, in many cases, with the assistance of highly experienced mediators.

15. The *Ramey* factors and a cross-check of the lodestar incurred by EPP Class Counsel suggest that EPP Class Counsel are entitled to appropriate compensation to take into account the risks they assumed, the magnitude of work done, and the benefits achieved for the members of the Settlement Classes. Here, Co-Lead Counsel reviewed all EPPs’ attorney time submissions received through September 30, 2019, and included detailed information about the resulting lodestar in EPPs’ motion. EPP Class Counsels’ lodestar in this litigation totals \$154,782,333.18, from March 23, 2012 through September 30, 2019, calculated in accordance

with EPP Class Counsels' current hourly rates.⁵ These hours and rates are reasonable and justified given the length and complexity of this litigation and EPP Class Counsels' many years of experience in prosecuting complex antitrust class actions. Further, the defendants in these cases are represented by some of the most prominent antitrust defense lawyers in the world. EPP Class Counsels' hourly rates are also in-line with the market. In each of the EPP Class Counsel firm's declarations, only the most senior attorneys list hourly rates above \$700. These rates are well in line with the market, with recent reports explaining that senior lawyers at top law firms routinely charge well over \$1,000. *See* Sara Randazzo & Jacqueline Palank, *Legal Fees Cross New Mark: \$1,500 an Hour*, WALL ST. J., Feb. 9, 2016, available at <https://www.wsj.com/articles/legal-fees-reach-new-pinnacle-1-500-an-hour-1454960708> ("Despite low inflation and weak demand for legal services, rates at large corporate law firms have risen by 3% to 4% a year since the economic downturn").

16. Accordingly, the Court **GRANTS** an award of attorneys' fees to Co-Lead Counsel equal to 22% of the Round 4 Settlements including a *pro rata* share of the interest earned thereon, excluding the yet to be determined TKH settlement amount. This award, taken together with the prior awards from the Round 1 Settlements, Round 2 Settlements, and Round 3 Settlements will result in a total award equal to 22.05% of the proceeds of the four rounds of settlements, excluding

⁵ The Court determines that the time included in connection with the Round 1, Round 2, and Round 3 Settlement fee requests should be included in the lodestar/multiplier cross-check for the Round 4 Settlements. In calculating the lodestar for purposes of the cross-check, it would be impractical to compartmentalize and isolate the work that EPP Class Counsel did in any particular case at any particular time because all of their work assisted in achieving all of the settlements and has provided and will continue to provide a significant benefit to all of the EPP classes. *See Southeastern Milk*, 2013 WL 2155387, at *7-8 (rejecting objection based on the proposition that the calculation of class counsel's lodestar should be limited to work performed after the period covered by a prior fee award); *Lobatz v. U.S. West Cellular of California, Inc.*, 222 F.3d 1142 (9th Cir. 2000) (same).

the TKH settlement. The Round 4 attorneys' fees, totaling \$40,470,760.00, together with a *pro rata* share of the interest earned thereon, shall be paid on a *pro rata* basis from the net settlement funds provided by each of the Round 4 Settlements currently before the Court.

17. Using the lodestar/multiplier cross-check methodology and reviewing the total fees awarded against the lodestar generated on these cases from March 23, 2012 to September 30, 2019, the 22% fee awarded results in an overall lodestar/multiplier of 1.74, excluding the TKH settlement. Such a multiplier is well within, if not substantially below, the range of reasonable multipliers awarded in similar contingent fee cases. *See In re Prandin*, 2015 WL 1396473, at *14 (awarding attorneys' fees in the amount of one-third of a \$19 million settlement fund, which equaled a multiplier of 3.01); *Bailey v. AK Steel Corp.*, No. 1:06-cv-468, 2008 WL 553764, at *3 (S.D. Ohio Feb. 28, 2008) (awarding attorneys' fees with a multiplier of approximately 3). This interim fee award is reasonable in light of the complexity of this litigation, the results achieved for the class members to date, the work and labor of EPP Class Counsel, and the risks assumed by EPP Class Counsel.

18. Co-Lead Counsel are hereby authorized to allocate the attorneys' fees awarded herein among EPP Class Counsel who performed work on behalf of EPPs in accordance with Co-Lead Counsel's assessment of each firm's contribution to the prosecution and settlement of these actions.

19. Co-Lead Counsel have also requested a total of \$565,000 in incentive awards to be paid to fifty-nine named Class Representatives. Co-Lead Counsel have split those Class Representatives into two groups based on their contributions to the cases.

20. The first group ("Group 1") is comprised of the following five individuals: (1) Jane Butler; (2) Melissa Croom; (3) Theresia Dillard; (4) James Phelps; and (5) Bonnie Vander

Meulen. Co-Lead Counsel have proposed that each of these individuals would receive a single \$5,000 award per person.

21. The second group (“Group 2”) is comprised of the following fifty-four individuals: (1) Ifeoma Adams; (2) Halley Ascher; (3) Gregory Asken; (4) Melissa Barron; (5) Kimberly Bennett; (6) David Bernstein; (7) Ron Blau; (8) Tenisha Burgos; (9) Kent Busek; (10) Jennifer Chase; (11) Rita Cornish; (12) Nathan Croom; (13) Lori Curtis; (14) Jessica DeCastro; (15) Alena Farrell; (16) Jane Fitzgerald; (17) Frances H. Gammell-Roach; (18) Carroll Gibbs; (19) Dori Gilels; (20) Jason Grala; (21) Ian Groves; (22) Curtis Gunnerson; (23) Paul Gustafson; (24) Tom Halverson; (25) Curtis Harr; (26) Andrew Hedlund; (27) Gary Arthur Herr; (28) John W. Hollingsworth; (29) Carol Ann Kashishian; (30) Elizabeth Kaufman; (31) Robert P. Klingler; (32) Kelly Klosterman; (33) James E. Marean; (34) Michelle McGinn; (35) Rebecca Lynn Morrow; (36) Edward T. Muscara; (37) Stacey R. Nickell; (38) Sophie O’Keefe-Zelman; (39) Roger D. Olson; (40) William Dale Picotte; (41) Whitney Porter; (42) Cindy Prince; (43) Janne Rice; (44) Robert M. Rice, Jr.; (45) Darrel Senior; (46) Meetesh Shah; (47) Darcy C. Sherman; (48) Erica J. Shoaf; (49) Arthur Stukey; (50) Kathleen A. Tawney; (51) Jane Taylor; (52) Keith Uehara; (53) Michael Wick; and (54) Phillip G. Young. Co-Lead Counsel have proposed that each of these individuals would receive a single \$10,000 award per person.

22. This is the first time Co-Lead Counsel have requested incentive awards on behalf of the Class Representatives. Notice that EPPs would be requesting incentive awards for the Class Representatives was included in the published notice given to the Settlement Classes. And Co-Lead Counsel have only requested \$565,000 in incentive awards, which is equal to approximately 0.3% of the Round 4 Settlement Funds, excluding the TKH settlement.

23. The Sixth Circuit has noted that incentive awards are typically awarded to class representatives for their extensive involvement with a lawsuit. *Hadix v. Johnson*, 322 F.3d 895, 897 (6th Cir. 2003). Awards encourage members of a class to become class representatives and reward their efforts taken on behalf of the class. *Id.* Payment of incentive awards to class representatives is a reasonable use of settlement funds. *Moulton v. U.S. Steel Corp.*, 581 F.3d 344, 351 (6th Cir. 2009). Courts have approved incentive awards of up to \$15,000 for individual plaintiff class representatives for providing information to class counsel, receiving and approving pleadings, assisting in discovery, and participating in settlement discussions. *See In re CMS Energy ERISA Litig.*, No. 02-72834, 2006 WL 2109499, at *3 (E.D. Mich. June 27, 2006). Courts have also provided awards of \$10,000 for class representatives who “searched their personal records multiple times to locate documents” in addition to “testif[ying] via depositions” and awards of \$5,000 for class representatives who “participated in discovery by locating and producing documents.” *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan*, Case No. 2:10-cv-14360-DPH-MKM, ECF No. 364 at pp. 27.

24. After reviewing the request for incentive awards, the Court finds that the awards requested are reasonable. Here, Class Representatives provided discovery and assistance in a litany of cases, sometimes in as many as forty-one cases.

25. As to the individual awards to Group 1, these Class Representatives provided important and indispensable service to the Settlement Class. They searched their personal records to locate documents responsive to discovery requests and provided information to Co-Lead Counsel. They also came forward to serve as named plaintiffs. The Court finds that the requested incentive awards for this set of Class Representatives are reasonable in light of their participation

during the discovery phase of the litigation. Their participation in this litigation benefitted the Classes.

26. As to the individual awards to Group 2, the individuals in this group participated in discovery by locating and producing documents, came forward as Class Representatives in many, if not all, of the EPP cases, provided Co-Lead Counsel with information, in most cases provided verified responses to interrogatories and, most importantly, testified in a deposition. In light of these significant contributions, the Court finds that their services in the litigation supports the requested incentive awards.

27. These incentive awards, totaling \$565,000, shall be paid on a *pro rata* basis from the net settlement funds provided by each of the Round 4 Settlements currently before the Court.

IT IS SO ORDERED.

Dated: September 23, 2020

s/Sean F. Cox

Sean F. Cox

U. S. District Judge

Bednarz Decl.

EXHIBIT B7

Exhibit A

Updated Settlement Notice**If You Bought or Leased a New Motor Vehicle, or Bought Certain Replacement Parts for a Motor Vehicle in the U.S. Since 1998****You Could Get Money from Settlements Totaling Approximately \$225 Million**

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Please read this Notice and the Settlement Agreements available at www.AutoPartsClass.com carefully. Your legal rights may be affected whether you act or don't act. This Notice is a summary, and it is not intended to, and does not, include all of the specific details of each Settlement Agreement. To obtain more specific details concerning the Settlements, please read the Settlement Agreements.
- Separate lawsuits claiming that Defendants in each lawsuit entered into unlawful agreements that artificially raised the prices of certain motor vehicle component parts have been settled with 11 defendants and their affiliates ("Settling Defendants").
- Generally, you are included if, at any time between 1998 and 2015, depending upon the component part, you: (1) bought or leased a new motor vehicle in the U.S. (not for resale), or (2) indirectly paid for a motor vehicle replacement part (not for resale). Indirectly means you bought the vehicle replacement part from someone other than the manufacturer of the part.
- As more fully described in Question 7 below, the Settling Defendants have agreed to pay approximately \$225 million to be made available to Settlement Class members who purchased or leased a new motor vehicle or purchased a motor vehicle replacement part in the District of Columbia and one or more of the following States: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin.
- The Settlements also include provisions requiring Settling Defendants' cooperation in the ongoing litigations. Certain Settling Defendants have also agreed not to engage in the specified conduct that is the subject of the lawsuits for a period of two years from the date of entry of the final judgment.

Your Legal Rights And Options		
EXCLUDE YOURSELF	You will not be included in the Settlements from which you exclude yourself. You will receive no benefits from those Settlements, but you will keep any rights you currently have to sue the Settling Defendants about the claims in the case(s) from which you exclude yourself.	April 11, 2016
DO NOTHING NOW	You will be included in the Settlements and eligible to file a claim for a payment (if you qualify) at a later date. You will give up your rights to sue the Settling Defendants about the claims in these cases.	
OBJECT TO THE SETTLEMENTS	If you do not exclude yourself, you can write to the Court explaining why you disagree with the Settlements.	April 11, 2016
GO TO THE HEARING	Ask to speak in Court about your opinion of the Settlements.	May 4, 2016
REGISTER ON THE WEBSITE	The best way to receive notice about filing a claim and updates about the lawsuits.	

- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court in charge of these cases still has to decide whether to finally approve the Settlements. Payments will only be made (1) if the Court approves the Settlements and after any appeals are resolved, and (2) after the Court approves a Plan of Allocation to distribute the Settlement Funds minus expenses, any court-approved attorneys' fees, and incentive awards ("Net Settlement Funds") to Settlement Class members. A Plan of Allocation will be proposed at the conclusion of the cases against the Non-Settling Defendants or as ordered by the Court. The Plan will be described in a future Notice to be given at a later date, providing Settlement Class members with an opportunity to state their views regarding the Plan of Allocation.

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Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

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BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the partial Settlements reached in 19 of the pending cases that are included in this litigation, before the Court decides whether to finally approve the Settlements. This Notice explains the lawsuits, the Settlements, and your legal rights.

The Court in charge is the United States District Court for the Eastern District of Michigan. This litigation is known as *In re Automotive Parts Antitrust Litigation*, MDL No. 2311. The people who sued are called the “Plaintiffs.” The companies they sued are called the “Defendants.”

2. WHAT ARE THESE LAWSUITS ABOUT?

The lawsuits claim that the Defendants in each lawsuit agreed to unlawfully raise the price of certain motor vehicle component parts. As a result, businesses and consumers who purchased or leased new motor vehicles (not for resale) containing those parts or who indirectly purchased replacement parts (not for resale) from the Defendants may have paid more than they should have. Although the Settling Defendants have agreed to settle, the Settling Defendants do not agree that they engaged in any wrongdoing or are liable and owe any money or benefits to Plaintiffs. The Court has not yet decided who is right.

3. WHO ARE THE SETTLING DEFENDANTS?

The Settling Defendants are:

- Autoliv, Inc.; Autoliv ASP, Inc.; Autoliv B.V. & Co. KG; Autoliv Safety Technology, Inc.; and Autoliv Japan Ltd. (collectively, “Autoliv”),
- Fujikura, Ltd. and Fujikura Automotive America LLC (together, “Fujikura”),
- Hitachi Automotive Systems, Ltd. (“HIAMS”),
- Kyungshin-Lear Sales and Engineering, LLC (“KL Sales”),
- Lear Corporation (“Lear”),
- Nippon Seiki Co., Ltd.; N.S. International, Ltd.; and New Sabina Industries, Inc. (collectively, “Nippon Seiki”),
- Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”),
- Sumitomo Electric Industries, Ltd.; Sumitomo Wiring Systems, Ltd.; Sumitomo Electric Wiring Systems, Inc. (incorporating K&S Wiring Systems, Inc.); and Sumitomo Wiring Systems (U.S.A.) Inc. (collectively, “Sumitomo”),
- T.RAD Co., Ltd. and T.RAD North America, Inc. (together, “T.RAD”),
- TRW Deutschland Holding GmbH and TRW Automotive Holdings Corporation (now known as “ZF TRW Automotive Holdings Corp.”) (together, “TRW”), and
- Yazaki Corporation and Yazaki North America, Incorporated (together, “Yazaki”).

4. WHO ARE THE NON-SETTLING DEFENDANTS?

A list of all of the Defendants and the parts they manufactured and sold is available at www.AutoPartsClass.com.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

5. WHAT MOTOR VEHICLE PARTS ARE INCLUDED?

The Settlements involve the following motor vehicle component parts:

Air Flow Meters are used to measure the volume of air flowing into motor vehicle engines.

Alternators are electromechanical devices that generate an electric current while motor vehicle engines are in operation.

ATF Warmers are automatic transmission fluid warmer or cooler devices located in the engine compartment of a vehicle that moderate the temperature of the automatic transmission fluid.

Automotive Wire Harness Systems are the electrical distribution systems used to direct and control electronic components, wiring, and circuit boards in motor vehicles. Automotive Wire Harness Systems include the following parts: automotive wire harnesses, automotive electrical wiring, lead wire assemblies, cable bond, automotive wiring connectors, automotive wiring terminals, electronic control units, fuse boxes, relay boxes, junction blocks, power distributors, high voltage wiring, and speed sensor wire assemblies.

Electronic Throttle Bodies control the amount of air flowing into a motor vehicle's engine.

Fuel Injection Systems admit fuel or a fuel/air mixture into motor vehicle engine cylinders. Fuel Injection Systems can also be sold as part of a broader system, such as an engine management system, or as separate components. Fuel Injection Systems include one or more of the following parts: injectors; high pressure pumps; rail assemblies; feed lines; engine electronic control units; fuel pumps and fuel pump modules; manifold absolute pressure sensors; and pressure regulators, pulsation dampers, and purge control valves.

Fuel Senders are devices located inside the fuel tank of motor vehicles that measure the amount of fuel in the tank.

Heater Control Panels ("HCPs") are either mechanical or electrical devices that control the temperature of the interior environment of a vehicle. HCPs can be either manual (referred to as low-grade) or automatic (referred to as high-grade) and are located in the center console, back seat, or rear cabin of an automobile.

High Intensity Discharge ("HID") Ballasts are electrical devices that limit the amount of electrical current flowing to an HID headlamp.

Ignition Coils release electric energy to ignite the fuel/air mixture in cylinders.

Instrument Panel Clusters are the mounted instruments and gauges housed in front of the driver of a motor vehicle. Instrument Panel Clusters are also known as meters.

Inverters convert direct current electricity to alternating current electricity.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Motor Generators are electric motors used to power electric drive systems that can also capture and regenerate energy.

Occupant Safety Restraint Systems are comprised of the parts in an automotive vehicle that protect drivers and passengers from bodily harm. Occupant Safety Restraint Systems include one or more of the following: seat belts, air bags, steering wheels or steering systems, and safety electronic systems.

Radiators are heat exchangers or other devices that help prevent automotive vehicle engines from overheating or otherwise regulate the temperature of the engine compartment of a vehicle and the fluids passing through it, including all devices physically attached to and sold as part of a radiator (as more fully described in the applicable Settlement Agreement).

Starters are small electronic motors used in starting internal combustion engines.

Steering Angle Sensors detect the angle of the vehicle's direction and send signals to a vehicle computer, which in turn controls the vehicle stability during turns. Steering Angle Sensors are installed on the steering column of a vehicle and may be connected to part of a combination switch.

Switches include one or more of the following: steering wheel switch (installed in the steering wheel), used to control functions within the vehicle; turn switch (installed behind the steering wheel), used to signal a left or right turn and control hi/lo beam selection; wiper switch (installed behind the steering wheel), used to activate the vehicle's windshield wipers; combination switch, a combination of the turn and wiper switches as one unit, sold together as a pair; and door courtesy switch (installed in the door frame), which activates the light inside the vehicle when the door opens.

Valve Timing Control Devices (also called Variable Timing Devices and/or Variable Timing Control Devices), control the timing of engine valve operation and include the Variable Timing Control actuator or solenoid valve. Some valve timing control devices may also contain an oil control valve.

6. WHY ARE THESE CLASS ACTIONS?

In class actions, one or more people called the "class representatives" sue on behalf of themselves and other people with similar claims in the specific class action. All of these people together are the "Class" or "Class members." In these class actions, there are a total of fifty-five class representatives. In a class action, one court may resolve the issues for all Class members, except for those who exclude themselves from the class.

WHO IS INCLUDED IN THE CLASSES

7. HOW DO I KNOW IF I MAY BE INCLUDED IN THE CLASSES?

Generally, you may be included in one or more Settlements if, at any time from 1998 to 2015, you: (1) bought or leased a new motor vehicle in the U.S. (not for resale), or (2) paid to replace one or more of the new motor vehicle parts listed in Question 5 above (not for resale). New motor vehicles include, but are not limited to, automobiles, cars, light trucks, pickup trucks, crossovers, vans, mini-vans, and sport utility vehicles.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

The specific definition of who is included in each Settlement Class is set forth in each Settlement Agreement between the Settlement Classes and the Settling Defendants. Each of those Settlement Agreements, and the related Complaints, are accessible on the website www.AutoPartsClass.com. Set forth below at pages 16 through 17 is a chart, referred to as Addendum A, identifying the pages and paragraph numbers of the relevant Settlement Class definitions for each Settlement Agreement and Complaint that will permit you to determine whether you are a member of any of the Settlement Classes.

Payments to Class members will only be made: (1) if the Court approves the Settlements and after any appeals are resolved, and (2) in accordance with a Plan of Allocation to distribute the Settlement Funds minus expenses, court-approved attorneys' fees, and incentive awards ("Net Settlement Funds") to Class members. A Plan of Allocation will be proposed to the Court for approval at the conclusion of the cases against Non-Settling Defendants or as ordered by the Court. The Plan, as approved by the Court, will determine the amount, if any, that each Class member will receive. The Plan will be described in a future Notice, to be given at a later date, providing Class members with an opportunity to state their views regarding the Plan.

These cases are proceeding as class actions seeking monetary recovery for consumers and businesses in 30 states and the District of Columbia, and for nationwide injunctive relief to stop the Defendants' alleged illegal behavior and prevent this behavior from happening in the future (*see* Question 13).

Purchasers or lessees of new motor vehicles or indirect purchasers of any of the replacement parts listed in Question 5 may be members of the Classes entitled to monetary recovery if the purchase or lease transaction occurred in the District of Columbia or one or more of the following states during the relevant time periods listed below: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. (The TRW Settlement does not include Arkansas or South Carolina and does not provide Settlement Funds for Class members in those states.) A separate Settlement Class has been preliminarily approved by the Court for each of the cases settled by the Settling Defendants and their affiliates. The time period covered by the Settlements for each of the Classes is provided below.

Defendant	Time Period Starts	Time Period Ends	Auto Part(s)
Autoliv	January 1, 2003	May 30, 2014	Occupant Safety Restraint Systems
Fujikura	January 1, 1999	August 24, 2015	Automotive Wire Harness Systems

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Defendant	Time Period Starts	Time Period Ends	Auto Part(s)
HIAMS	January 1, 2000	March 26, 2015	Alternators, Starters, Ignition Coils, Motor Generators, Inverters, Fuel Injection Systems, Valve Timing Control Devices, Air Flow Meters, and Electronic Throttle Bodies
KL Sales	January 1, 2000	May 5, 2014	Automotive Wire Harness Systems
Lear	January 1, 2000	May 5, 2014	Automotive Wire Harness Systems
Nippon Seiki	December 1, 2002	Date that the Court enters an order granting the motion to approve this Notice	Instrument Panel Clusters
Panasonic	July 1, 1998	February 25, 2015	HID Ballasts
	January 1, 2000	February 25, 2015	Switches
	September 1, 2000	February 25, 2015	Steering Angle Sensors
T.RAD	November 1, 2002	August 12, 2015	ATF Warmers
	February 1, 2001	August 12, 2015	Radiators
TRW	January 1, 2003	September 17, 2014	Occupant Safety Restraint Systems
Sumitomo	January 1, 1999	September 15, 2015	Automotive Wire Harness Systems and Heater Control Panels
Yazaki	January 1, 1999	September 15, 2014	Automotive Wire Harness Systems, Instrument Panel Clusters, and Fuel Senders

The specific definitions of each Settlement Class are available at www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

8. WHO IS NOT INCLUDED IN THE CLASSES?

The Classes do not include:

- Any of the Defendants, their parent companies, subsidiaries, and affiliates;
- Any co-conspirators;
- Federal government entities and instrumentalities;
- States and their political subdivisions, agencies, and instrumentalities; and
- All persons who purchased their motor vehicle parts directly from the Defendants or for resale.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

9. WHY ARE THE LAWSUITS CONTINUING IF THERE ARE SETTLEMENTS?

Settlements have been reached with the Settling Defendants (listed in Question 3) as specified in the individual Settlement Agreements. The lawsuits will continue against all of the remaining Defendants who have not settled (“Non-Settling Defendants”).

Additional money may become available in the future as a result of a trial or future Settlements. Alternatively, the litigation may be resolved in favor of the Non-Settling Defendants, and no additional money may become available. There is no guarantee as to what will happen.

Please register at the website, www.AutoPartsClass.com, to be notified about the claims process or any future Settlements.

THE SETTLEMENTS’ BENEFITS

10. WHAT DO THE SETTLEMENTS PROVIDE?

The Settlement Funds total approximately \$225 million. After deduction of attorneys’ fees, notice and claims administration costs, and litigation expenses, as approved by the Court, the remaining Settlement Funds will be available for distribution to Class members who timely file valid claims.

The Settlements also include non-monetary relief (*see* Question 13), including cooperation, and they also include agreements by certain Settling Defendants not to engage in the conduct that is the subject of the lawsuits, as more fully described in the proposed Final Judgments located on the Settlement website www.AutoPartsClass.com.

The Settlement Funds are allocated to the motor vehicle cases in question, as follows:

Auto Parts Settlements and Settlement Funds			
Automotive Parts Case	Settling Defendant	Amount Settled	Settlement Fund
Air Flow Meters	HIAMS	\$5,047,920	\$5,047,920
Alternators	HIAMS	\$6,216,420	\$6,216,420
ATF Warmers	T.RAD	\$741,000	\$741,000
Automotive Wire Harness Systems	Lear	\$3,040,000	\$119,496,220
	KL Sales	\$228,000	
	Fujikura	\$7,144,000	
	Sumitomo	\$35,817,220	
	Yazaki	\$73,267,000	
Electronic Throttle Bodies	HIAMS	\$6,870,780	\$6,870,780
Fuel Injection Systems	HIAMS	\$8,693,640	\$8,693,640
Fuel Senders	Yazaki	\$58,000	\$58,000
Heater Control Panels	Sumitomo	\$2,182,780	\$2,182,780

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Auto Parts Settlements and Settlement Funds			
Automotive Parts Case	Settling Defendant	Amount Settled	Settlement Fund
HID Ballasts	Panasonic	\$5,510,596	\$5,510,596
Ignition Coils	HIAMS	\$7,431,660	\$7,431,660
Instrument Panel Clusters	Nippon Seiki	\$4,560,000	\$7,235,000
	Yazaki	\$2,675,000	
Inverters	HIAMS	\$2,337,000	\$2,337,000
Motor Generators	HIAMS	\$2,337,000	\$2,337,000
Occupant Safety Systems	TRW	\$5,446,350	\$24,446,350
	Autoliv	\$19,000,000	
Radiators	T.RAD	\$6,669,000	\$6,669,000
Starters	HIAMS	\$3,832,680	\$3,832,680
Steering Angle Sensors	Panasonic	\$6,293,229	\$6,293,229
Switches	Panasonic	\$5,296,175	\$5,296,175
Valve Timing Control Devices	HIAMS	\$3,972,900	\$3,972,900
Total			\$224,668,350

Any interest earned will be added to each of the Settlement Funds. More details about the Settlements are set forth in the Settlement Agreements, available at www.AutoPartsClass.com.

HOW TO GET BENEFITS

11. HOW MUCH MONEY CAN I GET?

At this time, it is unknown how much each Class member who submits a valid claim will receive. Payments will be based on a number of factors, including at least the number of valid claims filed by all Class members and the number of (1) new motor vehicles purchased or leased or (2) replacement parts purchased. It's possible that any money remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Settling Defendants once the Court finally approves the Settlements.

In order to receive a payment, you will need to file a valid claim form before the claims period ends. The claims period has not yet begun. A Notice about the claims process will be provided at a later date as ordered by the Court. If you want to be kept updated about the claims process or any future settlements, you should register at www.AutoPartsClass.com.

12. WHEN WILL I GET A PAYMENT?

No money will be distributed yet. The lawyers for the Plaintiffs will continue to pursue the lawsuits against the Non-Settling Defendants. All Settlement Funds that remain after payment of the court-ordered

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

attorneys' fees, incentive awards, costs, and expenses (*see* Question 10) will be distributed at the conclusion of the lawsuits or as ordered by the Court.

13. WHAT IS THE NON-MONETARY RELIEF?

Some of the Settling Defendants have agreed not to engage in certain specified conduct that would violate the antitrust laws that are at issue in these lawsuits for a period of two years. Additionally, all of the Settling Defendants will cooperate with the Plaintiffs in their ongoing litigation against the Non-Settling Defendants.

REMAINING IN THE CLASSES

14. WHAT HAPPENS IF I REMAIN IN THE CLASSES?

You will give up your right to sue the Settling Defendants on your own for the claims described in the Settlement Agreements unless you exclude yourself from one or more of the Classes. You also will be bound by any decisions by the Court relating to the Settlements.

In return for paying the Settlement amounts and providing the non-monetary benefits, the Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the settlement agreements. The settlement agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves the Settlements. If you have any questions, you can talk to Class Counsel listed in Question 18 for free, or you can, of course, talk to your own lawyer (at your own expense) if you have questions about what this means. The Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

EXCLUDING YOURSELF FROM THE CLASSES

15. HOW DO I GET OUT OF THE CLASSES?

To exclude yourself from one or more of the Classes, you must send a letter by mail stating that you want to be excluded from *In re Automotive Parts Antitrust Litigation*, MDL No. 2311, and specifying which Settlement Class(es) (including the specific automotive part case and the Settling Defendant(s)) you wish to be excluded from. Your letter must also include:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new motor vehicle and/or purchase of the applicable replacement part. Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the make and model year of the new motor vehicle, (c) the state where the new motor vehicle was purchased or leased, and (d) the amount paid. Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, (c) the state where the replacement part was purchased, and (d) the amount paid; and
- Your signature.

You must mail your exclusion request postmarked no later than **April 11, 2016**, to:

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Automotive Parts Indirect Exclusions
P.O. Box 10163
Dublin, OH 43017-3163

16. IF I DON'T EXCLUDE MYSELF, CAN I SUE FOR THE SAME THING LATER?

No. Unless you exclude yourself, you give up any right to sue the Settling Defendants for the claims being released in this litigation.

17. IF I EXCLUDE MYSELF, CAN I STILL GET MONEY BENEFITS?

No. If you exclude yourself from the Settlement Class in any case, you will not get any money as a result of the Settlement in that case. However, you may exclude yourself from some Settlements but remain in other Settlements. In that case, you may receive money from the Settlements in which you remain.

THE LAWYERS REPRESENTING YOU

18. DO I HAVE A LAWYER REPRESENTING ME?

The Court has appointed the following law firms as Class Counsel to represent you and all other members of the Classes:

Steven Williams Cotchett, Pitre, & McCarthy LLP San Francisco Airport Office Center 840 Malcolm Road, Suite 200 Burlingame, CA 94010	Hollis Salzman Robins Kaplan LLP 601 Lexington Avenue Suite 3400 New York, NY 10022	Marc Seltzer Susman Godfrey L.L.P. 1901 Avenue of the Stars Suite 950 Los Angeles, CA 90067
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You will not be charged for contacting these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

19. HOW WILL THE LAWYERS BE PAID?

At the final fairness hearing, Class Counsel will ask the Court to (a) reimburse them for certain costs and expenses, and (b) set aside up to \$11.25 million for future litigation costs and expenses as the lawsuits against the Non-Settling Defendants continue. At the final fairness hearing, or at a later date, Class Counsel will ask the Court for attorneys' fees based on their services in this litigation, not to exceed one-third of the approximately \$225 million in Settlement Funds. Class Counsel may also request a payment to the class representatives who helped the lawyers on behalf of the Classes. Any payment to the attorneys and class representatives will be subject to Court approval, and the Court may award less than the requested amount. The attorneys' fees, costs, expenses and awards that the Court orders, plus the costs to administer the Settlement, will come out of the Settlement Funds. Class Counsel may seek additional attorneys' fees, costs, and expenses from any other settlements or recoveries obtained in the future.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

When Class Counsel's motion for fees, costs and expenses, and class representative payments is filed, it will be available at www.AutoPartsClass.com. The motion will be posted on the website at least 45 days before the Court holds a hearing to consider the request, and you will have an opportunity to comment on the motion. (See Question 20.)

Register at the website or call 1-877-940-5043 to receive notice when the motion is filed.

OBJECTING TO THE SETTLEMENTS

20. HOW DO I OBJECT TO OR COMMENT ON THE SETTLEMENTS?

If you have objections to or comments about any aspect of one or more of the Settlements, you may express your views to the Court. You can only object to or comment on one or more of the Settlements if you do not exclude yourself from that Settlement Class. To object to or comment on a Settlement, you must specify which Settlement (including the specific motor vehicle part and the Settling Defendant(s)) you are objecting to and a letter that also contains the following:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new motor vehicle and/or purchase of the applicable replacement part. Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the make and model year of the new motor vehicle, (c) the state where the new motor vehicle was purchased or leased, and (d) the amount paid. Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, (c) the state where the replacement part was purchased, and (d) the amount paid;
- The name of the Settling Defendant whose Settlement you are objecting to or commenting on;
- The automotive part case that is the subject of your objection(s) or comments;
- The reasons you object to the Settlement, along with any supporting materials; and
- Your signature.

Any comment or objection must be postmarked by **April 11, 2016**, and mailed to:

Court	Notice Administrator
U.S. District Court for the Eastern District of Michigan Clerk's Office Theodore Levin U.S. Courthouse 231 W. Lafayette Blvd., Room 564 Detroit, MI 48226	Auto Parts Settlements Objections P.O. Box 10163 Dublin, OH 43017-3163

21. WHAT IS THE DIFFERENCE BETWEEN EXCLUDING MYSELF FROM THE CLASSES AND OBJECTING TO THE SETTLEMENTS?

If you exclude yourself from one or more of the Classes, you are telling the Court that you do not want to participate in the Settlements from which you exclude yourself. Therefore, you will not be eligible to receive any benefits from those Settlements, and you will not be able to object to those Settlements. Objecting to a Settlement simply means telling the Court that you do not like something about the Settlement. Objecting does not make you ineligible to receive a payment.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlements and any requests by Class Counsel for fees, costs, expenses, and class representative awards. You may attend and you may ask to speak, but you do not have to do so.

22. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENTS?

The Court will hold a Final Fairness Hearing at 2:00 p.m. on **May 4, 2016**, at the United States Courthouse, 231 W. Lafayette Blvd, Detroit, MI 48226, Room 272. The hearing may be moved to a different date or time without additional notice, so check www.AutoPartsClass.com or call 1-877-940-5043 for current information. At this hearing, the Court will consider whether the Settlements are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel. At or after the hearing, the Court will decide whether to approve the Settlements.

23. DO I HAVE TO ATTEND THE HEARING?

No. Class Counsel will answer any questions the Court may have. But you are welcome to attend at your expense. If you send an objection or comment, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also hire your own lawyer at your own expense to attend on your behalf, but you are not required to do so.

24. MAY I SPEAK AT THE HEARING?

If you send an objection or comment on the Settlements as described in Question 20, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing if you exclude yourself from the Classes.

THE TRIALS

25. WHEN AND WHERE WILL THE TRIALS AGAINST THE NON-SETTLING DEFENDANTS TAKE PLACE?

If the cases are not dismissed or settled, the Plaintiffs will have to prove their claims against the Non-Settling Defendants at trial. Trial dates have not yet been set.

At the trial, a decision will be reached about whether the Plaintiffs or the Non-Settling Defendants are right about the claims in the lawsuits. There is no guarantee that the Plaintiffs will win any money or other benefits for Class members at trial.

26. WHAT ARE THE PLAINTIFFS ASKING FOR FROM THE NON-SETTLING DEFENDANTS?

The class representatives are asking for money for Class members in the District of Columbia and 30 states listed in Question 7 above. The class representatives are also seeking an order to prohibit the Non-Settling Defendants from engaging in the alleged behavior that is the subject of the lawsuits.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

27. WILL I GET MONEY AFTER THE TRIALS?

If the Plaintiffs obtain money or benefits as a result of a trial or settlement, Class members will be notified about how to ask for a share or what their other options are at that time. These things are not known right now.

GET MORE INFORMATION

28. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Settlements. More details are in the Settlement Agreements. You can get copies of the Settlement Agreements and more information about the Settlements at www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163 or call the toll-free number, 1-877-940-5043. You should also register at the website to be directly notified of any future Settlements, the terms of the Plan of Allocation of the Settlement Funds, how to file a claim form, and other information concerning these cases.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Addendum A

Defendant	Case	Class Definition	Part Definition
Nippon Seiki	Instrument Panel Clusters	Nippon Seiki Settlement Agreement ¶ 10	Nippon Seiki Settlement Agreement ¶ 7; Instrument Panel Clusters Second Consolidated Amended Complaint ¶ 2
Panasonic	Switches	Panasonic Settlement Agreement ¶ 11(a)	Panasonic Settlement Agreement ¶ 7; Switches Consolidated Amended Complaint ¶ 3
	Steering Angle Sensors	Panasonic Settlement Agreement ¶ 11(b)	Panasonic Settlement Agreement ¶ 7; Steering Angle Sensors Consolidated Amended Complaint ¶ 3
	HID Ballasts	Panasonic Settlement Agreement ¶ 11(c)	Panasonic Settlement Agreement ¶ 7; HID Ballasts Consolidated Amended Complaint ¶ 3
Lear	Automotive Wire Harness Systems	Lear Settlement Agreement ¶ 1(ff)	Lear Settlement Agreement ¶ 1(b); Wire Harness Corrected Third Amended Consolidated Complaint ¶ 3
KL Sales	Automotive Wire Harness Systems	Lear Settlement Agreement ¶ 1(ff)	Lear Settlement Agreement ¶ 1(b); Wire Harness Corrected Third Amended Consolidated Complaint ¶ 3
Autoliv	Occupant Safety Restraint Systems	Autoliv Settlement Agreement ¶ 10	Autoliv Settlement Agreement ¶ 6; Occupant Safety Systems Consolidated Amended Complaint ¶ 3
Yazaki	Automotive Wire Harness Systems	Yazaki Automotive Wire Harness Systems Settlement Agreement ¶ 10	Yazaki Automotive Wire Harness Systems Settlement Agreement ¶ 7
	Instrument Panel Clusters	Yazaki Instrument Panel Clusters Settlement Agreement ¶ 10	Yazaki Instrument Panel Clusters Settlement Agreement ¶ 7
	Fuel Senders	Yazaki Fuel Senders Settlement Agreement ¶ 10	Yazaki Fuel Senders Settlement Agreement ¶ 7
TRW	Occupant Safety Restraint Systems	TRW Settlement Agreement ¶ 10	TRW Settlement Agreement ¶ 7; Occupant Safety Systems Consolidated Amended Complaint ¶ 3

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Defendant	Case	Class Definition	Part Definition
HIAMS	Alternators	Hitachi Settlement Agreement ¶ 14(a)	Hitachi Settlement Agreement ¶ 8; Alternators Class Action Complaint ¶ 3
	Starters	Hitachi Settlement Agreement ¶ 14(b)	Hitachi Settlement Agreement ¶ 8; Starters Class Action Complaint ¶ 3
	Ignition Coils	Hitachi Settlement Agreement ¶ 14(c)	Hitachi Settlement Agreement ¶ 8; Ignition Coils Class Action Complaint ¶ 3
	Motor Generators	Hitachi Settlement Agreement ¶ 14(d)	Hitachi Settlement Agreement ¶ 8; Motor Generators Class Action Complaint ¶ 3
	Inverters	Hitachi Settlement Agreement ¶ 14(e)	Hitachi Settlement Agreement ¶ 8; Inverters Consolidated Amended Complaint ¶ 3
	Fuel Injection Systems	Hitachi Settlement Agreement ¶ 14(f)	Hitachi Settlement Agreement ¶ 8; Fuel Injection Systems Corrected Consolidated Amended Complaint ¶ 2
	Valve Timing Control Devices	Hitachi Settlement Agreement ¶ 14(g)	Hitachi Settlement Agreement ¶ 8; Valve Timing Control Devices Corrected Consolidated Amended Complaint ¶ 2
	Air Flow Meters	Hitachi Settlement Agreement ¶ 14(h)	Hitachi Settlement Agreement ¶ 8; Air Flow Meters Class Action Complaint ¶ 3
	Electric Throttle Bodies	Hitachi Settlement Agreement ¶ 14(i)	Hitachi Settlement Agreement ¶ 8; Electronic Throttle Bodies Class Action Complaint ¶ 3
T.RAD	Radiators	T.RAD Settlement Agreement ¶ 13(b)	T.RAD Settlement Agreement ¶ 9
	ATF Warmers	T.RAD Settlement Agreement ¶ 13(a)	T.RAD Settlement Agreement ¶ 1
Fujikura	Automotive Wire Harness Systems	Fujikura Settlement Agreement ¶ 11	Fujikura Settlement Agreement ¶ 7
Sumitomo	Automotive Wire Harness Systems	Sumitomo Settlement Agreement ¶ 11(a)	Sumitomo Settlement Agreement ¶ 7; Automotive Wire Harness Systems Fourth Consolidated Amended Complaint ¶ 3
	Heater Control Panels	Sumitomo Settlement Agreement ¶ 11(b)	Sumitomo Settlement Agreement ¶ 7; Heater Control Panel Second Consolidated Amended Complaint ¶ 2

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Bednarz Decl.

EXHIBIT B8

If You Bought or Leased a New Vehicle, or Bought Certain Replacement Parts for a Vehicle in the U.S. Since 1996

You Could Get Money from Settlements Totaling Approximately \$604 Million

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Please read this Notice and the Settlement Agreements available at www.AutoPartsClass.com carefully. Your legal rights may be affected whether you act or don't act. This Notice is a summary, and it is not intended to, and does not, include all of the specific details of each Settlement Agreement. To obtain more specific details concerning the Settlements, please read the Settlement Agreements.
- Separate lawsuits claiming that Defendants in each lawsuit entered into unlawful agreements that artificially raised the prices of certain component parts of qualifying new vehicles (described in Question 8 below) have been settled with 23 Defendants and their affiliates ("Settling Defendants"). In May 2016, settlements with 11 of the Settling Defendants ("Round 1 Settlements"), totaling approximately \$225 million, received final Court approval. Additional settlements totaling \$379,401,268 have now been reached with 12 additional Settling Defendants. Those 12 additional Settling Defendants are called the "Round 2 Settling Defendants," and the settlements with them are called the "Round 2 Settlements." This Notice will give you details of those proposed Round 2 Settlements and your rights in these lawsuits.
- Generally, you are included in the Settlement Classes for the Round 2 Settlements if, at any time between 1996 and 2016, depending upon the component part, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale) or (2) indirectly purchased a qualifying vehicle replacement part (not for resale). Indirectly means you bought the vehicle replacement part from someone other than the manufacturer of the part.
- As more fully described in Question 8 below, the Round 2 Settling Defendants have agreed to pay approximately \$379 million to be made available to Settlement Class members who purchased or leased a qualifying new vehicle or purchased a qualifying vehicle replacement part in the District of Columbia or one or more of the following States: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin.
- The Round 2 Settlements also include provisions requiring the Round 2 Settling Defendants' cooperation in the ongoing litigations. With the exception of Leoni (defined in Question 3), Round 2 Settling Defendants have also agreed not to engage in the specified conduct that is the subject of the lawsuits for a period of two years from the date of entry of the final judgment.

Your Legal Rights And Options		
SUBMIT A CLAIM	The only way to get a payment. You will be able to submit a claim for payment from both of the Round 1 and Round 2 Settlements.	Beginning November 29, 2016
EXCLUDE YOURSELF	You will not be included in the Settlement Classes for the Round 2 Settlement(s) from which you exclude yourself. You will receive no benefits from the Round 2 Settlement(s), but you will keep any rights you currently have to sue these Settling Defendants about the claims in the Settlement Classes from which you exclude yourself.	March 16, 2017
DO NOTHING NOW	You will be included in the Settlement Classes for the Round 2 Settlements and are eligible to file a claim for a payment (if you qualify). You will give up your rights to sue the Round 2 Settling Defendants about the claims in these cases.	
OBJECT TO THE	If you do not exclude yourself, you can write to the Court explaining why you	March 16,

SETTLEMENTS AND PLAN OF ALLOCATION	disagree with the Round 2 Settlement(s) or the Plan of Allocation to distribute the Settlement Funds minus expenses and any court-approved attorneys' fees ("Net Settlement Funds") to Round 1 and Round 2 Settlement Class members.	2017
GO TO THE HEARING	Ask to speak in Court about your opinion of the Round 2 Settlements and/or the Plan of Allocation as it applies to members of the Round 1 and Round 2 Settlement Classes.	April 19, 2017

- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court in charge of these cases still has to decide whether to finally approve the Round 2 Settlements. Payments will only be made (1) if the Court approves the Round 2 Settlements and after any appeals are resolved, and (2) after the Court approves a Plan of Allocation to distribute the Net Settlement Funds to Round 1 and Round 2 Settlement Class members.

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Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

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Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the Round 2 Settlements reached in 26 of the pending cases that are included in this litigation, before the Court decides whether to finally approve these Settlements.

The Court in charge is the United States District Court for the Eastern District of Michigan. This litigation is known as *In re Automotive Parts Antitrust Litigation*, MDL No. 12-2311. The people who sued are called the “Plaintiffs.” The companies they sued are called the “Defendants.”

Previously, you may have received notice about the Round 1 Settlements that were reached with 11 Defendants. Those Round 1 Settlements received final approval from the Court on May 11, 2016.

The Round 2 Settlements have been reached with an additional 12 Defendants, so that is why there is another Notice. This Notice explains the lawsuits, the proposed Round 2 Settlements, and your legal rights, including the ability to file a claim to receive a payment (if eligible).

This Notice is also to inform you that Class Counsel have proposed a Plan of Allocation to distribute the Net Settlement Funds from the Round 1 and Round 2 Settlements to the members of the Settlement Classes. The Plan of Allocation is described generally in Question 13 and is available on the website www.AutoPartsClass.com along with Class Counsel’s motion filed with the Court seeking its approval.

2. WHAT ARE THESE LAWSUITS ABOUT?

The lawsuits claim that the Defendants in each lawsuit agreed to unlawfully raise the price of certain vehicle component parts. As a result, consumers and businesses who purchased or leased qualifying new vehicles (not for resale) containing those parts or who indirectly purchased qualifying replacement parts (not for resale) from the Defendants may have paid more than they should have. Although the Round 2 Settling Defendants have agreed to settle, they do not agree that they engaged in any wrongdoing or are liable or owe any money or benefits to Plaintiffs. The Court has not yet decided who is right.

3. WHO ARE THE ROUND 2 SETTLING DEFENDANTS?

The Round 2 Settling Defendants are:

- Aisin Seiki Co., Ltd. and Aisin Automotive Casting, LLC (together, “Aisin Seiki”),
- DENSO Corporation; DENSO International America, Inc.; DENSO International Korea Corporation, DENSO Korea Automotive Corporation; DENSO Automotive Deutschland GmbH; ASMO Co., Ltd.; ASMO North America, LLC; ASMO Greenville of North Carolina, Inc.; and ASMO Manufacturing, Inc. (collectively, “DENSO”),
- Furukawa Electric Co., Ltd. and American Furukawa, Inc. (together, “Furukawa”),
- G.S. Electech, Inc.; G.S. Wiring Systems Inc.; and G.S.W. Manufacturing, Inc. (collectively, “G.S. Electech”),
- LEONI Wiring Systems, Inc. and Leonische Holding Inc. (together, “LEONI”),

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- Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc. (collectively, “MELCO”),
- NSK Ltd.; NSK Americas, Inc.; NSK Steering Systems Co., Ltd.; and NSK Steering Systems America, Inc. (collectively, “NSK”),
- Omron Automotive Electronics Co. Ltd. (“Omron”),
- Schaeffler Group USA Inc. (“Schaeffler”),
- Sumitomo Riko Co. Ltd. and DTR Industries, Inc. (together, “Sumitomo Riko”),
- Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (together, “Tokai Rika”), and
- Valeo Japan Co., Ltd. on behalf of itself and Valeo Inc.; Valeo Electrical Systems, Inc.; and Valeo Climate Control Corp. (collectively, “VALEO”).

4. HAVE THERE BEEN ANY OTHER SETTLEMENTS RELATED TO THIS LAWSUIT?

Yes. The following companies previously agreed to the Round 1 Settlements in the lawsuits, and the Court has given final approval to these Settlements:

- Autoliv, Inc.; Autoliv ASP, Inc.; Autoliv B.V. & Co. KG; Autoliv Safety Technology, Inc.; and Autoliv Japan Ltd.,
- Fujikura, Ltd. and Fujikura Automotive America LLC,
- Hitachi Automotive Systems, Ltd.,
- Kyungshin-Lear Sales and Engineering, LLC,
- Lear Corporation,
- Nippon Seiki Co., Ltd.; N.S. International, Ltd.; and New Sabina Industries, Inc.,
- Panasonic Corporation and Panasonic Corporation of North America,
- Sumitomo Electric Industries, Ltd.; Sumitomo Wiring Systems, Ltd.; Sumitomo Electric Wiring Systems, Inc. (incorporating K&S Wiring Systems, Inc.); and Sumitomo Wiring Systems (U.S.A.) Inc.,
- T.RAD Co., Ltd. and T.RAD North America, Inc.,
- TRW Deutschland Holding GmbH and TRW Automotive Holdings Corporation (now known as “ZF TRW Automotive Holdings Corp.”), and
- Yazaki Corporation and Yazaki North America, Incorporated.

Fourteen persons claiming to be Settlement Class members objected to the Round 1 Settlements, four of whom ultimately withdrew their objections. The Court overruled the remaining objections. Because certain objectors have appealed the Court’s decision, the Round 1 Settlements are not yet final. More information about these Settlements is available at www.AutoPartsClass.com.

5. WHO ARE THE NON-SETTLING DEFENDANTS?

A list of all of the Defendants and the vehicle component parts they manufactured and sold is available at www.AutoPartsClass.com.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

6. WHAT VEHICLE PARTS ARE INCLUDED?

The Round 2 Settlements generally include the vehicle component parts listed below. The specific definitions of the vehicle component parts are set forth in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are accessible on the website www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

- **Air Conditioning Systems** are systems that cool the interior environment of a vehicle and are part of a vehicle's thermal system. Air Conditioning Systems, whether sold together or separately, include one or more of the following: automotive compressors, condensers, HVAC units (typically consisting of a blower motor, actuators, flaps, evaporator, heater core, and filter embedded in a plastic housing), control panels, sensors, and associated hoses and pipes.
- **Air Fuel Ratio Sensors** are "wideband" oxygen sensors that enable more precise control of the air-to-fuel ratio injected into the engine. Air Fuel Ratio Sensors are a type of Oxygen Sensor.
- **Alternators** are electromechanical devices that generate an electric current while vehicle engines are in operation.
- **Anti-Vibration Rubber Parts** are comprised primarily of rubber and metal and are installed in suspension systems and engine mounts, as well as other parts of a vehicle, to reduce engine and road vibration.
- **Automatic Transmission Fluid Warmers** are automatic transmission fluid warmer or cooler devices located in the engine compartment of a vehicle that moderate the temperature of the automatic transmission fluid.
- **Automotive Bearings** are devices in a vehicle used to position, hold, and guide moving parts, as well as to reduce friction between moving and fixed parts. Automotive Bearings are located throughout a vehicle. Automotive Bearings include the following devices used in vehicles: ball bearings, tapered roller bearings, roller bearings, mounted bearings, and parts and components for ball and roller bearings.
- **Automotive Hoses** are flexible tubes used to convey liquid and air in vehicles. Automotive Hoses include low-pressure rubber hoses used in automobile engine compartments and plastic and resin tubes used in vehicle engine compartments and fuel tank modules.
- **Automotive Wire Harness Systems** are the electrical distribution systems used to direct and control electronic components, wiring, and circuit boards in vehicles. Automotive Wire Harness Systems include the following parts: automotive wire harnesses, automotive electrical wiring, lead wire assemblies, cable bond, automotive wiring connectors, automotive wiring terminals, electronic control units, fuse boxes, relay boxes, junction blocks, power distributors, high voltage wiring, and speed sensor wire assemblies.
- **Ceramic Substrates** are uncoated ceramic monoliths with fine honeycomb structures that, after coating with a mix of metal and other chemicals, are incorporated into automotive catalytic converters.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

- **Electric Powered Steering Assemblies** provide electronic power to assist the driver to more easily steer the vehicle. Electric Powered Steering Assemblies link the steering wheel to the tires. Electric Powered Steering Assemblies include Pinion-Assist Type Electric Powered Steering Assemblies as well as all component parts of the assemblies, including the steering column, intermediate shaft, electronic control unit, and electric power steering motors (but not the steering wheel or tires).
- **Fan Motors** are small electric motors used to turn radiator cooling fans.
- **Fuel Injection Systems** admit fuel or a fuel/air mixture into vehicle engine cylinders. Fuel Injection Systems can also be sold as part of a broader system, such as an engine management system, or as separate components. Fuel Injection Systems include one or more of the following parts: injectors; high pressure pumps; rail assemblies; feed lines; engine electronic control units; fuel pumps and fuel pump modules; manifold absolute pressure sensors; pressure regulators; pulsation dampers; purge control valves; air flow meters; and electronic throttle bodies.
- **Fuel Senders** are devices located inside the fuel tank of vehicles that measure the amount of fuel in the tank.
- **Heater Control Panels** are either mechanical or electrical devices that control the temperature of the interior environment of a vehicle. Heater Control Panels can be either manual (referred to as low-grade) or automatic (referred to as high-grade) and are located in the center console, back seat, or rear cabin of an automobile.
- **High Intensity Discharge Ballasts** are electrical devices that limit the amount of electrical current flowing to a High Intensity Discharge Ballast headlamp.
- **Ignition Coils** release electric energy to ignite the fuel/air mixture in cylinders.
- **Instrument Panel Clusters** are the mounted instruments and gauges housed in front of the driver of a vehicle. Instrument Panel Clusters are also known as meters.
- **Inverters** convert direct current electricity to alternating current electricity.
- **Motor Generators** are electric motors used to power electric drive systems that can also capture and regenerate energy.
- **Oil Coolers** are devices located in the engine compartment of a vehicle that remove surplus heat from the engine oil.
- **Power Window Motors** are small electric motors used to raise and lower vehicle windows.
- **Power Window Switches** are automobile switches that raise or lower a vehicle's electric windows.
- **Radiators** are heat exchangers or other devices that help prevent vehicle engines from overheating or otherwise regulate the temperature of the engine compartment of a vehicle and the

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

fluids passing through it, including all devices physically attached to and sold as part of a radiator.

- **Spark Plugs** are located in the engine and deliver high electric voltage from the ignition system to the combustion chamber of an internal combustion engine.
- **Standard Oxygen Sensors** are located in the exhaust system and measure the amount of oxygen in the exhaust.
- **Starters** are small electronic motors used in starting internal combustion engines.
- **Valve Timing Control Devices** (also called Variable Timing Devices and/or Variable Timing Control Devices), control the timing of engine valve operation and include the Variable Timing Control actuator or solenoid valve. Some valve timing control devices may also contain an oil control valve.
- **Windshield Washer Systems** include one or more of the following: pump, hoses, nozzle, and tank necessary to deliver washer fluid to vehicle windows.
- **Windshield Wiper Systems** include one or more of the following: motor, linkage, arm, and blade necessary to clear water or snow from vehicle windows.

7. WHY ARE THESE CLASS ACTIONS?

In class actions, one or more individuals or companies called the “class representatives” sue on behalf of themselves and other people with similar claims in the specific class action. All of these individuals or companies together are the “Class” or “Class members.” In these Class actions, there are a total of fifty-five Class representatives. In a class action, one court may resolve the issues for all Class members, except for those who exclude themselves from the Class.

WHO IS INCLUDED IN THE CLASSES

8. HOW DO I KNOW IF I MAY BE INCLUDED IN THE ROUND 2 SETTLEMENT CLASSES?

Generally, you may be included in one or more of the Round 2 Settlement Classes if, at any time from 1996 to 2016, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale), or (2) paid to replace one or more of the qualifying vehicle parts listed in Question 6 above (not for resale). In general, qualifying vehicles include four-wheeled passenger automobiles, cars, light trucks, pickup trucks, crossovers, vans, mini-vans, and sport utility vehicles.

The specific definition of the vehicles, as well as the definition of who is included in the Round 2 Settlement Classes, is set forth in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are accessible on the website www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

You will also be able to obtain additional information to learn whether you are a member of one or more of the Round 1 and Round 2 Settlement Classes by visiting the website www.AutoPartsClass.com and

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

providing details regarding your purchase or lease of a new vehicle or your purchase of a replacement part or by calling 1-877-940-5043.

A separate Settlement Class has been preliminarily approved by the Court in each of the following cases settled by the Round 2 Settling Defendants and their affiliates. The time period covered by the Round 2 Settlements for each of the Settlement Classes is provided below:

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Aisin Seiki	January 1, 2000	August 25, 2016	Valve Timing Control Devices
DENSO	January 1, 1998	July 14, 2016	<ul style="list-style-type: none"> • Wire Harness • Instrument Panel Clusters • Fuel Senders • Heater Control Panels • Alternators • Windshield Wipers • Radiators • Starters • Ignition Coils • Motor Generator • HID Ballasts • Inverters • Fan Motors • Fuel Injection Systems • Power Window Motors • Automatic Transmission Fluid Warmers • Valve Timing Control Devices • Air Conditioning Systems • Windshield Washer Systems • Spark Plugs • Ceramic Substrates
Furukawa	January 1, 1998	August 5, 2016	Wire Harness
G.S. Electech	January 1, 1999	August 29, 2016	Wire Harness
LEONI	January 1, 1999	June 28, 2016	Wire Harness
MELCO	July 1, 1998	March 30, 2016	<ul style="list-style-type: none"> • Wire Harness • Alternators • Starters • Ignition Coils • Fuel Injection Systems • Valve Timing Control Devices

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
			<ul style="list-style-type: none"> HID Ballasts Electronic Powered Steering Assemblies
NSK	January 1, 2000	July 21, 2016	Bearings
	January 1, 2005	July 21, 2016	Electronic Powered Steering Assemblies
Omron	January 1, 2003	August 10, 2016	Power Window Switches
Schaeffler	January 1, 2000	August 10, 2016	Bearings
Sumitomo Riko	March 1, 1996	July 30, 2016	Anti-Vibration Rubber Parts
	May 1, 2003	July 30, 2016	Automotive Hoses
Tokai Rika	January 1, 1999	August 2, 2016	Wire Harness
Valeo	May 1, 1999	July 26, 2016	Air Conditioning Systems

Payments to Settlement Class members will only be made: (1) if the Court approves the Round 2 Settlements and after any appeals from such approval are resolved; and (2) in accordance with the Plan of Allocation to distribute the Net Settlement Funds (*see* Question 14).

These cases are proceeding as class actions seeking monetary recovery for consumers and businesses in 30 states and the District of Columbia, and for nationwide injunctive relief to stop the Defendants' alleged illegal behavior and prevent this behavior from happening in the future (*see* Question 15).

Purchasers or lessees of qualifying new vehicles or indirect purchasers of any of the replacement parts listed in Question 6 may be members of the Settlement Classes entitled to monetary recovery. Only those Settlement Class Members who, during the relevant time periods listed above, purchased or leased a vehicle or purchased a replacement part while (1) residing or (2) as to businesses, having the principal place of business located, in the District of Columbia or the states listed below will be entitled to share in the monetary recovery. Those states are: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. You may have seen a prior notice that indicated that members of the Settlement Classes may be entitled to monetary recovery if the purchase or lease transaction occurred in the District of Columbia or one of the listed states. Please note that the prior information as to the place of the purchase or lease transaction is replaced by this notice.

9. WHO IS NOT INCLUDED IN THE SETTLEMENT CLASSES?

The Settlement Classes do not include:

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

- Any of the Defendants, their parent companies, subsidiaries, and affiliates;
- Any co-conspirators;
- Federal government entities and instrumentalities;
- States and their political subdivisions, agencies, and instrumentalities; and
- All persons who purchased their vehicle parts directly from the Defendants or for resale.

10. WHY ARE THE LAWSUITS CONTINUING IF THERE ARE SETTLEMENTS?

The Round 2 Settlements have been reached with the Round 2 Settling Defendants (listed in Question 3) as specified in the individual Settlement Agreements. The lawsuits will continue against all of the remaining Defendants who have not settled (“Non-Settling Defendants”).

Additional money may become available in the future as a result of a trial or future Settlements. Alternatively, the litigation may be resolved in favor of the Non-Settling Defendants, and no additional money may become available. There is no guarantee as to what will happen.

Please visit the website, www.AutoPartsClass.com, and register to be notified about any future Settlements or to file a claim.

THE ROUND 2 SETTLEMENTS’ BENEFITS

11. WHAT DO THE ROUND 2 SETTLEMENTS PROVIDE?

The Round 2 Settlements totaling \$379,401,268 are now being presented to the Court for approval. The Court has already approved the Round 1 Settlements, totaling \$224,668,350 in 19 cases. Together, the Round 1 and Round 2 Settlement Funds total approximately \$604 million. After deduction of attorneys’ fees, notice and claims administration costs, and litigation expenses, as approved by the Court, the Net Settlement Funds will be available for distribution to Class members who timely file valid claims.

The Round 2 Settlements also include non-monetary relief (*see* Question 15), including cooperation, as well as, with the exception of Leoni, agreements by these Settling Defendants not to engage in the conduct that is the subject of the lawsuits, as more fully described in the proposed Final Judgments located on the Settlement website www.AutoPartsClass.com.

The Settlement Funds are allocated to the relevant vehicle component cases as follows:

Auto Parts Round 2 Settlements and Settlement Funds		
Automotive Parts Case	Round 2 Settling Defendant	Settlement Fund
Air Conditioning Systems	DENSO	\$21,836,133
	Valeo	\$6,650,000
Alternators	DENSO	\$50,449,261
	MELCO	\$17,129,946.08

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Auto Parts Round 2 Settlements and Settlement Funds		
Automotive Parts Case	Round 2 Settling Defendant	Settlement Fund
Anti-Vibrational Rubber Parts	Sumitomo Riko	\$10,283,916.10
Automatic Transmission Fluid Warmers	DENSO	\$1,662,943
Automotive Hoses	Sumitomo Riko	\$1,116,083.90
Bearings	NSK	\$22,420,000
	Schaeffler	\$7,600,000
Ceramic Substrates	DENSO	\$1,531,138
Electronic Powered Steering Assemblies	MELCO	\$3,211,463.34
	NSK	\$3,800,000
Fan Motors	DENSO	\$142,120
Fuel Injection Systems	DENSO	\$19,392,650
	MELCO	\$3,211,463.34
Fuel Senders	DENSO	\$187,823
Heater Control Panels	DENSO	\$14,676,679
HID Ballasts	DENSO	\$1,424,803
	MELCO	\$3,211,463.34
Ignition Coils	DENSO	\$16,746,824
	MELCO	\$14,567,197.98
Instrument Panel Clusters	DENSO	\$7,525,762
Inverters	DENSO	\$142,120
Motor Generator	DENSO	\$142,120
Power Window Motors	DENSO	\$142,120
Power Window Switches	Omron	\$3,040,000
Radiators	DENSO	\$15,760,989
Spark Plugs	DENSO	\$9,760,366
Starters	DENSO	\$9,709,228
	MELCO	\$16,474,807.24
Valve Timing Control Devices	DENSO	\$4,362,039

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Auto Parts Round 2 Settlements and Settlement Funds		
Automotive Parts Case	Round 2 Settling Defendant	Settlement Fund
	Aisin Seiki	\$18,620,000
	MELCO	\$3,211,463.34
Windshield Washer Systems	DENSO	\$362,978
Windshield Wipers	DENSO	\$3,310,103
Wire Harness	DENSO	\$14,531,801
	LEONI	\$1,482,000
	Tokai Rika	\$760,000
	G.S. Electech	\$3,040,000
	Furukawa	\$42,560,000
Wire Harness (Continued)	MELCO	\$3,211,463.34
Total		\$379,401,268

Any interest earned will be added to each of the Settlement Funds. More details about the Round 2 Settlements are provided in the Round 2 Settlement Agreements, available at www.AutoPartsClass.com.

HOW TO GET BENEFITS

12. HOW DO I SUBMIT A CLAIM?

You may be entitled to a portion of the Settlement Funds when a distribution is made to Class members of the Settlement Classes. If you excluded or exclude yourself from any of the Settlement Classes in the Round 1 or Round 2 Settlements, you will not receive a payment from those funds.

However, you will be required to submit a Claim Form to be eligible to receive a payment from any of the Settlement Funds. No deadline has yet been set by the Court for the submission of the Claim Form, but you can file your claim now. Claims may be submitted online at www.AutoPartsClass.com or by printing and mailing your completed form to:

Auto Parts Claims Administrator
P.O. Box 10163
Dublin, OH 43017-3163

You may also call 1-877-940-5043, write the Claims Administrator at the address above, or visit www.AutoPartsClass.com to obtain a Claim Form.

If you submit a Claim Form or register at the Settlement website, you will receive future notifications containing additional important information, including information about any future Settlements.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

13. HOW MUCH MONEY CAN I GET?

The amount of your recovery will be determined by the Plan of Allocation, the terms of which are posted on the website www.AutoPartsClass.com.

Class Counsel has proposed a Plan of Allocation to distribute the Net Settlement Funds from the Round 1 and Round 2 Settlements to the members of the Settlement Classes. If the Court approves the Plan of Allocation, payment will be made on a *pro rata* basis to Settlement Class members who submit claims that are allowed by the Court, which will be based on a ratio consisting of the claimant's total number of vehicles purchased or leased or replacement parts purchased, and the total number of vehicles purchased or leased and replacement parts purchased by other claimants. Claims based on vehicles containing automotive parts that were specifically targeted by Defendants' alleged collusive conduct receive more money. The amount of money Class members are eligible to receive is based on information obtained by Class Counsel during discovery as well as the cooperation provided by the Round 1 and 2 Settling Defendants.

At this time, it is unknown how much each Settlement Class member who submits a valid claim will receive. Payments will be based on a number of factors, including at least the number of valid claims filed by all Settlement Class members and the number of (1) qualifying new vehicles purchased or leased or (2) qualifying replacement parts purchased. It is possible that any money remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Settling Defendants after the Court finally approves the Round 2 Settlements.

In order to receive a payment from any of the Settlements (Round 1 and Round 2), you will need to file a valid Claim Form. If you want to be kept updated about any future settlements, you should register at www.AutoPartsClass.com or file a Claim Form.

14. WHEN WILL I GET A PAYMENT?

Payments may be distributed to Settlement Class members after the Court grants final approval to the Round 2 Settlements and any appeals from such approvals are resolved. Appeals can take several years to conclude.

15. WHAT IS THE NON-MONETARY RELIEF?

With the exception of Leoni, the Round 2 Settling Defendants have agreed not to engage in certain specified conduct that would violate the antitrust laws that are at issue in these lawsuits for a period of two years. Additionally, all of these Settling Defendants will cooperate with the Plaintiffs in their ongoing litigation against the Non-Settling Defendants.

REMAINING IN THE CLASSES

16. WHAT HAPPENS IF I REMAIN IN THE SETTLEMENT CLASSES?

If the Round 2 Settlements become final, you will give up your right to sue these Settling Defendants on your own for the claims described in the Settlement Agreements unless you exclude yourself from one or

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

more of the Settlement Classes. You also will be bound by any decisions by the Court relating to any Round 2 Settlements from which you do not exclude yourself.

In return for paying the Settlement amounts and providing the non-monetary benefits, the Round 2 Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the Settlement Agreements. The Round 2 Settlement Agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves these Settlements. If you have any questions, you can talk to Class Counsel listed in Question 20 for free, or you can, of course, talk to your own lawyer (at your own expense) if you have questions about what this means. The Round 2 Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASSES

17. HOW DO I GET OUT OF THE SETTLEMENT CLASSES?

To exclude yourself from one or more of the Settlement Classes, you must send a letter by mail stating that you want to be excluded from *In re Automotive Parts Antitrust Litigation*, MDL No. 12-2311, and specifying which Settlement Class or Classes (including the specific automotive part case) you wish to be excluded from. If you did not timely request to be excluded from the Round 1 Settlements, you may not do so at this time. You may only request to be excluded from the Settlement Classes for the Round 2 Settlements.

Your letter must also include:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new eligible vehicle and/or purchase of the applicable replacement part. Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the make and model year of the new vehicle, and (c) the state where the new vehicle was purchased or leased. Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, and (c) the state where the replacement part was purchased; and
- Your signature.

If you are seeking to exclude yourself from one or more of the Round 2 Settlement Classes, you are also requested (but not required) to state in your letter the number of new vehicles you purchased from March 1, 1996 to August 29, 2016.

Any request for exclusion must be received no later than **March 16, 2017**, and mailed to:

Automotive Parts Indirect Exclusions
P.O. Box 10163
Dublin, OH 43017-3163

18. IF I DON'T EXCLUDE MYSELF, CAN I SUE FOR THE SAME THING LATER?

No. Unless you exclude yourself, you give up any right to sue the Round 2 Settling Defendants for the claims being released in this litigation.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

19. IF I EXCLUDE MYSELF, CAN I STILL GET MONEY BENEFITS?

No. If you exclude yourself from the Settlement Class(es) in any of the Round 2 Settlements, you will not get any money as a result of the Settlement in that case. However, you may exclude yourself from one or more of the Settlement Classes for any of the Round 2 Settlements, but remain in the Settlement Classes for other Round 2 Settlements. In that case, you may receive money from the Round 2 Settlements for the Settlement Classes in which you remain a Class member.

THE LAWYERS REPRESENTING YOU

20. DO I HAVE A LAWYER REPRESENTING ME?

The Court has appointed the following law firms as Settlement Class Counsel to represent you and all other members of the Classes:

Steven Williams Cotchett, Pitre, & McCarthy LLP San Francisco Airport Office Center 840 Malcolm Road, Suite 200 Burlingame, CA 94010	Hollis Salzman Robins Kaplan LLP 601 Lexington Avenue Suite 3400 New York, NY 10022	Marc M. Seltzer Susman Godfrey L.L.P. 1901 Avenue of the Stars Suite 950 Los Angeles, CA 90067
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You will not be charged for contacting these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

21. HOW WILL THE LAWYERS BE PAID?

At the upcoming final fairness hearing, Class Counsel may ask the Court (a) to reimburse them for certain costs and expenses, and (b) for attorneys' fees based on their services in this litigation, not to exceed 27.5% of the approximately \$379 million in additional Settlement Funds resulting from the Round 2 Settlements after deducting reimbursable costs and expenses. Any payment to the attorneys will be subject to Court approval, and the Court may award less than the requested amount. The attorneys' fees, costs, and expenses that the Court orders, plus the costs to administer the Round 2 Settlements, will come out of the Settlement Funds. Class Counsel may seek additional attorneys' fees, costs, and expenses from any additional Settlements or recoveries obtained in the future.

When Class Counsel's motion for fees, costs and expenses is filed, it will be available at www.AutoPartsClass.com. The motion will be posted on the website at least 45 days before the Court holds a hearing to consider the request, and you will have an opportunity to comment on the motion (see Question 22).

Register at the website or call 1-877-940-5043 to receive notice when the motion is filed.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

OBJECTING TO THE ROUND 2 SETTLEMENTS

22. HOW DO I OBJECT TO OR COMMENT ON THE ROUND 2 SETTLEMENTS AND/OR THE PLAN OF ALLOCATION?

If you have objections to or comments about any aspect of one or more of the Round 2 Settlements or the Plan of Allocation as it applies to members of the Round 1 and Round 2 Settlement Classes, you may express your views to the Court. You can only object to or comment on one or more of the Round 2 Settlements or the Plan of Allocation if you do not exclude yourself from the applicable Settlement Class or Classes.

To object to or comment on a Round 2 Settlement, you must specify which Settlement (including the specific vehicle part) you are objecting to and include the following in your objection letter:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new eligible vehicle and/or purchase of the applicable replacement part. Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the make and model year of the new vehicle, and (c) the state where the new vehicle was purchased or leased. Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, and (c) the state where the replacement part was purchased;
- The name of the Settling Defendant whose Settlement you are objecting to or commenting on;
- The vehicle part case that is the subject of your objection(s) or comments;
- The reasons you object to the Settlement or the Plan of Allocation, along with any supporting materials; and
- Your signature.

Any comment or objection must be received no later than **March 16, 2017**, and mailed to:

Court	Notice Administrator
U.S. District Court for the Eastern District of Michigan Clerk's Office Theodore Levin U.S. Courthouse 231 W. Lafayette Blvd., Room 564 Detroit, MI 48226	Auto Parts Settlements Objections P.O. Box 10163 Dublin, OH 43017-3163

23. WHAT IS THE DIFFERENCE BETWEEN EXCLUDING MYSELF FROM THE SETTLEMENT CLASSES AND OBJECTING TO THE ROUND 2 SETTLEMENTS?

If you exclude yourself from one or more of the Round 2 Settlement Classes, you are telling the Court that you do not want to participate in the Round 2 Settlement(s) from which you exclude yourself. Therefore, you will not be eligible to receive any benefits from those Round 2 Settlement(s), and you will not be able to object to them. Objecting to a Round 2 Settlement simply means telling the Court that you do not like something about the Settlement. Objecting does not make you ineligible to receive a payment.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Round 2 Settlements and any requests by Settlement Class Counsel for fees, costs, expenses, and class representative awards. The Court may also decide whether to approve the Plan of Allocation for the distribution of the Net Settlement Funds in the Round 1 and Round 2 Settlements. You may attend and you may ask to speak, but you do not have to do so.

24. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE ROUND 2 SETTLEMENTS?

The Court will hold a Final Fairness Hearing at X:XX p.m. on **April 19, 2017**, at the United States Courthouse, 231 W. Lafayette Blvd, Detroit, MI 48226, Room 272. The hearing may be moved to a different date or time without additional notice, so check www.AutoPartsClass.com or call 1-877-940-5043 for current information. At this hearing, the Court will consider whether the Round 2 Settlements are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Settlement Class Counsel. At or after the hearing, the Court will decide whether to approve the Round 2 Settlements.

The Plan of Allocation may also be considered at the Final Approval Hearing, along with the fairness of the Round 2 Settlements, and any application for attorneys' fees, and reimbursement of expenses. The Plan of Allocation may also be considered at later hearings before the Court, and notice of such hearings will be provided on the website www.AutoPartsClass.com.

25. DO I HAVE TO ATTEND THE HEARING?

No. Class Counsel will answer any questions the Court may have. But you are welcome to attend at your expense. If you send an objection or comment, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also hire your own lawyer at your own expense to attend on your behalf, but you are not required to do so.

26. MAY I SPEAK AT THE HEARING?

If you send an objection or comment on the Round 2 Settlements as described in Question 22, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing about a Round 2 Settlement if you exclude yourself from that specific Settlement Class.

THE TRIALS

27. WHEN AND WHERE WILL THE TRIALS AGAINST THE NON-SETTLING DEFENDANTS TAKE PLACE?

If the cases are not dismissed or settled, the Plaintiffs will have to prove their claims against the Non-Settling Defendants at trial. Trial dates have not yet been set.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

At the trial, a decision will be reached about whether the Plaintiffs or the Non-Settling Defendants are right about the claims in the lawsuits. There is no guarantee that the Plaintiffs will win any money or other benefits for Class members at trial.

28. WHAT ARE THE PLAINTIFFS ASKING FOR FROM THE NON-SETTLING DEFENDANTS?

The Class representatives are asking for money for Settlement Class members in the District of Columbia and 30 states listed in Question 8 above. The Class representatives are also seeking a nationwide court order to prohibit the Non-Settling Defendants from engaging in the alleged behavior that is the subject of the lawsuits.

29. WILL I GET MONEY AFTER THE TRIALS?

If the Plaintiffs obtain money or benefits as a result of a trial or Settlement with any of the Non-Settling Defendants, Settlement Class members will be notified about how to ask for a share or what their other options are at that time. These things are not known right now.

GET MORE INFORMATION

30. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Round 2 Settlements. More details are in the Round 2 Settlement Agreements. You can get copies of the Settlement Agreements and more information about all of the Settlements at www.AutoPartsClass.com. In addition, the full Plan of Allocation is available on the website, www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163 or call the toll-free number, 1-877-940-5043. You should also register at the website to be directly notified of any future settlements, the terms of the Plan of Allocation, how to file a Claim Form, and other information concerning these cases.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Bednarz Decl.

EXHIBIT B9

If You Bought or Leased a New Vehicle or Bought Certain Replacement Parts for a Vehicle in the U.S. Since 1995

You Could Get Money From Settlements Totaling Approximately \$1.04 Billion

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Please read this Notice and the Settlement Agreements available at www.AutoPartsClass.com carefully. Your legal rights may be affected whether you act or don't act. This Notice is a summary, and it is not intended to, and does not, include all the specific details of each Settlement Agreement. To obtain more specific details concerning the Settlements, please read the Settlement Agreements.
- Separate lawsuits claiming that Defendants in each lawsuit entered into unlawful agreements that artificially raised the prices of certain component parts of qualifying new vehicles (described in Question 8 below) have been settled with 56 Defendants and their affiliates ("Settling Defendants"). Previously, settlements with 23 of the Settling Defendants ("Round 1 Settlements" totaling approximately \$225 million and "Round 2 Settlements" totaling approximately \$379 million) received final Court approval. Now, additional settlements totaling approximately \$432,823,040 have been reached with 33 Settling Defendants. These Settling Defendants are called the "Round 3 Settling Defendants," and the settlements with them are called the "Round 3 Settlements." This Notice will give you details of those proposed Round 3 Settlements and your rights in these lawsuits.
- Generally, you are included in the Settlement Classes for the Round 3 Settlements if, at any time between 1995 and 2018, depending upon the component part, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale) or (2) indirectly purchased a qualifying vehicle replacement part (not for resale). Indirectly means you bought the vehicle replacement part from someone other than the manufacturer of the part. To find out if your vehicle qualifies, go to www.AutoPartsClass.com.
- As more fully described in Question 8 below, the Round 3 Settling Defendants have agreed to pay approximately \$432,823,040 to be made available to members of the Settlement Classes who purchased or leased a qualifying new vehicle or purchased a qualifying vehicle replacement part in the District of Columbia or one or more of the following States: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin.
- The Round 3 Settlements also include provisions requiring the Round 3 Settling Defendants' cooperation in the ongoing litigations. With the exception of Eberspächer, Hitachi Metals, MAHLE Behr, NGK Spark Plugs, and NTN (defined in Question 3), Round 3 Settling Defendants have also agreed not to engage in the specified conduct that is the subject of the lawsuits for a period of two years from the date of entry of the final judgment.

Your Legal Rights and Options		
SUBMIT A CLAIM	The only way to get a payment. You will be able to submit a claim for payment from the Settlements in Rounds 1 through 3 (as applicable). If you already filed a claim in the Round 1 and 2 Settlements, you do not need to submit another claim for those vehicles or replacement parts.	Began November 29, 2016
EXCLUDE YOURSELF	You will not be included in the Settlement Classes for the Round 3 Settlements from which you exclude yourself. You will receive no benefits from those Round 3 Settlements, but you will keep any rights you currently have to sue these Settling Defendants about the claims in the Settlement Classes from which you exclude yourself.	July 13, 2018
DO NOTHING NOW	You will be included in the Settlement Classes for the Round 3 Settlements and are eligible to file a claim for a payment (if you qualify). You will give up your rights to sue the Round 3 Settling Defendants about the claims in these cases.	
OBJECT TO THE SETTLEMENTS AND PLAN OF ALLOCATION	If you do not exclude yourself, you can write to the Court explaining why you disagree with any of the Round 3 Settlements or the Plan of Allocation.	July 13, 2018

GO TO THE HEARING	If you submit a written objection, you may ask to speak in Court about your opinion of the Round 3 Settlements.	August 1, 2018, at 10:00 a.m.
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- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court in charge of these cases still has to decide whether to finally approve the Round 3 Settlements. Payments will only be made if the Court approves the Round 3 Settlements and the Plan of Allocation, and after any appeals are resolved.

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BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the Round 3 Settlements reached in some of the pending cases that are included in this litigation, before the Court decides whether to finally approve these Settlements.

The Court in charge is the United States District Court for the Eastern District of Michigan. This litigation is known as *In re: Automotive Parts Antitrust Litigation*. Within this litigation there are several different lawsuits. The people who sued are called the “Plaintiffs.” The companies they sued are called the “Defendants.”

Previously, you may have received notice about the Round 1 Settlements and Round 2 Settlements that were reached with 11 and 12 Defendants, respectively. The Round 1 Settlements received final approval from the Court on May 11, 2016. The Round 2 Settlements received final approval from the Court on July 10, 2017.

Round 3 Settlements have been reached with 33 Defendants, so that is why there is another Notice. This Notice explains the lawsuits, proposed Round 3 Settlements, Plan of Allocation, and your legal rights, including the ability to file a claim to receive a payment (if eligible).

2. WHAT ARE THESE LAWSUITS ABOUT?

Each lawsuit claims that the Defendants in that lawsuit agreed to unlawfully raise the price of a certain kind of vehicle component part. (For example, one lawsuit is called *In re: Radiators*, and the affected product is radiators.) As a result of the alleged agreements by Defendants, consumers and businesses who purchased or leased qualifying new vehicles (not for resale) containing those parts or who indirectly purchased qualifying replacement parts (not for resale) from the Defendants may have paid more than they should have. Although the Round 3 Settling Defendants have agreed to settle, they do not agree that they engaged in any wrongdoing or are liable or owe any money or benefits to Plaintiffs. The Court has not yet decided who is right.

3. WHO ARE THE ROUND 3 SETTLING DEFENDANTS?

The Round 3 Settling Defendants are:

1. Aisan Industry Co., Ltd.; Franklin Precision Industry, Inc.; Aisan Corporation of America; and Hyundam Industrial Co., Ltd. (collectively, “Aisan”),
2. ALPHA Corporation and Alpha Technology Corporation (collectively, “ALPHA”),
3. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc. (collectively, “Alps”),
4. Robert Bosch GmbH and Robert Bosch LLC (collectively, “Bosch”),
5. Bridgestone Corporation and Bridgestone APM Company (collectively, “Bridgestone”),
6. Calsonic Kansei Corporation and Calsonic Kansei North America, Inc. (collectively, “Calsonic”),
7. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation (collectively, “Chiyoda”),
8. Continental Automotive Electronics LLC; Continental Automotive Korea Ltd; and Continental Automotive Systems, Inc. (collectively, “Continental”),
9. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation (collectively, “Diamond Electric”),
10. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc. (collectively, “Eberspächer”),
11. Faurecia Abgastechnik GmbH; Faurecia Systèmes d’Échappement; Faurecia Emissions Control Technologies, USA, LLC; and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. (collectively, “Faurecia”),
12. Hitachi Automotive Systems, Ltd. (“HIAMS”),
13. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd. (collectively, “Hitachi Metals”),
14. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc. (collectively, “INOAC”),
15. JTEKT Corporation; JTEKT Automotive North America, Inc.; and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) (collectively, “JTEKT”),
16. Kiekert AG and Kiekert U.S.A., Inc. (collectively, “Kiekert”),
17. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. (collectively, “KOITO”),
18. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. (collectively, “MAHLE Behr”),

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19. MITSUBA Corporation and American Mitsuba Corporation (collectively, “MITSUBA”),
20. Nachi-Fujikoshi Corp. and Nachi America Inc. (collectively, “Nachi”),
21. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc. (collectively, “NGK Insulators”),
22. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. (collectively, “NGK Spark Plugs”),
23. Nishikawa Rubber Company, Ltd. (“Nishikawa”),
24. NTN Corporation and NTN USA Corporation (collectively, “NTN”),
25. Sanden Automotive Components Corporation; Sanden Automotive Climate Systems Corporation; and Sanden International (U.S.A.) Inc. (collectively, “Sanden”),
26. SKF USA Inc. (“SKF”),
27. Stanley Electric Co., Ltd.; Stanley Electric U.S. Co., Inc.; and II Stanley Co., Inc. (collectively, “Stanley”);
28. Tenneco Inc.; Tenneco GmbH; and Tenneco Automotive Operating Co., Inc. (collectively, “Tenneco”),
29. Toyo Tire & Rubber Co. Ltd.; Toyo Tire North America OE Sales LLC; and Toyo Automotive Parts (U.S.A.), Inc. (collectively, “Toyo”),
30. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation (collectively, “Usui”),
31. Valeo S.A. (“Valeo”),
32. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. (collectively, “Yamada”), and
33. Yamashita Rubber Co., Ltd. and YUSA Corporation (collectively, “YAMASHITA”).

4. HAVE THERE BEEN ANY OTHER SETTLEMENTS RELATED TO THIS LAWSUIT?

Yes. The following companies previously agreed to the Round 1 Settlements in the lawsuits:

1. Autoliv, Inc.; Autoliv ASP, Inc.; Autoliv B.V. & Co. KG; Autoliv Safety Technology, Inc.; and Autoliv Japan Ltd.,
2. Fujikura, Ltd. and Fujikura Automotive America LLC,
3. Hitachi Automotive Systems, Ltd.,¹
4. Kyungshin-Lear Sales and Engineering, LLC,
5. Lear Corporation,
6. Nippon Seiki Co., Ltd.; N.S. International, Ltd.; and New Sabina Industries, Inc.,
7. Panasonic Corporation and Panasonic Corporation of North America,
8. Sumitomo Electric Industries, Ltd.; Sumitomo Wiring Systems, Ltd.; Sumitomo Electric Wiring Systems, Inc. (incorporating K&S Wiring Systems, Inc.); and Sumitomo Wiring Systems (U.S.A.) Inc.,
9. T.RAD Co., Ltd. and T.RAD North America, Inc.,
10. TRW Deutschland Holding GmbH and TRW Automotive Holdings Corporation (now known as “ZF TRW Automotive Holdings Corp.”), and
11. Yazaki Corporation and Yazaki North America, Incorporated.

The following companies previously agreed to the Round 2 Settlements in the lawsuits:

1. Aisin Seiki Co., Ltd. and Aisin Automotive Casting, LLC (together, “Aisin Seiki”),
2. DENSO Corporation; DENSO International America, Inc.; DENSO International Korea Corporation; DENSO Korea Automotive Corporation; DENSO Automotive Deutschland GmbH; ASMO Co., Ltd.; ASMO North America, LLC; ASMO Greenville of North Carolina, Inc.; and ASMO Manufacturing, Inc. (collectively, “DENSO”),
3. Furukawa Electric Co., Ltd. and American Furukawa, Inc. (together, “Furukawa”),
4. G.S. Electech, Inc.; G.S. Wiring Systems Inc.; and G.S.W. Manufacturing, Inc. (collectively, “G.S. Electech”),
5. LEONI Wiring Systems, Inc. and Leonische Holding Inc. (together, “LEONI”),
6. Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc. (collectively, “MELCO”),
7. NSK Ltd.; NSK Americas, Inc.; NSK Steering Systems Co., Ltd.; and NSK Steering Systems America, Inc. (collectively, “NSK”),
8. Omron Automotive Electronics Co. Ltd. (“Omron”),

¹ Previously, HIAMS settled lawsuits related to Alternators, Starters, Ignition Coils, Motor Generators, Inverters, Air Flow Meters, Fuel Injection Systems, Valve Timing Control Devices, and Electronic Throttle Bodies.

9. Schaeffler Group USA Inc. (“Schaeffler”),
10. Sumitomo Riko Co. Ltd. and DTR Industries, Inc. (together, “Sumitomo Riko”),
11. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (together, “Tokai Rika”), and
12. Valeo Japan Co., Ltd. on behalf of itself and Valeo Inc.; Valeo Electrical Systems, Inc.; and Valeo Climate Control Corp.

The Court has given final approval to the Round 1 Settlements. *See* Order Granting Final Approval (June 20, 2016) (available on the website, www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court has also given final approval to the Round 2 Settlements after overruling objections from several persons claiming to be members of the Settlement Classes. *See* Order Granting Final Approval to the Round 2 Settlements (July 10, 2017) (available on the website, www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section). The Court also struck certain objections because they were not timely filed. *Id.* at 13-14. Two of those objectors have appealed, and their appeal is pending before the Sixth Circuit Court of Appeals.

More information about these Settlements is available at www.AutoPartsClass.com.

5. WHO ARE THE NON-SETTLING DEFENDANTS?

A list of all of the Defendants and the vehicle component parts they manufactured and sold is available at www.AutoPartsClass.com.

6. WHAT VEHICLE PARTS ARE INCLUDED?

The Round 3 Settlements generally include the vehicle component parts listed below. The specific definitions of the vehicle component parts are available in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are accessible on the website www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

- **Access Mechanisms** are door and trunk handles, door keys and door locks, electrical steering column locks, and mechanical steering column locks.
- **Air Conditioning Systems** are systems that cool the interior environment of a vehicle and are part of a vehicle’s thermal system. Air Conditioning Systems, whether sold together or separately, include one or more of the following: automotive compressors, condensers, HVAC units (typically consisting of a blower motor, actuators, flaps, evaporator, heater core, and filter embedded in a plastic housing), control panels, sensors, and associated hoses and pipes.
- **Anti-Vibrational Rubber Parts** are comprised primarily of rubber and metal and are installed in suspension systems and engine mounts, as well as other parts of a vehicle, to reduce engine and road vibration.
- **Automatic Transmission Fluid Warmers** are devices located in the engine compartment of a vehicle that warm the automatic transmission fluid.
- **Automotive Bearings** are devices in a vehicle used to position, hold, and guide moving parts, as well as to reduce friction between moving and fixed parts. Automotive Bearings are located throughout a vehicle. Automotive Bearings include the following devices used in vehicles: ball bearings, tapered roller bearings, roller bearings, mounted bearings, and parts and components for ball and roller bearings.
- **Automotive Brake Hoses** are flexible hoses that carry brake fluid through the hydraulic brake system of an automobile.
- **Automotive Hoses** are flexible tubes used to convey liquid and air in vehicles. Automotive Hoses include low-pressure rubber hoses used in automobile engine compartments and plastic and resin tubes used in vehicle engine compartments and fuel tank modules.
- **Automotive Constant-Velocity-Joint Boot Products** are composed of rubber or plastic, and are used to cover the constant-velocity-joints of an automobile to protect the joints from contaminants.

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- **Automotive Lamps** include headlamps and rear combination lamps installed by automobile original equipment manufacturers. A headlamp is an Automotive Lamp installed in the front of an automobile, which consists of lights such as headlights, a clearance lamp, and turn signals. A rear combination lamp is an Automotive Lamp installed in the rear of an automobile, which consists of lights such as a backup lamp, stop lamp, tail lights, and turn signals.
- **Automotive Steel Tubes** are used in fuel distribution, braking, and other automotive systems. Automotive Steel Tubes are sometimes divided into two categories: chassis tubes and engine parts. Chassis tubes, such as brake and fuel tubes, tend to be located in the body of a vehicle. Engine parts, such as fuel injection rails, oil level tubes, and oil strainer tubes, are associated with the function of a vehicle's engine.
- **Automotive Wire Harness Systems** are the electrical distribution systems used to direct and control electronic components, wiring, and circuit boards in vehicles. Automotive Wire Harness Systems include the following parts: automotive wire harnesses, automotive electrical wiring, lead wire assemblies, cable bond, automotive wiring connectors, automotive wiring terminals, electronic control units, fuse boxes, relay boxes, junction blocks, power distributors, high voltage wiring, and speed sensor wire assemblies.
- **Body Sealings** are automotive body sealing parts. They are typically made of rubber and trim the doors, hoods, and compartments of vehicles. Body Sealings keep noise, debris, rainwater, and wind from entering the vehicle and control vehicle vibration. In some instances, they also serve as a design element. Body Sealings include body-side opening seals, door-side weather-stripping, glass-run channels, trunk lids, and other rubber sealings.
- **Ceramic Substrates** are uncoated ceramic monoliths with fine honeycomb structures that, after coating with a mix of metal and other chemicals, are incorporated into automotive catalytic converters.
- **Electric Powered Steering Assemblies** provide power to assist the driver to more easily steer the vehicle. Electric Powered Steering Assemblies link the steering wheel to the tires. Electric Powered Steering Assemblies include Pinion-Assist Type Electric Powered Steering Assemblies as well as all component parts of the assemblies, including the steering column, intermediate shaft, electronic control unit, and electric power steering motors (but not the steering wheel or tires).
- **Exhaust Systems** are systems of piping and other parts that convey noxious exhaust gases away from the passenger compartment and reduces the level of pollutants and engine exhaust noise emitted. An Exhaust System includes one or more of the following components: manifold, flex pipes, catalytic converter, oxygen sensor, isolator/gasket/clamps, resonator assemblies/pipe accessories, and muffler/muffler assemblies. An Exhaust System has a "hot end," which is the part of the Exhaust System that is mounted to the engine, which is generally comprised of a manifold and catalytic converter, and a "cold end," which is the part of the Exhaust System that is mounted to the underbody of the car, which generally contains a muffler, pipes, and possibly a catalytic converter.
- **Fan Motors** are small electric motors used to turn radiator cooling fans.
- **Fuel Injection Systems** admit fuel or a fuel/air mixture into vehicle engine cylinders. Fuel Injection Systems can also be sold as part of a broader system, such as an engine management system, or as separate components. Fuel Injection Systems include one or more of the following parts: injectors; high pressure pumps; rail assemblies; feed lines; engine electronic control units; fuel pumps and fuel pump modules; manifold absolute pressure sensors; pressure regulators; pulsation dampers; purge control valves; air flow meters; and electronic throttle bodies.
- **Heater Control Panels** are either mechanical or electrical devices that control the temperature of the interior environment of a vehicle. Heater Control Panels can be either manual (referred to as low-grade) or automatic (referred to as high-grade) and are located in the center console, back seat, or rear cabin of an automobile.

- **High Intensity Discharge (“HID”) Ballasts** are electrical devices that limit the amount of electrical current flowing to a High Intensity Discharge Ballast headlamp.
- **Ignition Coils** release electric energy to ignite the fuel/air mixture in cylinders.
- **Instrument Panel Clusters** are the mounted instruments and gauges housed in front of the driver of a vehicle. Instrument Panel Clusters are also known as meters.
- **Interior Trim Products** are automotive plastic interior trim parts. They do not include the main bodies of instrument panels and typically consist of molded trim parts made from plastics, polymers, elastomers, and/or resins manufactured and/or sold for installation in automobile interiors, including console boxes, assist grips, registers, center cluster panels, glove boxes, and glove box doors, meter cluster hoods, switch hole covers, and lower panel covers and boxes.
- **Oil Coolers** are devices located in the engine compartment of a vehicle that remove surplus heat from the engine oil. (This part does not have its own separate lawsuit. Claims relating to Oil Coolers are brought in the *Automatic Transmission Fluid Warmers* case.)
- **Power Window Motors** are small electric motors used to raise and lower vehicle windows.
- **Power Window Switches** are switches that raise or lower a vehicle’s electric windows.
- **Radiators** are heat exchangers or other devices that help prevent vehicle engines from overheating or otherwise regulate the temperature of the engine compartment of a vehicle and the fluids passing through it, including all devices physically attached to and sold as part of a radiator.
- **Shock Absorbers** are part of the suspension system on automobiles. They absorb and dissipate energy to help cushion vehicles on uneven roads, leading to improved ride quality and vehicle handling. Shock Absorbers are also called “dampers.”
- **Side Door Latches** secure an automotive door to a vehicle body and may be locked to prevent unauthorized access to a vehicle. A “Latch Minimodule” includes the Side Door Latch and all of the related mechanical operating components, including the electric lock function.
- **Spark Plugs** are located in the engine and deliver high electric voltage from the ignition system to the combustion chamber of an internal combustion engine.
- **Starters** are devices that power a vehicle’s battery to “turn over” and start when the driver turns the ignition switch.
- **Windshield Washer Systems** include one or more of the following: pump, hoses, nozzle, and tank necessary to deliver washer fluid to vehicle windows.
- **Windshield Wiper Systems** include one or more of the following: motor, linkage, arm, and blade necessary to clear water or snow from vehicle windows.

7. WHY ARE THESE CLASS ACTIONS?

In class actions, one or more individuals or companies called the “class representatives” sue on behalf of themselves and other people with similar claims in the specific class action. All of these individuals or companies together are the “Class” or “Class members.” In these Class actions, there are more than fifty Class representatives. In a class action, one court may resolve the issues for all Class members, except for those who exclude themselves from the Class.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

WHO IS INCLUDED IN THE CLASSES

8. HOW DO I KNOW IF I MAY BE INCLUDED IN THE ROUND 3 SETTLEMENT CLASSES?

Generally, you may be included in one or more of the Round 3 Settlement Classes if, at any time from 1995 to 2018, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale), or (2) paid to replace one or more of the qualifying vehicle parts listed in Question 6 above (not for resale). In general, qualifying vehicles include four-wheeled passenger automobiles, cars, light trucks, pickup trucks, crossovers, vans, mini-vans, and sport utility vehicles.

The specific definition of the vehicles, as well as the definition of who is included in the Round 3 Settlement Classes, is set forth in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are accessible on the website www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

You will also be able to obtain additional information to learn whether you are a member of one or more of the Round 1, Round 2, or Round 3 Settlement Classes by visiting the website www.AutoPartsClass.com and providing details regarding your purchase or lease of a new vehicle or your purchase of a replacement part or by calling 1-877-940-504.

A separate Settlement Class has been preliminarily approved by the Court in each of the following cases settled by the Round 3 Settling Defendants and their affiliates. The time period covered by the Round 3 Settlements for each of the Settlement Classes is provided below:

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Aisan	January 1, 2000	December 19, 2016	Fuel Injection Systems
ALPHA	January 1, 2002	January 11, 2018	Access Mechanisms
Alps	January 1, 2000	March 30, 2017	Heater Control Panels
Bosch	January 1, 2000	July 27, 2017	<ul style="list-style-type: none"> • Windshield Wiper Systems • Starters • Fuel Injection Systems • Spark Plugs
Bridgestone	March 1, 1996	September 25, 2017	Anti-Vibrational Rubber Parts
Calsonic	February 1, 2001	January 30, 2018	Radiators
	November 1, 2001	January 30, 2018	ATF Warmers and Oil Coolers
	May 1, 1999	January 30, 2018	Air Conditioning Systems
Chiyoda	January 1, 1999	January 4, 2017	Wire Harness Systems
Continental	January 1, 2001	January 18, 2018	Instrument Panel Clusters
Diamond Electric	January 1, 2000	June 8, 2017	Ignition Coils
Eberspächer	January 1, 2002	September 11, 2017	Exhaust Systems
Faurecia	January 1, 2002	November 15, 2017	Exhaust Systems
HIAMS	January 1, 1995	September 18, 2017	Shock Absorbers
Hitachi Metals	February 1, 2004	February 8, 2017	Automotive Brake Hoses

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Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
INOAC	June 1, 2004	January 30, 2017	Interior Trim Products
JTEKT	January 1, 2000	October 6, 2016	Automotive Bearings
	January 1, 2005	October 6, 2016	Electric Powered Steering Assemblies
Kiekert	January 1, 2004	September 22, 2017	Side Door Latches
KOITO	June 1, 1997	May 26, 2017	Automotive Lamps
	July 1, 1998	May 26, 2017	HID Ballasts
MAHLE Behr	May 1, 1999	December 11, 2017	Air Conditioning Systems
MITSUBA	January 1, 2000	August 9, 2017	Windshield Wiper Systems Starters Fan Motors Fuel Injection Systems Power Window Motors Windshield Washer Systems
	February 1, 2001	August 9, 2017	Radiators
	June 1, 1997	August 9, 2017	Automotive Lamps
	January 1, 2005	August 9, 2017	Electric Powered Steering Assemblies
Nachi	January 1, 2000	July 24, 2017	Automotive Bearings
NGK Insulators	July 1, 1999	October 16, 2017	Ceramic Substrates
NGK Spark Plugs	January 1, 2000	December 21, 2017	Spark Plugs
Nishikawa	January 1, 2000	November 15, 2017	Body Sealings
NTN	January 1, 2000	November 16, 2016	Automotive Bearings
Sanden	January 1, 2002	February 12, 2018	Access Mechanisms
SKF	January 1, 2000	May 8, 2017	Automotive Bearings
Stanley	June 1, 1997	March 8, 2018	Automotive Lamps
	July 1, 1998	March 8, 2018	HID Ballasts
Tenneco	January 1, 2002	February 13, 2018	Exhaust Systems
Toyo	March 1, 1996	September 14, 2017	Anti-Vibrational Rubber Part
	January 1, 2006	September 14, 2017	Automotive Constant-Velocity-Joint Boot Products

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Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Usui	December 1, 2003	December 20, 2017	Automotive Steel Tubes
VALEO	January 1, 2002	January 5, 2018	Access Mechanisms
Yamada	January 1, 2005	November 28, 2016	Electric Powered Steering Assemblies
YAMASHITA	March 1, 1996	September 27, 2016	Anti-Vibrational Rubber Parts

Payments to members of the Settlement Classes only will be made if the Court approves the Round 3 Settlements and after any appeals from such approval are resolved and in accordance with the Plan of Allocation to distribute the Net Settlement Funds (*see* Question 14).

These cases are proceeding as class actions seeking monetary recovery for consumers and businesses in 30 states and the District of Columbia and for nationwide injunctive relief to stop the Defendants' alleged illegal behavior and prevent this behavior from happening in the future (*see* Question 15).

Purchasers or lessees of qualifying new vehicles or indirect purchasers of any of the replacement parts listed in Question 6 may be members of the Settlement Classes entitled to monetary recovery. Only those members of the Settlement Classes who, during the relevant time periods listed above, purchased or leased a vehicle or purchased a replacement part while (1) residing or (2) as to businesses, having the principal place of business located, in the District of Columbia or the states listed below will be entitled to share in the monetary recovery. Those states are: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. You may have seen a prior notice that indicated that members of the Settlement Classes may be entitled to monetary recovery if the purchase or lease transaction occurred in the District of Columbia or one of the listed states. Please note that the prior information as to the place of the purchase or lease transaction is superseded by this notice.

9. WHO IS NOT INCLUDED IN THE SETTLEMENT CLASSES?

The Settlement Classes do not include:

- Any of the Defendants, their parent companies, subsidiaries, and affiliates;
- Any co-conspirators;
- Federal government entities and instrumentalities;
- States and their political subdivisions, agencies, and instrumentalities; and
- All persons who purchased their vehicle parts directly from the Defendants or for resale.

10. WHY ARE THE LAWSUITS CONTINUING IF THERE ARE SETTLEMENTS?

The Round 3 Settlements have been reached with the Round 3 Settling Defendants (listed in Question 3) as specified in the individual Settlement Agreements. The lawsuits will continue against the remaining Defendants who have not settled ("Non-Settling Defendants").

Additional money may become available in the future as a result of a trial or future Settlements. Alternatively, the litigation may be resolved in favor of the Non-Settling Defendants, and no additional money may become available. There is no guarantee as to what will happen.

Please visit the website, www.AutoPartsClass.com, and register to be notified about any future Settlements or to file a claim.

THE ROUND 3 SETTLEMENTS' BENEFITS**11. WHAT DO THE ROUND 3 SETTLEMENTS PROVIDE?**

The Round 3 Settlements totaling \$432,823,040 are now being presented to the Court for approval. The Court has already approved the Round 1 Settlements, totaling \$224,668,350 in 19 cases and the Round 2 Settlements, totaling \$379,401,268 in 27 cases. Together, the Round 1 through 3 Settlement Funds total approximately \$1.04 billion. After deduction of attorneys' fees, notice and claims administration costs, and litigation expenses, as approved by the Court, the Net Settlement Funds will be available for distribution to members of the Settlement Classes who timely file valid claims.

The Round 3 Settlements also include non-monetary relief (*see* Question 15), including cooperation, as well as, with the exception of Eberspächer, Hitachi Metals, MAHLE Behr, NGK Spark Plugs, and NTN, agreements by these Settling Defendants not to engage in the conduct that is the subject of the lawsuits, as more fully described in the proposed Final Judgments located on the Settlement website www.AutoPartsClass.com.

The Settlement Funds are allocated to the relevant vehicle component cases as follows:

Auto Parts Round 3 Settlements and Settlement Funds		
Automotive Parts Case	Round 3 Settling Defendant	Settlement Fund
Access Mechanisms	ALPHA	\$2,698,000
	Valeo	\$760,000
Air Conditioning Systems	MAHLE Behr	\$1,482,000
	Calsonic	\$5,153,860
	Sanden	\$7,600,000
Anti-Vibrational Rubber Parts	Bridgestone	\$29,640,000
	Toyo	\$34,343,309
	Yamashita	\$6,080,000
Automatic Transmission Fluid Warmers	Calsonic	\$380,366
Automotive Bearings	JTEKT	\$43,418,819
	Nachi	\$3,230,000
	NTN	\$6,574,000
	SKF	\$7,600,000
Automotive Brake Hoses	Hitachi Metals	\$1,140,000
Automotive Constant-Velocity-Joint Boot Products	Toyo	\$1,756,691
Automotive Lamps	Koito	\$21,654,653
	MITSUBA	\$241,876
	Stanley	\$12,316,880
Automotive Steel Tubes	Usui	\$5,320,000
Body Sealings	Nishikawa	\$37,620,000
Ceramic Substrates	NGK Insulators	\$12,160,000
Electric Powered Steering Assemblies	JTEKT	\$4,081,181
	MITSUBA	\$169,313

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Auto Parts Round 3 Settlements and Settlement Funds		
Automotive Parts Case	Round 3 Settling Defendant	Settlement Fund
	Yamada	\$2,356,000
Exhaust Systems	Eberspächer	\$1,368,000
	Faurecia	\$1,482,000
	Tenneco	\$17,480,000
Fan Motors	MITSUBA	\$3,664,422
Fuel Injection Systems	Aisan	\$4,560,000
	Bosch	\$2,892,560
	MITSUBA	\$1,378,693
Heater Control Panels	Alps	\$3,230,000
HID Ballasts	Koito	\$1,335,346
	Stanley	\$2,883,120
Ignition Coils	Diamond Electric	\$5,396,000
Instrument Panel Clusters	Continental	\$3,800,000
Interior Trim Products	INOAC	\$2,470,000
Power Window Motors	MITSUBA	\$19,180,770
Radiators	MITSUBA	\$3,664,422
	Calsonic	\$5,587,612
Shock Absorbers	HIAMS	\$13,300,000
Side Door Latches	Kiekert	\$2,280,000
Spark Plugs	Bosch	\$28,999,168
	NGK Spark Plugs	\$12,730,000
Starters	Bosch	\$1,039,984
	MITSUBA	\$9,457,353
Windshield Washer Systems	MITSUBA	\$1,548,006
Windshield Wiper Systems	Bosch	\$508,288
	MITSUBA	\$32,895,142
Wire Harness	Chiyoda	\$1,915,200
Total		\$432,823,040

Any interest earned will be added to each of the Settlement Funds. More details about the Round 3 Settlements are provided in the Round 3 Settlement Agreements, available at www.AutoPartsClass.com.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

HOW TO GET BENEFITS

12. HOW DO I SUBMIT A CLAIM?

You may be entitled to a portion of the Settlement Funds when a distribution is made to members of the Settlement Classes. If you excluded or exclude yourself from any of the Settlement Classes in the Round 1 through Round 3 Settlements, you will not receive a payment from those funds.

However, you will be required to submit a Claim Form to be eligible to receive a payment from any of the Settlement Funds. No deadline has been set yet by the Court for the submission of claims, but you can file your claim now. Claims may be submitted online at www.AutoPartsClass.com or by printing and mailing your completed form to:

Auto Parts Claims Administrator
P.O. Box 10163
Dublin, OH 43017-3163

You may also call 1-877-940-5043, write the Claims Administrator at the address above, or visit www.AutoPartsClass.com to obtain a Claim Form.

If you submit a Claim Form or register at the Settlement website, you will receive future notifications containing additional important information, including information about any future Settlements.

13. HOW MUCH MONEY CAN I GET?

The amount of your recovery will be determined by the Plan of Allocation, the terms of which are posted on the website www.AutoPartsClass.com.

The Court previously approved a Plan of Allocation to distribute the Net Settlement Funds from the Round 1 and Round 2 Settlements to the members of those Settlement Classes. Settlement Class Counsel have proposed that the Court approve the same Plan of Allocation to apply to the Round 3 Settlements.

According to the proposed Plan of Allocation, Payments will be distributed proportionally (or made on a *pro rata* basis) to members of the Settlement Classes who submit claims that are allowed by the Court. The payment amount will be based on a ratio consisting of the claimant's total number of vehicles purchased or leased or replacement parts purchased, and the total number of vehicles purchased or leased and replacement parts purchased by other claimants. Claims based on vehicles containing automotive parts that were allegedly specifically targeted by Defendants' alleged collusive conduct may receive more money. The amount of money members of the Settlement Classes are eligible to receive is based on information obtained by Class Counsel during discovery as well as the cooperation provided by the Settling Defendants from each Round.

At this time, it is unknown how much each member of the Settlement Classes who submits a valid claim will receive. Payments will be based on a number of factors, including at least the number of valid claims filed by all members of the Settlement Class and the number of (1) qualifying new vehicles purchased or leased or (2) qualifying replacement parts purchased. It is possible that any money remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Settling Defendants after the Court finally approves the Round 3 Settlements.

In order to receive a payment from any of the Settlements (Round 1 through Round 3), you will need to file a valid Claim Form. If you want to be kept updated about any future settlements, you should register at www.AutoPartsClass.com or file a Claim Form. If you already submitted a Claim Form, you do not need to file another claim for that specific vehicle or replacement part. However, if you purchased additional vehicles or replacement parts, which were not mentioned in your previous Claim Form, you should file a new Claim Form for the additional vehicles or replacement parts.

14. WHEN WILL I GET A PAYMENT?

Payments may be distributed to members of the Settlement Classes after the Court grants final approval to the Round 3 Settlements and any appeals from such approvals are resolved. Appeals can take several years to conclude.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

15. WHAT IS THE NON-MONETARY RELIEF?

With the exception of Eberspächer, Hitachi Metals, MAHLE Behr, NGK Spark Plugs, and NTN, the Round 3 Settling Defendants have agreed not to engage in certain specified conduct that would violate the antitrust laws that are at issue in these lawsuits for a period of two years. Additionally, all of the Round 3 Settling Defendants will cooperate with the Plaintiffs in their ongoing litigation against the Non-Settling Defendants.

REMAINING IN THE CLASSES

16. WHAT HAPPENS IF I REMAIN IN THE SETTLEMENT CLASSES?

If the Round 3 Settlements become final, you will give up your right to sue these Settling Defendants on your own for the claims described in the Settlement Agreements unless you exclude yourself from one or more of the Settlement Classes. You also will be bound by any decisions by the Court relating to any Round 3 Settlements from which you do not exclude yourself.

In return for paying the Settlement amounts and providing the non-monetary benefits, the Round 3 Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the Settlement Agreements. The Round 3 Settlement Agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves these Settlements. If you have any questions, you can talk to Class Counsel listed in Question 20 for free, or you can, of course, talk to your own lawyer (at your own expense). The Round 3 Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASSES

17. HOW DO I GET OUT OF THE SETTLEMENT CLASSES?

To exclude yourself from one or more of the Settlement Classes, you must send a letter by mail stating that you want to be excluded from *In re Automotive Parts Antitrust Litigation*, and specifying which Settlement Class or Classes (including the specific automotive part case) you wish to be excluded from. If you did not timely request to be excluded from the Round 1 or Round 2 Settlement Classes, you may not request to be excluded from those Settlement Classes at this time. You may only request to be excluded from the Settlement Classes for the Round 3 Settlements.

Your letter must also include:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new eligible vehicle and/or purchase of the applicable replacement part. Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the make and model year of the new vehicle, and (c) the state where the new vehicle was purchased or leased. Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, and (c) the state where the replacement part was purchased; and
- Your signature.

If you are seeking to exclude yourself from one or more of the Round 3 Settlement Classes, you are also requested (but not required) to state in your letter the number of new vehicles you purchased from January 1, 1995 to February 15, 2018.

Any request for exclusion must be mailed to the address immediately below, and must be **received** no later than **July 13, 2018**:

Automotive Parts Indirect Exclusions
P.O. Box 10163
Dublin, OH 43017-3163

18. IF I DON'T EXCLUDE MYSELF, CAN I SUE FOR THE SAME THING LATER?

No. Unless you exclude yourself, you give up any right to sue the Round 3 Settling Defendants for the claims being released in this litigation.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

19. IF I EXCLUDE MYSELF, CAN I STILL GET MONEY BENEFITS?

No. If you exclude yourself from the Settlement Classes in any of the Round 3 Settlements, you will not get any money as a result of the Settlement in that case. However, you may exclude yourself from one or more of the Settlement Classes for any of the Round 3 Settlements, but remain in the Settlement Classes for other Round 3 Settlements. In that case, you may receive money from the Round 3 Settlements for the Settlement Classes in which you remain a Class member.

THE LAWYERS REPRESENTING YOU

20. DO I HAVE A LAWYER REPRESENTING ME?

The Court has appointed the following law firms as Settlement Class Counsel to represent you and all other members of the Classes:

Adam Zapala Cotchett, Pitre, & McCarthy LLP San Francisco Airport Office Center 840 Malcolm Road, Suite 200 Burlingame, CA 94010	Hollis Salzman Robins Kaplan LLP 399 Park Avenue Suite 3600 New York, NY 10022	Marc M. Seltzer Susman Godfrey L.L.P. 1900 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
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You will not be charged for contacting these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

21. HOW WILL THE LAWYERS BE PAID?

At the upcoming final fairness hearing, Class Counsel may ask the Court (a) to reimburse them for certain costs and expenses, and (b) for attorneys' fees based on their services in this litigation, not to exceed 25% of the approximately \$432,823,040 in additional Settlement Funds resulting from the Round 3 Settlements after deducting reimbursable litigation costs and expenses. Any payment to the attorneys will be subject to Court approval, and the Court may award less than the requested amount. The attorneys' fees, costs, and litigation expenses that the Court orders, plus the costs to administer the Round 3 Settlements, will come out of the Settlement Funds. Class Counsel may seek additional attorneys' fees, costs, and expenses from any additional Settlements or recoveries obtained in the future.

When Class Counsel's motion for fees, costs and expenses is filed, it will be available at www.AutoPartsClass.com. The motion will be posted on the website at least 45 days before the Court holds a hearing to consider the request, and at least 28 days before the deadline for any objections to or comments on the motion, from members of the Settlement Classes, to be received (*see* Question 22).

Register at the website or call 1-877-940-5043 to receive notice when the motion is filed.

OBJECTING TO THE ROUND 3 SETTLEMENTS

22. HOW DO I OBJECT TO OR COMMENT ON THE ROUND 3 SETTLEMENTS?

If you have objections to or comments about any aspect of (a) one or more of the Round 3 Settlements, (b) the Plan of Allocation as it applies to members of the Round 3 Settlement Classes, or (c) the motion by Class Counsel for attorneys' fees as it applies to members of the Round 3 Settlement Classes, then you may express your views to the Court. You can only object to or comment on these matters if you do not exclude yourself from the applicable Settlement Class or Classes.

To object to or comment on a Round 3 Settlement, the Plan of Allocation, or the motion for attorneys' fees, you must do so in writing. Your letter must specify which Settlement (including the specific vehicle part) you are objecting to and include the following in your objection letter:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new eligible vehicle and/or purchase of the applicable replacement part. Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

make and model year of the new vehicle, and (c) the state where the new vehicle was purchased or leased. Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, and (c) the state where the replacement part was purchased;

- The name of the Settling Defendant whose Settlement you are objecting to or commenting on;
- The vehicle part case, including the case name and case number, that is the subject of your objection(s) or comments. (You can find the case numbers on the website, www.AutoPartsClass.com. Go to the “Class Action Complaints” under the “Court Documents” tab to find the cases by part.);
- The reasons you object to the Settlement, Plan of Allocation, or motion for attorneys’ fees, along with any supporting materials; and
- Your signature.

Any comment or objection must be in writing, mailed to **both** of the addresses listed immediately below, and must be received by both the Clerk of the Court and the Notice Administrator, no later than **July 13, 2018**. The addresses are:

Court	Notice Administrator
U.S. District Court for the Eastern District of Michigan Clerk of the Court Theodore Levin U.S. Courthouse 231 W. Lafayette Blvd., Room 564 Detroit, MI 48226	Auto Parts Settlements Objections P.O. Box 10163 Dublin, OH 43017-3163

Any objection or comment must also be timely filed with the Court (i.e., on or before July 13, 2018) in the case file (or docket) of the specific automotive parts case or cases that are the subject of your objection or comments. Objections or comments filed only in *In re Automotive Parts Antitrust Litigation* (the Master Docket, 2:12-md-02311), will not satisfy this requirement.

You will not have an opportunity to speak at the Court’s Fairness Hearing (*see* Question 24) unless you first submit a complete, valid, and timely written objection.

23. WHAT IS THE DIFFERENCE BETWEEN EXCLUDING MYSELF FROM THE SETTLEMENT CLASSES AND OBJECTING TO THE ROUND 3 SETTLEMENTS?

If you exclude yourself from one or more of the Round 3 Settlement Classes, you are telling the Court that you do not want to participate in the Round 3 Settlement(s) from which you exclude yourself. Therefore, you will not be eligible to receive any payment from those Round 3 Settlement(s), and you will not be able to object to them. Objecting to a Round 3 Settlement simply means telling the Court that you do not like something about the Settlement. Objecting does not make you ineligible to receive a payment.

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Round 3 Settlements and any requests by Settlement Class Counsel for fees, costs, expenses, and class representative awards. You may attend and you may ask to speak, but you do not have to do so.

24. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE ROUND 3 SETTLEMENTS?

The Court will hold a Final Fairness Hearing at 10:00 a.m. on **August 1, 2018**, at the United States Courthouse, 231 W. Lafayette Blvd, Detroit, MI 48226, Room 272. The hearing may be moved to a different date or time without additional notice, so check www.AutoPartsClass.com or call 1-877-940-5043 for current information. At this hearing, the Court will consider whether the Round 3 Settlements and the Plan of Allocation are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Settlement Class Counsel. At or after the hearing, the Court will decide whether to approve the Round 3 Settlements.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

25. DO I HAVE TO ATTEND THE HEARING?

No. Class Counsel will answer any questions the Court may have. But you are welcome to attend at your expense. If you send an objection or comment, you do not have to come to Court to talk about it. As long as you mailed your complete and valid written objection on time, as described above in Question 22, the Court will consider it. You may also hire your own lawyer at your own expense to attend on your behalf, but you are not required to do so.

26. MAY I SPEAK AT THE HEARING?

If you send an objection or comment on the Round 3 Settlements, Plan of Allocation, or motion for attorney's fees, as described in Question 22, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing if you do not submit a timely written objection or comment as described in Question 22. You cannot speak at the hearing if you exclude yourself from that specific Settlement Class.

THE TRIALS

27. WHEN AND WHERE WILL THE TRIALS AGAINST THE NON-SETTLING DEFENDANTS TAKE PLACE?

If the cases are not dismissed or settled, the Plaintiffs will have to prove their claims against the Non-Settling Defendants at trial. Trial dates and locations have not yet been set.

At the trial, a decision will be reached about whether the Plaintiffs or the Non-Settling Defendants are right about the claims in the lawsuits. There is no guarantee that the Plaintiffs will win any money or other benefits for members of the Classes at trial.

28. WHAT ARE THE PLAINTIFFS ASKING FOR FROM THE NON-SETTLING DEFENDANTS?

The Class representatives are asking for money for members of the Settlement Classes in the District of Columbia and 30 states listed in Question 8 above. The Class representatives are also seeking a nationwide court order to prohibit the Non-Settling Defendants from engaging in the alleged behavior that is the subject of the lawsuits.

29. WILL I GET MONEY AFTER THE TRIALS?

If the Plaintiffs obtain money or benefits as a result of a trial or Settlement with any of the Non-Settling Defendants, then members of the Settlement Classes will be notified about how to ask for a share or what their other options are at that time. That information will be available on the website: www.AutoPartsClass.com. These things are not known right now.

GET MORE INFORMATION

30. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Round 3 Settlements. More details are in the Round 3 Settlement Agreements. You can get copies of the Settlement Agreements and more information about all the Settlements at www.AutoPartsClass.com. In addition, the full Plan of Allocation is available on the website, www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163 or call the toll-free number, 1-877-940-5043. You should also register at the website to be directly notified of any future settlements, how to file a Claim Form, and other information concerning these cases.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

Bednarz Decl.

EXHIBIT B10

If You Bought or Leased a New Vehicle or Bought Certain Replacement Parts for a Vehicle in the U.S. Since 1990

You Could Receive \$100 or More From Settlements Totaling Over \$1.2 Billion

Claims Deadline Extended to June 18, 2020

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Please read this Notice and the Settlement Agreements available at www.AutoPartsClass.com carefully. Your legal rights may be affected whether you act or don't act. This Notice is a summary, and it is not intended to, and does not, include all the specific details of each Settlement Agreement. To obtain more specific details concerning the Settlements, please read the Settlement Agreements.
- Separate lawsuits claiming that Defendants in each lawsuit entered into unlawful agreements that artificially raised the prices of certain component parts of qualifying new vehicles (described in Question 8 below) have been settled with 73 Defendants and their affiliates ("Settling Defendants"). Previously, settlements with 56 of the Settling Defendants ("Round 1 Settlements" totaling approximately \$225 million, "Round 2 Settlements" totaling approximately \$379 million, and "Round 3 Settlements" totaling approximately \$433 million) received final Court approval. Now, additional settlements totaling approximately \$184 million have been reached with 17 Settling Defendants. These Settling Defendants are called the "Round 4 Settling Defendants," and the settlements with them are called the "Round 4 Settlements." This Notice will give you details of those proposed Round 4 Settlements and your rights in these lawsuits.
- Generally, you are included in the Settlement Classes for the Round 4 Settlements if, at any time between 1990 and 2019, depending upon the component part, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale) or (2) indirectly purchased a qualifying vehicle replacement part (not for resale). Indirectly means you bought the vehicle replacement part from someone other than the manufacturer of the part. To find out if your vehicle qualifies, go to www.AutoPartsClass.com.
- As more fully described in Question 8 below, the Round 4 Settling Defendants have agreed to pay approximately \$184 million to be made available to members of the Settlement Classes who purchased or leased a qualifying new vehicle or purchased a qualifying vehicle replacement part in, or while residing in, the District of Columbia or one or more of the following States: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. You may have seen a prior notice stating that members of the Settlement Classes may be entitled to monetary recovery only if they made the purchase or lease transaction while residing (or having their principal place of business) in the District of Columbia or one of the listed states. Please note that the prior information is replaced by this notice.
- With the exception of the Reorganized TK Holdings Trust ("TKH") and Delphi Technologies PLC and Delphi Powertrain Systems, LLC (together "Delphi"), the Round 4 Settlements also include provisions requiring the Round 4 Settling Defendants' cooperation in the ongoing litigations. With the exception of Toyota Gosei and TKH, the Round 4 Settling Defendants have also agreed not to engage in the specified conduct that is the subject of the lawsuits for a period of two years from a specified date.

Your Legal Rights and Options		
SUBMIT A CLAIM	The only way to get a payment. You will be able to submit a claim for payment from the Settlements in Rounds 1 through 4 (as applicable). If you already filed a claim in the Round 1, 2, or 3 Settlements, you do not need to submit another claim for those vehicles or replacement parts. You should also submit a claim if you have additional vehicles or replacement parts to report.	June 18, 2020
DO NOTHING	You will be included in the Settlement Classes for the Round 4 Settlements and are eligible to file a claim for a payment (if you qualify). If you do not file a claim for a payment by the deadline, you will not receive a payment from the Settlements.	

- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court will consider granting final approval of the Round 4 Settlements on June 17, 2020. Please check the Settlement website, www.AutoPartsClass.com, for updates. Payments will only be made if the Court approves the Round 4 Settlements and the revised Plan of Allocation, and after any appeals are resolved.

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BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the Round 4 Settlements reached in some of the pending cases that are included in this litigation.

The Court in charge is the United States District Court for the Eastern District of Michigan. This litigation is known as *In re: Automotive Parts Antitrust Litigation*. Within this litigation there are several different lawsuits. The people who sued are called the “Plaintiffs.” The companies they sued are called the “Defendants.”

Previously, you may have received notice about the Round 1 Settlements, Round 2 Settlements, and Round 3 Settlements that were reached with 11, 12, and 33 Defendants, respectively. The Round 1 Settlements received final approval from the Court, as amended, on August 9, 2016. The Round 2 Settlements received final approval from the Court on July 10, 2017. The Round 3 Settlements received final approval from the Court on November 7, 2018.

Round 4 Settlements have been reached with 17 Defendants, so that is why there is another Notice. This Notice explains the lawsuits, proposed Round 4 Settlements, the revised Plan of Allocation, and your legal rights, including the ability to file a claim to receive a payment (if eligible).

2. WHAT ARE THESE LAWSUITS ABOUT?

Each lawsuit claims that the Defendants in that lawsuit agreed to unlawfully raise the price of a certain kind of vehicle component part. (For example, one lawsuit is called *In re: Radiators*, and the affected product is radiators.) As a result of the alleged agreements by Defendants, consumers and businesses who purchased or leased qualifying new vehicles (not for resale) containing those parts or who indirectly purchased qualifying replacement parts (not for resale) from the Defendants may have paid more than they should have. Although the Round 4 Settling Defendants have agreed to settle, they do not agree that they engaged in any wrongdoing or are liable or owe any money or benefits to Plaintiffs. The Court has not decided who is right.

3. WHO ARE THE ROUND 4 SETTLING DEFENDANTS?

The Round 4 Settling Defendants are:

1. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (together, “Brose”),
2. Corning International Kabushiki Kaisha and Corning Incorporated (together, “Corning”),
3. Delphi Technologies PLC and Delphi Powertrain Systems, LLC (together, “Delphi”),
4. Green Tokai Co., LTD. (“Green Tokai”),
5. Keihin Corporation and Keihin North America, Inc. (together, “Keihin”),
6. KYB Corporation (f/k/a Kayaba Industry Co. Ltd) and KYB Americas Corporation (together, “KYB”),
7. Maruyasu Industries Co., Ltd. and Curtis Maruyasu America, Inc. (together, “Maruyasu”),
8. Meritor, Inc. f/k/a ArvinMeritor, Inc. (“ArvinMeritor”),
9. Mikuni Corporation (“Mikuni”),
10. Mitsubishi Heavy Industries America, Inc. and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, “Mitsubishi”),
11. Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”),¹
12. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (collectively, “Sanoh”),

¹ Previously, Panasonic settled lawsuits related to HID Ballasts, Switches, and Steering Angle Sensors.

13. Showa Corporation and American Showa, Inc. (collectively, “Showa”),
14. Reorganized TK Holdings Trust (“TKH”),
15. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (together, “Tokai Rika”),²
16. Toyo Denso Co., Ltd. and Weastec, Inc. (together, “Toyo Denso”), and
17. Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corporation; TG Kentucky, LLC; TG Missouri Corp.; and TG Fluid Systems USA Corporation (collectively, “Toyoda Gosei”).

4. HAVE THERE BEEN ANY OTHER SETTLEMENTS RELATED TO THIS LAWSUIT?

Yes. The following companies previously agreed to the Round 1 Settlements in the lawsuits:

1. Autoliv, Inc.; Autoliv ASP, Inc.; Autoliv B.V. & Co. KG; Autoliv Safety Technology, Inc.; and Autoliv Japan Ltd.,
2. Fujikura, Ltd. and Fujikura Automotive America LLC,
3. Hitachi Automotive Systems, Ltd. (partial settlement),
4. Kyungshin-Lear Sales and Engineering, LLC,
5. Lear Corporation,
6. Nippon Seiki Co., Ltd.; N.S. International, Ltd.; and New Sabina Industries, Inc.,
7. Panasonic Corporation and Panasonic Corporation of North America (partial settlement),
8. Sumitomo Electric Industries, Ltd.; Sumitomo Wiring Systems, Ltd.; Sumitomo Electric Wiring Systems, Inc. (incorporating K&S Wiring Systems, Inc.); and Sumitomo Wiring Systems (U.S.A.) Inc.,
9. T.RAD Co., Ltd. and T.RAD North America, Inc.,
10. TRW Deutschland Holding GmbH and TRW Automotive Holdings Corporation (now known as “ZF TRW Automotive Holdings Corp.”), and
11. Yazaki Corporation and Yazaki North America, Incorporated.

The following companies previously agreed to the Round 2 Settlements in the lawsuits:

1. Aisin Seiki Co., Ltd. and Aisin Automotive Casting, LLC,
2. DENSO Corporation; DENSO International America, Inc.; DENSO International Korea Corporation; DENSO Korea Automotive Corporation; DENSO Automotive Deutschland GmbH; ASMO Co., Ltd.; ASMO North America, LLC; ASMO Greenville of North Carolina, Inc.; and ASMO Manufacturing, Inc.,
3. Furukawa Electric Co., Ltd. and American Furukawa, Inc.,
4. G.S. Electech, Inc.; G.S. Wiring Systems Inc.; and G.S.W. Manufacturing, Inc.,
5. LEONI Wiring Systems, Inc. and Leonische Holding Inc.,
6. Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc.,
7. NSK Ltd.; NSK Americas, Inc.; NSK Steering Systems Co., Ltd.; and NSK Steering Systems America, Inc.,
8. Omron Automotive Electronics Co. Ltd.,
9. Schaeffler Group USA Inc.,
10. Sumitomo Riko Co. Ltd. and DTR Industries, Inc.,
11. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc., and
12. Valeo Japan Co., Ltd. on behalf of itself and Valeo Inc.; Valeo Electrical Systems, Inc.; and Valeo Climate Control Corp.

The following companies previously agreed to the Round 3 Settlements in the lawsuits:

1. Aisan Industry Co., Ltd.; Franklin Precision Industry, Inc.; Aisan Corporation of America; and Hyundam Industrial Co., Ltd.,
2. ALPHA Corporation and Alpha Technology Corporation,

² Previously, Tokai Rika settled lawsuits related to Wire Harnesses.

3. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc.,
4. Robert Bosch GmbH and Robert Bosch LLC ,
5. Bridgestone Corporation and Bridgestone APM Company,
6. Calsonic Kansei Corporation and Calsonic Kansei North America, Inc.,
7. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation,
8. Continental Automotive Electronics LLC; Continental Automotive Korea Ltd; and Continental Automotive Systems, Inc.,
9. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation,
10. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc.,
11. Faurecia Abgastechchnik GmbH; Faurecia Systèmes d'Échappement; Faurecia Emissions Control Technologies, USA, LLC; and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc.,
12. Hitachi Automotive Systems, Ltd.,
13. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.,
14. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc.,
15. JTEKT Corporation; JTEKT Automotive North America, Inc.; and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.),
16. Kiekert AG and Kiekert U.S.A., Inc.,
17. Koito Manufacturing Co., Ltd. and North American Lighting, Inc.,
18. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc.,
19. MITSUBA Corporation and American Mitsuba Corporation,
20. Nachi-Fujikoshi Corp. and Nachi America Inc.,
21. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc.,
22. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc.,
23. Nishikawa Rubber Company, Ltd.,
24. NTN Corporation and NTN USA Corporation,
25. Sanden Automotive Components Corporation; Sanden Automotive Climate Systems Corporation; and Sanden International (U.S.A.) Inc.,
26. SKF USA Inc.,
27. Stanley Electric Co., Ltd.; Stanley Electric U.S. Co., Inc.; and II Stanley Co., Inc.,
28. Tenneco Inc.; Tenneco GmbH; and Tenneco Automotive Operating Co., Inc.,
29. Toyo Tire & Rubber Co. Ltd.; Toyo Tire North America OE Sales LLC; and Toyo Automotive Parts (U.S.A.), Inc.,
30. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation,
31. Valeo S.A.,
32. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc., and
33. Yamashita Rubber Co., Ltd. and YUSA Corporation.

The Court has given final approval to the Round 1 Settlements. *See* Amended Opinion and Order Granting Final Approval to the Round 1 Settlements (August 9, 2016) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court has also given final approval to the Round 2 Settlements. *See* Order Granting Final Approval to the Round 2 Settlements (July 10, 2017) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court has given final approval to the Round 3 Settlements. *See* Order Granting Final Approval to the Round 3 Settlements (November 7, 2018) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court will consider granting final approval of the Round 4 Settlements on June 17, 2020.

More information about these Settlements and updates are available at www.AutoPartsClass.com.

5. WHO ARE THE NON-SETTLING DEFENDANTS?

The only Non-Settling Defendants remaining are Bosal USA, Inc. and Bosal Industries-Georgia, Inc. (together “Bosal”) with respect to the sale of Exhaust Systems.

6. WHAT VEHICLE PARTS ARE INCLUDED?

The Round 4 Settlements generally include the vehicle component parts listed below. The specific definitions of the vehicle component parts are available in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are accessible on www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

- **Air Conditioning Systems** are systems that cool the interior environment of a vehicle and are part of a vehicle’s thermal system. Air Conditioning Systems, whether sold together or separately, include one or more of the following: automotive compressors, condensers, HVAC units (typically consisting of a blower motor, actuators, flaps, evaporator, heater core, and filter embedded in a plastic housing), control panels, sensors, and associated hoses and pipes.
- **Automotive Brake Hoses** are flexible hoses that carry brake fluid through the hydraulic brake system of an automobile.
- **Automotive Constant-Velocity-Joint Boot Products** are composed of rubber or plastic and are used to cover the constant-velocity-joints of an automobile to protect the joints from contaminants.
- **Automotive Hoses** are flexible tubes used to convey liquid and air in vehicles. Automotive Hoses include low-pressure rubber hoses used in automobile engine compartments and plastic and resin tubes used in vehicle engine compartments and fuel tank modules.
- **Automotive Steel Tubes** are used in fuel distribution, braking, and other automotive systems. Automotive Steel Tubes are sometimes divided into two categories: chassis tubes and engine parts. Chassis tubes, such as brake and fuel tubes, tend to be located in the body of a vehicle. Engine parts, such as fuel injection rails, oil level tubes, and oil strainer tubes, are associated with the function of a vehicle’s engine.
- **Body Sealing Products** are automotive body sealing parts. They are typically made of rubber and trim the doors, hoods, and compartments of vehicles. Body Sealing Products keep noise, debris, rainwater, and wind from entering the vehicle and control vehicle vibration. In some instances, they also serve as a design element. Body Sealing Products include body-side opening seals, door-side weather-stripping, glass-run channels, trunk lids, and other rubber sealings.
- **Ceramic Substrates** are uncoated ceramic monoliths with fine honeycomb structures that, after coating with a mix of metal and other chemicals, are incorporated into automotive catalytic converters.
- **Exhaust Systems** are systems of piping and other parts that convey noxious exhaust gases away from the passenger compartment and reduces the level of pollutants and engine exhaust noise emitted. An Exhaust System includes one or more of the following components: manifold, flex pipes, catalytic converter, oxygen sensor, isolator/gasket/clamps, resonator assemblies/pipe accessories, and muffler/muffler assemblies. An Exhaust System has a “hot end,” which is the part of the Exhaust System that is mounted to the engine, which is generally comprised of a manifold and catalytic converter, and a “cold end,” which is the part of the Exhaust System that is mounted to the underbody of the car, which generally contains a muffler, pipes, and possibly a catalytic converter.

- **Electronic Powered Steering Assemblies** which are defined to include electric power steering motors, provide electric power to assist the driver to more easily steer the automobile. Electronic Powered Steering Assemblies link the steering wheel to the tires, and include the column, intermediate shaft, electronic control unit, but do not include the steering wheel or tires. “Pinion-Assist Type Electronic Powered Steering Assemblies” provide power to the steering gear pinion shaft from electric motors to assist the driver to more easily steer the automobile. Pinion-Assist Type Electronic Powered Steering Assemblies include an electronic control unit and link the steering wheel to the tires, but do not include the column, intermediate shaft, steering wheel or tires. Electronic Powered Steering Assemblies include Pinion-Assist Type Electronic Powered Steering Assemblies as well as all component parts of the assemblies, including the steering column, intermediate shaft, electronic control unit, and electric power steering motors (but not the steering wheel or tires).
- **Fuel Injection Systems** admit fuel or a fuel/air mixture into vehicle engine cylinders. Fuel Injection Systems can also be sold as part of a broader system, such as an engine management system, or as separate components. Fuel Injection Systems include one or more of the following parts: injectors, high pressure pumps, rail assemblies, feed lines, engine electronic control units, fuel pumps and fuel pump modules, manifold absolute pressure sensors, pressure regulators, pulsation dampers, purge control valves, air flow meters, and electronic throttle bodies.
- **Heater Control Panels** are either mechanical or electrical devices that control the temperature of the interior environment of a vehicle. Heater Control Panels can be either manual (referred to as low-grade) or automatic (referred to as high-grade) and are located in the center console, back seat, or rear cabin of an automobile.
- **Ignition Coils** release electric energy to ignite the fuel/air mixture in cylinders.
- **Interior Trim Products** are automotive plastic interior trim parts. They do not include the main bodies of instrument panels and typically consist of molded trim parts made from plastics, polymers, elastomers, and/or resins manufactured and/or sold for installation in automobile interiors, including console boxes, assist grips, registers, center cluster panels, glove boxes, and glove box doors, meter cluster hoods, switch hole covers, and lower panel covers and boxes.
- **Occupant Safety Systems** are comprised of the parts in an automotive vehicle that protect drivers and passengers from bodily harm. Occupant Safety Systems include one or more of the following: seat belts, air bags, steering wheels or steering systems, and safety electronic systems.
- **Power Window Switches** are switches that raise or lower a vehicle’s electric windows.
- **Side-Door Latches** secure an automotive door to a vehicle body and may be locked to prevent unauthorized access to a vehicle. Included in the Settlement are “Latch Minimodules,” which include the Door Latch and all of the related mechanical operating components, including the electric lock function.
- **Shock Absorbers** are part of the suspension system on automobiles. They absorb and dissipate energy to help cushion vehicles on uneven roads, leading to improved ride quality and vehicle handling. Shock Absorbers are also called “dampers.”
- **Steering Angle Sensors** detect the angle of the vehicle’s direction and send signals to a vehicle computer, which in turn controls the vehicle stability during turns. Steering Angle Sensors are installed on the steering column of a vehicle and may be connected to part of a combination switch.
- **Switches** include one or more of the following: steering wheel switch (installed in the steering wheel), used to control functions within the vehicle; turn switch (installed behind the steering wheel), used to signal a left or right turn and control hi/lo beam selection; wiper switch (installed behind the steering wheel), used to activate the vehicle’s windshield wipers; combination switch, a combination of the turn and wiper switches as one unit, sold

together as a pair; and door courtesy switch (installed in the door frame), which activates the light inside the vehicle when the door opens.

- **Valve Timing Control Devices** control the opening/closing timing of the intake valve and exhaustive valve according to driving conditions and are part of the engine management system of the automotive market. Valve Timing Control Devices may also be referred to as “variable valve timing” systems.

7. WHY ARE THESE CLASS ACTIONS?

In class actions, one or more individuals or companies called the “class representatives” sue on behalf of themselves and other people with similar claims in the specific class action. All of these individuals or companies together are the “Class” or “Class members.” In these Class actions, there are more than fifty Class representatives. In a class action, one court may resolve the issues for all Class members, except for those who exclude themselves from the Class.

WHO IS INCLUDED IN THE CLASSES

8. HOW DO I KNOW IF I MAY BE INCLUDED IN THE ROUND 4 SETTLEMENT CLASSES?

Generally, you may be included in one or more of the Round 4 Settlement Classes if, at any time from 1990 to 2019, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale), or (2) paid to replace one or more of the qualifying vehicle parts listed in Question 6 above (not for resale). In general, qualifying vehicles include new four-wheeled passenger automobiles, vans, sports utility vehicles, crossovers, and pickup trucks.

The specific definition of the vehicles, as well as the definition of who is included in the Round 4 Settlement Classes, is set forth in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are accessible at www.AutoPartsClass.com or can be obtained by calling 1-877-940-5043.

You will also be able to obtain additional information to learn whether you are a member of one or more of the Round 1, Round 2, Round 3, or Round 4 Settlement Classes by visiting www.AutoPartsClass.com and providing details regarding your purchase or lease of a new vehicle or your purchase of a replacement part, calling 1-877-940-5043, or sending an email to info@AutoPartsClass.com.

A separate Settlement Class has been preliminarily approved by the Court in each of the following cases settled by the Round 4 Settling Defendants and their affiliates. The time period covered by the Round 4 Settlements for each of the Settlement Classes is provided below:

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Brose	January 1, 2004	June 14, 2018	Side-Door Latches
Corning	January 1, 1990	January 11, 2018	Ceramic Substrates
Delphi	January 1, 2000	June 21, 2019	Ignition Coils
Green Tokai	January 1, 2000	September 6, 2018	Body Sealing Products
Keihin	January 1, 2000	May 22, 2018	Fuel Injection Systems
KYB	January 1, 1995	November 6, 2018	Shock Absorbers

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Maruyasu	January 1, 2000	October 15, 2018	Fuel Injection Systems
	December 1, 2003	October 15, 2018	Automotive Steel Tubes
Meritor	January 1, 2002	June 5, 2018	Exhaust Systems
Mikuni	January 1, 2000	June 18, 2019	Fuel Injection Systems Valve Timing Control Devices
Mitsubishi	May 1, 1999	June 15, 2018	Air Conditioning Systems
Panasonic	May 1, 1999	March 11, 2019	Air Conditioning Systems
Sanoh	December 1, 2003	April 10, 2019	Automotive Steel Tubes
Showa	January 1, 2005	July 10, 2019	Electronic Powered Steering Assemblies
	January 1, 1995	July 10, 2019	Shock Absorbers
TKH	January 1, 2003	November 27, 2018	Occupant Safety Systems
Tokai Rika	January 1, 2000	March 23, 2018	Heater Control Panels
	January 1, 2003	March 23, 2018	Occupant Safety Systems
	September 1, 2003	March 23, 2018	Steering Angle Sensors
	September 1, 2003	March 23, 2018	Switches
Toyo Denso	January 1, 2000	April 30, 2018	Ignition Coils
	January 1, 2003	April 30, 2018	Power Window Switches
Toyota Gosei	February 1, 2004	July 20, 2018	Automotive Brake Hoses
	May 1, 2003	July 20, 2018	Automotive Hoses
	January 1, 2000	July 20, 2018	Body Sealing Products
	January 1, 2006	July 20, 2018	Automotive Constant-Velocity-Joint Boot Products
	June 1, 2004	July 20, 2018	Interior Trim Products
	January 1, 2003	July 20, 2018	Occupant Safety Systems

Payments to members of the Settlement Classes only will be made if the Court approves the Round 4 Settlements and after any appeals from such approval are resolved and in accordance with the proposed revised Plan of Allocation to distribute the Net Settlement Funds (*see* Question 13).

These cases are proceeding as class actions seeking monetary recovery for consumers and businesses in 30 states and the District of Columbia and for nationwide injunctive relief to stop the Defendants' alleged illegal behavior and prevent this behavior from happening in the future (*see* Question 15).

Purchasers or lessees of qualifying new vehicles or indirect purchasers of any of the replacement parts listed in Question 6 may be members of the Settlement Classes entitled to monetary recovery. Only those members of the Settlement Classes who, during the relevant time periods listed above, purchased or leased a vehicle or purchased a replacement part in, or while (1) residing in or (2) as to businesses, having the principal place of business located in, the District of Columbia or the states listed below will be entitled to share in the monetary recovery. Those states are: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. You may have seen a prior notice that indicated that members of the Settlement Classes may be entitled to monetary recovery only if they made the purchase or lease transaction while residing (or having their principal place of business) in the District of Columbia or one of the listed states. Please note that the prior information is superseded by this notice.

9. WHO IS NOT INCLUDED IN THE SETTLEMENT CLASSES?

The Settlement Classes do not include:

- Any of the Defendants, their parent companies, subsidiaries, and affiliates;
- Any co-conspirators;
- Federal government entities and instrumentalities;
- States and their political subdivisions, agencies, and instrumentalities; and
- All persons who purchased their vehicle parts directly from the Defendants or for resale.

10. WHY ARE THE LAWSUITS CONTINUING IF THERE ARE SETTLEMENTS?

The Round 4 Settlements have been reached with the Round 4 Settling Defendants (listed in Question 3) as specified in the individual Settlement Agreements. The lawsuits will continue against the defendants who have not settled ("Non-Settling Defendants").

Additional money may become available in the future as a result of a trial or future Settlements. Alternatively, the litigation may be resolved in favor of the Non-Settling Defendants, and no additional money may become available. There is no guarantee as to what will happen.

Please visit www.AutoPartsClass.com for more information or to file a claim.

THE ROUND 4 SETTLEMENTS' BENEFITS

11. WHAT DO THE ROUND 4 SETTLEMENTS PROVIDE?

The Round 4 Settlements totaling approximately \$184 million are now being presented to the Court for approval. The Court has already approved the Round 1 Settlements, totaling approximately \$225 million; the Round 2 Settlements, totaling approximately \$379 million; and the Round 3 Settlements, totaling approximately \$433 million. Together, the Round 1 through 4 Settlement Funds total approximately \$1.2 billion. After deduction of attorneys' fees, incentive awards, notice and claims administration costs, and litigation expenses, as approved by

the Court, the Net Settlement Funds will be available for distribution to members of the Settlement Classes who timely file valid claims.

The Round 4 Settlements also include non-monetary relief (*see* Question 15), including cooperation from the Settling Defendants (with the exception of TKH and Delphi) as well as agreements by these Settling Defendants (with the exception of Toyoda Gosei and TKH) not to engage in the conduct that is the subject of the lawsuits, as more fully described in the proposed Final Judgments that are available on the Settlement website www.AutoPartsClass.com.

The Settlement Funds are allocated to the relevant vehicle component cases as follows:

Auto Parts Round 4 Settlements and Settlement Funds		
Automotive Parts Case	Round 4 Settling Defendant	Settlement Fund
Air Conditioning Systems	Mitsubishi Heavy	\$6,840,000.00
	Panasonic	\$760,000.00
Automotive Brake Hoses	Toyoda Gosei	\$659,456.20
Automotive Hoses	Toyoda Gosei	\$5,428,166.52
Body Sealing Products	Green Tokai	\$950,000.00
	Toyoda Gosei	\$27,148,653.36
Ceramic Substrates	Corning	\$26,600,000.00
Automotive Constant-Velocity-Joint Boot Products	Toyoda Gosei	\$716,505.10
Electronic Powered Steering Assemblies	Showa	\$4,133,735.39
Exhaust Systems	ArvinMeritor	\$760,000.00
Fuel Injection Systems	Keihin	\$836,000.00
	Maruyasu	\$108,699.85
	Mikuni	\$2,675,200.00
Heater Control Panels	Tokai Rika	\$1,366,578.08
Ignition Coils	Delphi	\$760,000.00
	Toyo Denso	\$760,000.00
Interior Trim Products	Toyoda Gosei	\$5,089,493.68
Side-Door Latches	Brose	\$2,280,000.00

Auto Parts Round 4 Settlements and Settlement Funds		
Automotive Parts Case	Round 4 Settling Defendant	Settlement Fund
Occupant Safety Systems	TKH	\$53,200,000.00 ³
	Tokai Rika	\$28,745,447.27
	Toyoda Gosei	\$5,797,725.14
Power Window Switches	Toyo Denso	\$4,408,000.00
Shock Absorbers	KYB	\$28,880,000.00
	Showa	\$9,926,264.61
Automotive Steel Tubes	Maruyasu	\$5,211,300.15
	Sanoh	\$8,360,000.00
Steering Angle Sensors	Tokai Rika	\$677,714.01
Switches	Tokai Rika	\$3,410,260.64
Valve Timing Control Devices	Mikuni	\$668,800.00
Total (excluding TKH)		\$183,958,000.00

Any interest earned will be added to each of the Settlement Funds. More details about the Round 4 Settlements are provided in the Round 4 Settlement Agreements, available at www.AutoPartsClass.com.

HOW TO GET BENEFITS

12. HOW DO I SUBMIT A CLAIM?

You may be entitled to a portion of the Settlement Funds when a distribution is made to members of the Settlement Classes. If you excluded or exclude yourself from any of the Settlement Classes in the Round 1 through Round 4 Settlements, you will not receive a payment from those funds.

However, you will be required to submit a Claim Form to be eligible to receive a payment from any of the Settlement Funds. Claims may be submitted online at www.AutoPartsClass.com or by printing and mailing your completed form postmarked by **June 18, 2020** to:

Auto Parts Settlements
P.O. Box 10163
Dublin, OH 43017-3163

You may also call 1-877-940-5043, write the Settlement Administrator at the address above, email info@AutoPartsClass.com, or visit www.AutoPartsClass.com to obtain a Claim Form and to request assistance in filing a claim.

³ Class Members have a \$53,200,000 authorized claim against TKH in bankruptcy proceeding, but they can expect to receive only a small fraction of this amount for distribution to the Class. For this reason, the authorized claim amount is not included in the total settlement amount listed above. The Class representatives have also reached a settlement with Takata Corp. in Japanese insolvency proceedings. The settlement provides for a payment of 25,000,000 Japanese Yen (equivalent to approximately \$220,000). This settlement as a formal matter is with the Class representatives only, but the proceeds of the settlement will be paid to the same group of purchasers included in the Settlement Class agreed to based on the settlement agreement with Takata Corp.'s U.S. subsidiary, TKH.

You need to submit satisfactory evidence (*e.g.* purchase records) for vehicles you purchased or leased, or replacement parts you purchased, if you seek to share in the monetary recovery provided by a settlement based on the place of purchase or lease.

If you submit a Claim Form at the Settlement website, you will receive future notifications containing additional important information, including information about any future settlements.

13. HOW MUCH MONEY CAN I GET?

At this time, it is estimated that each member of the Settlement Classes who submits a valid claim will receive a payment of at least \$100. The minimum payment is per claimant and not per vehicle. However, the actual amount of your recovery will be determined by the revised Plan of Allocation, the terms of which are posted at www.AutoPartsClass.com.

The Court previously approved a Plan of Allocation to distribute the Net Settlement Funds from the earlier settlements. However, Settlement Class Counsel is proposing that the Court approve a revised Plan of Allocation that will apply to all the Settlements from Round 1 through Round 4.

The Settlement Administrator will calculate in accordance with the proposed revised Plan of Allocation the amounts awarded to each Class Member who files a valid claim. Below is a summary of how claims will be paid:

- Each claimant will be paid a minimum of \$100 from the Net Settlement Funds.
- Claims exceeding \$100 will be paid \$100 plus a pro rata (or proportional) share of the remaining applicable Net Settlement Funds as determined separately for each automotive part (after paying all of the \$100 minimum payments).
- If the Net Settlement Funds are insufficient to allow a minimum payment of \$100 to each claimant, the amount to be paid to each claimant will be adjusted based on a pro rata basis.

The pro rata portion of the payment amount will be based on a ratio consisting of the claimant's total number of vehicles purchased or leased or replacement parts purchased, and the total number of vehicles purchased or leased and replacement parts purchased by other claimants. Claims based on vehicles containing automotive parts that were allegedly specifically targeted by Defendants' alleged collusive conduct will receive more money.

Payments will be based on a number of factors, including at least the number of valid claims filed by all members of the Settlement Class in question and the number of (1) qualifying new vehicles purchased or leased or (2) qualifying replacement parts purchased. It is possible that any money remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Settling Defendants after the Court finally approves the Round 4 Settlements.

In order to receive a payment from any of the Settlements (Round 1 through Round 4), you will need to file a valid Claim Form (*see* Question 12). If you already submitted a Claim Form, you do not need to file another claim for that specific vehicle or replacement part. However, if you purchased additional vehicles or replacement parts, which were not mentioned in your previous Claim Form, you should file a new Claim Form for the additional vehicles or replacement parts.

14. WHEN WILL I GET A PAYMENT?

Payments may be distributed to members of the Settlement Classes after: (1) the Court grants final approval to the Round 4 Settlements; (2) any appeals from such approvals are resolved (appeals can take several years to

conclude); (3) the claims administration process is completed; and (4) the Court approves the allocation of the Net Settlement Funds.

15. WHAT IS THE NON-MONETARY RELIEF?

With the exception of Toyoda Gosei and TKH, the Round 4 Settling Defendants have agreed not to engage in certain specified conduct that would violate the antitrust laws that are at issue in these lawsuits for a period of two years. Additionally, all of the Round 4 Settling Defendants except TKH and Delphi will cooperate with the Class representatives in their ongoing litigation against the Non-Settling Defendants.

REMAINING IN THE CLASSES

16. WHAT HAPPENS IF I REMAIN IN THE SETTLEMENT CLASSES?

If the Round 4 Settlements become final, you will give up your right to sue these Settling Defendants on your own for the claims described in the Settlement Agreements unless you excluded yourself from one or more of the Settlement Classes. You also will be bound by any decisions by the Court relating to any Round 4 Settlements from which you did not exclude yourself.

In return for paying the Settlement amounts and providing the non-monetary benefits, the Round 4 Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the Settlement Agreements. The Round 4 Settlement Agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves these Settlements. If you have any questions, you can talk to Class Counsel listed in Question 18 for free, or you can, of course, talk to your own lawyer (at your own expense). The Round 4 Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

17. HOW DO I GET OUT OF THE SETTLEMENT CLASSES?

The deadline to request exclusion from the Round 4 Settlements has passed. If your request was not received by or on **November 19, 2019**, you can no longer request to be excluded.

THE LAWYERS REPRESENTING YOU

18. DO I HAVE A LAWYER REPRESENTING ME?

The Court has appointed the following law firms as Class Counsel to represent you and all other members of the Classes:

Adam Zapala Cotchett, Pitre, & McCarthy, LLP 840 Malcolm Road Burlingame, CA 94010	Hollis Salzman Robins Kaplan LLP 399 Park Avenue Suite 3600 New York, NY 10022	Marc M. Seltzer Susman Godfrey L.L.P. 1900 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
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You will not be charged for contacting these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

19. HOW WILL THE LAWYERS BE PAID?

At the Final Fairness Hearing, Class Counsel may ask the Court (a) to award incentive awards to named Plaintiffs, (b) to reimburse Class Counsel for certain costs and expenses, and (c) for attorneys' fees based on their services in this litigation, not to exceed 22% of the approximately \$184 million in additional Settlement Funds resulting from the Round 4 Settlements after deducting reimbursable litigation costs, incentive awards, and expenses. Any payment to the attorneys will be subject to Court approval, and the Court may award less than the requested amount. The attorneys' fees, costs, incentive awards, and litigation expenses that the Court orders, plus the costs to administer the Round 4 Settlements, will come out of the Settlement Funds. Class Counsel may seek additional attorneys' fees, costs, and expenses from any additional Settlements or recoveries obtained in the future.

Class Counsel's motion for fees, costs, and expenses is available at www.AutoPartsClass.com.

OBJECTING TO THE ROUND 4 SETTLEMENTS

20. HOW DO I OBJECT TO OR COMMENT ON THE ROUND 4 SETTLEMENTS?

The deadline to object to (a) one or more of the Round 4 Settlements, (b) the revised Plan of Allocation as it applies to members of any of the Settlement Classes (in Rounds 1 through 4), or (c) the motion by Class Counsel for attorneys' fees, costs, and incentive awards as it applies to members of the Round 4 Settlement Classes has passed. If your objection or comment letter was not received by or on **November 19, 2019**, you can no longer object.

You will not have an opportunity to speak at the Court's hearing unless you submitted a complete, valid, and timely written objection and requested the opportunity to speak at the Fairness Hearing.

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Plan of Allocation, Round 4 Settlements and any requests by Settlement Class Counsel for fees, costs, expenses, and Class representative incentive awards. You may attend, but you do not have to do so. The Court may hold another hearing on the Plan of Allocation without additional notice, so check www.AutoPartsClass.com or call 1-877-940-5043 for current information.

21. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE ROUND 4 SETTLEMENTS?

The Court will hold a Final Fairness Hearing at **4:00 p.m. on June 17, 2020**, at the United States Courthouse, 231 W. Lafayette Blvd, Detroit, MI 48226, Room 250. The hearing may be moved to a different date or time without additional notice, so check www.AutoPartsClass.com or call 1-877-940-5043 for current information. At this hearing, the Court will consider whether the Round 4 Settlements and the revised Plan of Allocation are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel. At or after the hearing, the Court will decide whether to approve the Round 4 Settlements.

22. DO I HAVE TO ATTEND THE HEARING?

No. Class Counsel will answer any questions the Court may have. But you are welcome to attend at your expense. If you sent an objection or comment, you do not have to come to Court to talk about it. As long as you mailed your complete and valid written objection on time, the Court will consider it. You may also hire your own lawyer at your own expense to attend on your behalf, but you are not required to do so.

23. MAY I SPEAK AT THE HEARING?

If you sent an objection or comment on the Round 4 Settlements, revised Plan of Allocation, or motion for attorney's fees, costs, and incentive awards, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing if you did not submit a timely written objection or comment. You cannot speak at the hearing if you excluded yourself from that specific Settlement Class.

THE TRIALS

24. WHEN AND WHERE WILL THE TRIALS AGAINST THE NON-SETTLING DEFENDANTS TAKE PLACE?

If the remaining case is not dismissed or settled, the Plaintiffs will have to prove their claims against the Non-Settling Defendants at trial. Trial dates and locations have not yet been set.

At the trial, a decision will be reached about whether the Plaintiffs or the Non-Settling Defendants are right about the claims in the lawsuits. There is no guarantee that the Plaintiffs will win any money or other benefits for members of the Classes at trial.

25. WHAT ARE THE PLAINTIFFS ASKING FOR FROM THE NON-SETTLING DEFENDANTS?

The Class representatives are asking for money for members of the Settlement Classes in the District of Columbia and 30 states listed in Question 8 above from Non-Settling Defendants. The Class representatives are also seeking a nationwide court order to prohibit the Non-Settling Defendants from engaging in the alleged behavior that is the subject of the lawsuits.

26. WILL I GET MONEY AFTER THE TRIALS?

If the Plaintiffs obtain money or benefits as a result of a trial or settlement with the Non-Settling Defendants, then members of the classes in question will be notified about how to ask for a share or what their other options are at that time. That information will be available at www.AutoPartsClass.com. With the approval of the Court, notice of any subsequent settlements and related matters may be given only on the website. These things are not known right now.

GET MORE INFORMATION

27. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Round 4 Settlements. More details are in the Round 4 Settlement Agreements. You can view or get copies of the Settlement Agreements and more information about all the Settlements at www.AutoPartsClass.com. In addition, the full proposed revised Plan of Allocation is available at www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163, send an email to info@AutoPartsClass.com, or call the toll-free number, 1-877-940-5043. If you file a claim, you will be notified of any future settlements and other information concerning these cases.

Bednarz Decl.

EXHIBIT B11

If You Bought or Leased a New Vehicle or Indirectly Bought Replacement Parts for a Vehicle in the U.S. Since 2002

You Could Receive \$100 or More From New Settlements Totaling \$3.152 Million

Claims Deadline is January 7, 2023

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Please read this Notice and the Settlement Agreements¹ available at www.AutoPartsClass.com carefully. Your legal rights may be affected whether you act or don't act. This Notice is a summary, and it is not intended to, and does not, include all the specific details of each Settlement Agreement. To obtain more specific details concerning the Settlements, please read the Settlement Agreements.
- Separate lawsuits claiming that Defendants in each lawsuit entered into unlawful agreements that artificially raised the prices of certain component parts of qualifying new vehicles (described in Question 7 below) have been settled with 74 groups of Defendants and their affiliates ("Settling Defendants," and each Defendant group is a "Settling Defendant"). Previously, settlements with 73 of the Settling Defendants ("Round 1 Settlements" totaling approximately \$225 million, "Round 2 Settlements" totaling approximately \$379 million, and "Round 3 Settlements" totaling approximately \$433 million, and "Round 4 Settlements" totaling approximately \$184 million) received final Court approval.
- Now, additional Settlements totaling approximately \$3.152 million have been reached with three Settling Defendants.² These Settling Defendants are called the "Round 5 Settling Defendants," and the settlements with them are called the "Round 5 Settlements." The Round 5 Settlements will resolve this litigation in full. This Notice will give you details of those proposed Round 5 Settlements and your rights in these lawsuits.
- Generally, you are included in the Round 5 Settlement Classes if, at any time between 2002 and 2018, depending upon the component part, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale) or (2) indirectly purchased a qualifying vehicle replacement part (not for resale). Indirectly means you bought the vehicle replacement part from someone other than the manufacturer of the part. To find out if your vehicle qualifies, go to www.AutoPartsClass.com.
- As more fully described in Question 9 below, the Round 5 Settling Defendants have agreed to pay approximately \$3.152 million to be made available to members of the Round 5 Settlement Classes who purchased or leased a qualifying new vehicle or indirectly purchased a qualifying vehicle replacement part in, or while residing or having a principal place of business in, the District of Columbia or one or more of the following States: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. To qualify, vehicles and replacement parts must not have been purchased for resale. This amount will also be used to pay attorneys' fees, costs, and expenses and notice and claims administration costs, as approved by the Court.
- Except Bosal Industries Georgia, Inc. and Bosal USA, Inc., the other Round 5 Settling Defendants also agreed not to engage in the specified conduct that is the subject of the lawsuits for a period of two years from a specified date. All of the Round 5 Settlement Defendants cooperated in the litigation.

¹ "Settlement Agreements" or "Round 5 Settlement Agreements" mean the settlement agreements with the Round 5 Settling Defendants.

² Two of the three Round 5 Settling Defendants settled claims related to different automotive parts in earlier settlement rounds.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

YOUR LEGAL RIGHTS AND OPTIONS		
SUBMIT A CLAIM	<p>The only way to get a payment from the Round 5 Settlements.</p> <p>If you already filed a claim in the previous Settlements (Rounds 1 through 4) for qualifying new vehicles or replacement parts that are included in the Round 5 Settlements, you do not need to submit another claim for those vehicles or replacement parts. To qualify, vehicles and replacement parts must not have been purchased for resale. You should submit a claim if you have additional qualifying vehicles or replacement parts to report or if you have not previously submitted a claim for qualifying new vehicles or replacement parts that are included in the Round 5 Settlements.</p> <p>The deadline for submitting claims to share in the previous settlements (Rounds 1 through 4) has passed. You are no longer able to submit a claim for payment from the Settlements in Rounds 1 through 4.</p>	January 7, 2023
EXCLUDE YOURSELF	You will not be included in the Settlement Classes for the Round 5 Settlements from which you exclude yourself. You will receive no benefits from those Round 5 Settlements, but you will keep any rights you currently have to sue these Round 5 Settling Defendants about the claims in the Round 5 Settlement Classes from which you exclude yourself.	December 20, 2022
DO NOTHING	You will be included in the Settlement Classes for the Round 5 Settlements and are eligible to file a claim for a payment (if you qualify). If you do not file a claim for a payment by January 7, 2023 , and you did not previously file a claim for qualifying new vehicles or replacement parts included in the Round 5 Settlements, you will not receive a payment from the Round 5 Settlements. You will give up your rights to sue the Round 5 Settling Defendants about the claims in these cases.	
OBJECT TO THE SETTLEMENTS AND PROPOSED PLAN OF ALLOCATION	If you do not exclude yourself, you can write to the Court explaining why you disagree with any of the Round 5 Settlements, the proposed Plan of Allocation, or any future request for attorneys' fees and reimbursement of costs and expenses to be awarded.	December 20, 2022
GO TO THE HEARING	If you submit a written objection, you may ask to speak in Court about your opinion of the Round 5 Settlements.	January 12, 2023, at 2:00 p.m.

- These rights and options—and the deadlines to exercise them—are explained in this Notice.
- The Court in charge of these cases still has to decide whether to finally approve the Round 5 Settlements. Payments will only be made if the Court approves the Round 5 Settlements and the proposed Plan of Allocation, and after any appeals are resolved.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

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BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the Round 5 Settlements reached in this litigation, before the Court decides whether to finally approve these Settlements.

The Court in charge is the United States District Court for the Eastern District of Michigan. This litigation is known as *In re: Automotive Parts Antitrust Litigation*. Within this litigation there are several different lawsuits. The people who sued are called the “Plaintiffs.” The companies they sued are called the “Defendants.”

Previously, you may have received notice about the Settlements in Rounds 1 through 4. The Round 1 Settlements received final approval from the Court, as amended, on August 9, 2016. The Round 2 Settlements received final approval from the Court on July 10, 2017. The Round 3 Settlements received final approval from the Court on November 7, 2018. The Round 4 Settlements received final approval from the Court on September 23, 2020.

Round 5 Settlements have now been reached with three Defendant groups, which is why there is another Notice. This is the final round of Settlements in this litigation. This Notice explains the lawsuits, proposed Round 5 Settlements, the proposed Plan of Allocation, and your legal rights, including your ability to file a claim to receive a payment (if eligible).

2. WHAT ARE THESE LAWSUITS ABOUT?

Each lawsuit claims that the Defendants in that lawsuit agreed to unlawfully raise the price of a certain kind of vehicle component part. (For example, one lawsuit is called *In re: Exhaust Systems*, and the affected product is exhaust systems.) As a result of the alleged agreements by Defendants, consumers and businesses who purchased or leased qualifying new vehicles (not for resale) containing those parts or who indirectly purchased qualifying replacement parts (not for resale) from the Defendants may have paid more than they should have. Although the Round 5 Settling Defendants have agreed to settle, they do not agree that they engaged in any wrongdoing or are liable or owe any money or benefits to Plaintiffs. The Court has not decided who is right.

3. WHO ARE THE ROUND 5 SETTLING DEFENDANTS?

The Round 5 Settling Defendants are

1. Bosal USA, Inc. and Bosal Industries-Georgia, Inc. (together “Bosal”),
2. Robert Bosch GmbH and Robert Bosch LLC (together “Bosch”)³, and
3. ZF TRW Automotive Holdings Corp, ZF Friedrichshafen AG (into which TRW KFZ Ausrüstung GmbH merged), and Lucas Automotive GmbH (now known as ZF Active Safety GmbH) (together “TRW”)⁴.

4. HAVE THERE BEEN ANY OTHER SETTLEMENTS RELATED TO THIS LAWSUIT?

Yes. The following companies previously agreed to the Round 1 Settlements in the lawsuits:

1. Autoliv, Inc.; Autoliv ASP, Inc.; Autoliv B.V. & Co. KG; Autoliv Safety Technology, Inc.; and Autoliv Japan Ltd.,
2. Fujikura, Ltd. and Fujikura Automotive America LLC,
3. Hitachi Automotive Systems, Ltd. (partial settlement),
4. Kyungshin-Lear Sales and Engineering, LLC,
5. Lear Corporation,
6. Nippon Seiki Co., Ltd.; N.S. International, Ltd.; and New Sabina Industries, Inc.,
7. Panasonic Corporation and Panasonic Corporation of North America (partial settlement),
8. Sumitomo Electric Industries, Ltd.; Sumitomo Wiring Systems, Ltd.; Sumitomo Electric Wiring Systems, Inc. (incorporating K&S Wiring Systems, Inc.); and Sumitomo Wiring Systems (U.S.A.) Inc.,
9. TRAD Co., Ltd. and TRAD North America, Inc.,
10. TRW Deutschland Holding GmbH and TRW Automotive Holdings Corporation (now known as “ZF TRW Automotive Holdings Corp.”), and
11. Yazaki Corporation and Yazaki North America, Incorporated.

³ Previously, Bosch settled lawsuits related to Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wiper Systems.

⁴ Previously, TRW settled lawsuits related to Occupant Safety Restraint Systems.

The following companies previously agreed to the Round 2 Settlements in the lawsuits:

1. Aisin Seiki Co., Ltd. and Aisin Automotive Casting, LLC,
2. DENSO Corporation; DENSO International America, Inc.; DENSO International Korea Corporation; DENSO Korea Automotive Corporation; DENSO Automotive Deutschland GmbH; ASMO Co., Ltd.; ASMO North America, LLC; ASMO Greenville of North Carolina, Inc.; and ASMO Manufacturing, Inc.,
3. Furukawa Electric Co., Ltd. and American Furukawa, Inc.,
4. G.S. Electech, Inc.; G.S. Wiring Systems Inc.; and G.S.W. Manufacturing, Inc.,
5. LEONI Wiring Systems, Inc. and Leonische Holding Inc.,
6. Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc.,
7. NSK Ltd.; NSK Americas, Inc.; NSK Steering Systems Co., Ltd.; and NSK Steering Systems America, Inc.,
8. Omron Automotive Electronics Co. Ltd.,
9. Schaeffler Group USA Inc.,
10. Sumitomo Riko Co. Ltd. and DTR Industries, Inc.,
11. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc., and
12. Valeo Japan Co., Ltd. on behalf of itself and Valeo Inc.; Valeo Electrical Systems, Inc.; and Valeo Climate Control Corp.

The following companies previously agreed to the Round 3 Settlements in the lawsuits:

1. Aisan Industry Co., Ltd.; Franklin Precision Industry, Inc.; Aisan Corporation of America; and Hyundam Industrial Co., Ltd.,
2. ALPHA Corporation and Alpha Technology Corporation,
3. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc.,
4. Robert Bosch GmbH and Robert Bosch LLC,
5. Bridgestone Corporation and Bridgestone APM Company,
6. Calsonic Kansei Corporation and Calsonic Kansei North America, Inc.,
7. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation,
8. Continental Automotive Electronics LLC; Continental Automotive Korea Ltd; and Continental Automotive Systems, Inc.,
9. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation,
10. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc.,
11. Faurecia Abgastechnik GmbH; Faurecia Systèmes d'Échappement; Faurecia Emissions Control Technologies, USA, LLC; and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc.,
12. Hitachi Automotive Systems, Ltd.,
13. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.,
14. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc.,
15. JTEKT Corporation; JTEKT Automotive North America, Inc.; and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.),
16. Kiekert AG and Kiekert U.S.A., Inc.,
17. Koito Manufacturing Co., Ltd. and North American Lighting, Inc.,
18. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc.,
19. MITSUBA Corporation and American Mitsuba Corporation,
20. Nachi-Fujikoshi Corp. and Nachi America Inc.,
21. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc.,
22. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc.,
23. Nishikawa Rubber Company, Ltd.,
24. NTN Corporation and NTN USA Corporation,
25. Sanden Automotive Components Corporation; Sanden Automotive Climate Systems Corporation; and Sanden International (U.S.A.) Inc.,
26. SKF USA Inc.,
27. Stanley Electric Co., Ltd.; Stanley Electric U.S. Co., Inc.; and II Stanley Co., Inc.,
28. Tenneco Inc.; Tenneco GmbH; and Tenneco Automotive Operating Co., Inc.,
29. Toyo Tire & Rubber Co. Ltd.; Toyo Tire North America OE Sales LLC; and Toyo Automotive Parts (U.S.A.), Inc.,
30. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation,
31. Valeo S.A.,
32. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc., and
33. Yamashita Rubber Co., Ltd. and YUSA Corporation.

The following companies previously agreed to the Round 4 Settlements in the lawsuits:

1. Brose Schließsysteme GmbH & Co. Kommanditgesellschaft and Brose North America,
2. Corning International Kabushiki Kaisha and Corning Incorporated,
3. Delphi Technologies PLC and Delphi Powertrain Systems, LLC,
4. Green Tokai Co., LTD.,
5. Keihin Corporation and Keihin North America, Inc.,
6. KYB Corporation (f/k/a Kayaba Industry Co. Ltd) and KYB Americas Corporation,
7. Maruyasu Industries Co., Ltd. and Curtis Maruyasu America, Inc.,
8. Meritor, Inc. f/k/a ArvinMeritor, Inc.,
9. Mikuni Corporation,
10. Mitsubishi Heavy Industries America, Inc. and Mitsubishi Heavy Industries Climate Control, Inc.,
11. Panasonic Corporation and Panasonic Corporation of North America,
12. Sanoh Industrial Co., Ltd. and Sanoh America, Inc.,
13. Showa Corporation and American Showa, Inc.,
14. Reorganized TK Holdings Trust,
15. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.,
16. Toyo Denso Co., Ltd. and Weastec, Inc., and
17. Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corporation; TG Kentucky, LLC; TG Missouri Corp.; and TG Fluid Systems USA Corporation.

The Court has given final approval to the Round 1 Settlements. *See* Amended Opinion and Order Granting Final Approval to the Round 1 Settlements (August 9, 2016) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court has also given final approval to the Round 2 Settlements. *See* Order Granting Final Approval to the Round 2 Settlements (July 10, 2017) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court has given final approval to the Round 3 Settlements. *See* Order Granting Final Approval to the Round 3 Settlements (November 7, 2018) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

The Court has given final approval to the Round 4 Settlements. *See* Order Granting Final Approval to the Round 4 Settlements (September 23, 2020) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

More information about these Settlements is available at www.AutoPartsClass.com.

5. WHAT VEHICLE PARTS ARE INCLUDED?

The Round 5 Settlements generally include the vehicle component parts listed below. The specific definitions of the vehicle component parts are available in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are available on www.AutoPartsClass.com or by calling 1-877-940-5043.

- **Electronic Braking Systems** prevent cars from skidding by providing electronic stability controls when braking (anti-lock braking system or “ABS”) or under all driving conditions (electronic stability control or “ESC”).
- **Exhaust Systems** are systems of piping and other parts that convey noxious exhaust gases away from the passenger compartment and reduce the level of pollutants and engine exhaust noise emitted. An Exhaust System includes one or more of the following components: manifold, flex pipes, catalytic converter, oxygen sensor, isolator/gasket/clamps, resonator assemblies/pipe accessories, and muffler/muffler assemblies. An Exhaust System has a “hot end,” which is the part of the Exhaust System that is mounted to the engine, which is generally comprised of a manifold and catalytic converter, and a “cold end,” which is the part of the Exhaust System that is mounted to the underbody of the car, which generally contains a muffler, pipes, and possibly a catalytic converter.
- **Hydraulic Braking Systems** consist of an actuation system and a foundation system. The actuation system is made up of a brake booster and main brake cylinder, while the foundation system is made up of a disc brake with saddle or drum brake and wheel brake cylinder. Hydraulic Braking Systems use fluid to transfer pressure to the vehicle’s braking mechanism, slowing the vehicle.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

6. WHY ARE THESE CLASS ACTIONS?

In class actions, one or more individuals or companies called the “class representatives” sue on behalf of themselves and other people with similar claims in the specific class action. All of these individuals or companies together are the “Class” or “Class members.” In these Class actions, there are more than fifty Class representatives. In a class action, one court may resolve the issues for all Class members, except for those who exclude themselves from the Class.

WHO IS INCLUDED IN THE CLASSES

7. HOW DO I KNOW IF I MAY BE INCLUDED IN THE ROUND 5 SETTLEMENT CLASSES?

Generally, you may be included in one or more of the Round 5 Settlement Classes if, at any time from 2002 to 2018, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale), or (2) indirectly paid to replace one or more of the qualifying vehicle parts listed in Question 5 above (not for resale). In general, qualifying new vehicles include four-wheeled passenger automobiles, vans, sports utility vehicles, crossovers, and pickup trucks.

The specific definition of the qualifying automotive parts, as well as the definition of who is included in the Round 5 Settlement Classes, is set forth in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are available at www.AutoPartsClass.com or by calling 1-877-940-5043.

You will also be able to obtain additional information to learn whether you are a member of one or more of the Round 5 Settlement Classes by visiting www.AutoPartsClass.com and providing details regarding your purchase or lease of a new vehicle or your indirect purchase of a replacement part, calling 1-877-940-5043, or sending an email to info@AutoPartsClass.com. To qualify, vehicles and replacement parts must not have been purchased for resale.

A separate Settlement Class has been preliminarily approved by the Court in each of the following cases settled by the Round 5 Settling Defendants. The time period covered by the Round 5 Settlements for each of the Round 5 Settlement Classes is provided below:

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Bosal	January 1, 2002	June 5, 2018	Exhaust Systems
Bosch	September 29, 2010	December 31, 2017	Electronic Braking Systems
	February 13, 2007	December 31, 2017	Hydraulic Braking Systems
TRW	February 13, 2007	December 31, 2017	Hydraulic Braking Systems

Payments to members of the Round 5 Settlement Classes only will be made if the Court approves the Round 5 Settlements and after any appeals from such approval are resolved and in accordance with the proposed Plan of Allocation to distribute the Round 5 Net Settlement Funds (*see* Question 12).

These cases are proceeding as class actions seeking monetary recovery for consumers and businesses in 30 states and the District of Columbia and, except Bosal, for nationwide injunctive relief to stop the Round 5 Settling Defendants’ alleged illegal behavior and prevent this behavior from happening in the future (*see* Question 15).

Purchasers or lessees of qualifying new vehicles or indirect purchasers of any of the qualifying replacement parts listed in Question 5 may be members of the Round 5 Settlement Classes entitled to monetary recovery.

Only those members of the Round 5 Settlement Classes who, during the relevant time periods listed above, purchased or leased a qualifying new vehicle or indirectly purchased a qualifying replacement part in or while (1) residing in or (2) as to businesses, having the principal place of business located in the District of Columbia or the states listed below will be entitled to share in the monetary recovery. Those states are: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. To qualify, vehicles and replacement parts must not have been purchased for resale.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

8. WHO IS NOT INCLUDED IN THE ROUND 5 SETTLEMENT CLASSES?

The Round 5 Settlement Classes do not include

- any of the Defendants, their parent companies, subsidiaries, and affiliates;
- any co-conspirators;
- federal government entities and instrumentalities;
- states and their political subdivisions, agencies, and instrumentalities; and
- all persons who purchased their vehicle parts directly from the Defendants or for resale.

THE ROUND 5 SETTLEMENTS' BENEFITS

9. WHAT DO THE ROUND 5 SETTLEMENTS PROVIDE?

The Round 5 Settlements totaling approximately \$3.152 million ("Settlement Amount") are now being presented to the Court for final approval. After deducting attorneys' fees, reimbursement of costs, and expenses, and notice and claims administration costs, as approved by the Court, the Round 5 Net Settlement Funds will be available for distribution to members of the Round 5 Settlement Classes who timely file valid claims.

The Round 5 Settlements also include non-monetary relief (*see* Question 15), including cooperation from the Settling Defendants as well as agreements by the Settling Defendants (except Bosal) not to engage in the conduct that is the subject of the lawsuits, as more fully described in the proposed Final Judgments that are available on the Settlement website www.AutoPartsClass.com.

The Settlement Funds are allocated to the relevant vehicle component cases as follows:

Auto Parts Round 5 Settlements and Settlement Funds		
Automotive Parts Case	Round 5 Settling Defendant	Settlement Fund
Electronic Braking Systems	Bosch	\$2,113,887.78
Exhaust Systems	Bosal	\$150,000.00
Hydraulic Braking Systems	Bosch	\$128,112.22
	TRW	\$760,000.00
Total		\$3,152,000.00

Any interest earned will be added to each of the Settlement Funds. More details about the Round 5 Settlements are provided in the Round 5 Settlement Agreements, available at www.AutoPartsClass.com.

HOW TO GET BENEFITS

10. HOW DO I SUBMIT A CLAIM?

You may be entitled to a portion of the Settlement Funds when a distribution is made to members of the Settlement Classes. If you exclude yourself from the Round 5 Settlements, you will not receive a payment from those funds.

Claims may be submitted online at www.AutoPartsClass.com or by printing and mailing your completed form postmarked by **January 7, 2023** to:

Auto Parts Settlements
P.O. Box 10163
Dublin, OH 43017-3163

You may also call 1-877-940-5043, write the Settlement Administrator at the address above, email info@AutoPartsClass.com, or visit www.AutoPartsClass.com to obtain a Claim Form and request assistance in filing a claim.

If you submit a Claim Form at the Settlement website, you may receive future notifications containing additional important information.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

11. IF I FILED A CLAIM PREVIOUSLY, DO I NEED TO FILE A CLAIM TO GET A PAYMENT FROM THE ROUND 5 SETTLEMENTS?

If you already submitted a Claim Form in the previous Settlements (Rounds 1 through 4), you do not need to file another claim to get a payment from the Round 5 Settlements for that specific vehicle or replacement part (as applicable). However, if you purchased additional qualifying new vehicles or indirectly purchased qualifying replacement parts that are included in the Round 5 Settlements and were not mentioned in your previous Claim Form, you should file a new Claim Form for these additional vehicles or replacement parts (*see* Question 10). To qualify, vehicles and replacement parts must not have been purchased for resale.

You are no longer able to submit a claim for payment from the Rounds 1 through 4 Settlements. The deadline to submit a claim in the previous Settlements has passed.

12. HOW MUCH MONEY CAN I GET?

At this time, it is estimated that each member of the Round 5 Settlement Classes who submits a valid claim will receive a payment of at least \$100 from their claims across all Settlements (Rounds 1 through 5). The minimum payment is per claimant and not per vehicle. However, the actual amount of your recovery will be determined by the proposed Plan of Allocation, the terms of which are posted at www.AutoPartsClass.com.

The Court previously approved a revised Plan of Allocation to distribute the prior settlements minus attorneys' fees, reimbursement of costs and expenses, notice and claims administration costs ("Rounds 1 through 4 Net Settlement Fund," collectively with the Round 5 Net Settlement Fund, the "Net Settlement Funds") from the earlier settlements. However, Settlement Class Counsel are proposing that the Court also approve a substantially similar Plan of Allocation that will apply to the Round 5 Settlements.

Based on the proposed Plan of Allocation, the Settlement Administrator will calculate the amounts awarded to each Round 5 Settlement Class Member who files a valid claim. Below is a summary of how claims will be paid:

- Each claimant will be paid a minimum of \$100 from the Net Settlement Funds. A Settlement Class Member who has a claim in the Round 5 Settlements as well as the previous settlements (Rounds 1 through 4) will only receive one \$100 minimum payment covering all of the Settlement Class Member's claims.
- Claims that would be paid less than \$100 will be paid \$100.
- Claims that would be paid at least \$100 will be paid \$100 plus a pro rata (or proportional) share of the remaining applicable Round 5 Net Settlement Funds as determined separately for each automotive part (after paying all of the \$100 minimum payments).
- If the Net Settlement Funds are insufficient to allow a minimum payment of \$100 to each claimant, or if the Round 5 Net Settlement Funds are insufficient to allow a minimum payment of \$100 to each claimant who does not have a claim in the Rounds 1 through 4 Settlements, the amount to be paid to each claimant will be adjusted based on a pro rata basis.

The pro rata portion of the payment amount will be based on a ratio consisting of the claimant's total number of qualifying new vehicles purchased or leased or qualifying replacement parts indirectly purchased, and the total number of qualifying new vehicles purchased or leased and qualifying replacement parts indirectly purchased by other claimants. Claims based on qualifying new vehicles containing automotive parts that were allegedly specifically targeted by Defendants' alleged collusive conduct will receive more money.

Payments will be based on a number of factors, including at least the number of valid claims filed by all members of the Round 5 Settlement Class in question and the number of (1) qualifying new vehicles purchased or leased or (2) qualifying replacement parts indirectly purchased. To qualify, vehicles and replacement parts must not have been purchased for resale.

It is possible that any money remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Round 5 Settling Defendants after the Court finally approves the Round 5 Settlements.

In order to receive a payment from the Round 5 Settlements, you will need to file a valid Claim Form (*see* Question 10). If you already submitted a Claim Form, you do not need to file another claim for that specific vehicle or replacement part. However, if you purchased additional qualifying new vehicles or indirectly purchased qualifying replacement parts, which were not mentioned in your previous Claim Form, you should file a new Claim Form for these additional vehicles or replacement parts.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

13. WHEN WILL I GET A PAYMENT?

Payments may be distributed to members of the Round 5 Settlement Classes after: (1) the Court grants final approval to the Round 5 Settlements; (2) any appeals from such approvals are resolved (appeals can take several years to conclude); (3) the claims administration process is completed; and (4) the Court approves the allocation of the Round 5 Settlement Fund.

14. CAN I FILE A CLAIM IN THE PREVIOUS SETTLEMENTS IN THIS CASE?

No. You are no longer able to submit a claim for payment from the Settlements in Rounds 1 through 4. The deadline to submit a claim in the previous Settlements has passed.

15. WHAT IS THE NON-MONETARY RELIEF?

Except Bosal, the other Round 5 Settling Defendants agreed not to engage in certain specified conduct that would violate the antitrust laws that are at issue in these lawsuits for a period of two years. All of the Round 5 Settling Defendants cooperated with the Class representatives in the litigation.

REMAINING IN THE CLASSES

16. WHAT HAPPENS IF I REMAIN IN THE SETTLEMENT CLASSES?

If the Round 5 Settlements become final, you will give up your right to sue these Settling Defendants on your own for the claims described in the Round 5 Settlement Agreements unless you exclude yourself from one or more of the Round 5 Settlement Classes. You also will be bound by any decisions by the Court relating to any Round 5 Settlements from which you do not exclude yourself.

In return for paying the Settlement Amount and providing the non-monetary benefits, the Round 5 Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the Round 5 Settlement Agreements. The Round 5 Settlement Agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves these Settlements. If you have any questions, you can talk to Settlement Class Counsel listed in Question 21 for free, or you can, of course, talk to your own lawyer (at your own expense). The Round 5 Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASSES

17. HOW DO I GET OUT OF THE ROUND 5 SETTLEMENT CLASSES?

To exclude yourself from one or more of the Round 5 Settlement Classes, you must send a letter by mail stating that you want to be excluded from *In re Automotive Parts Antitrust Litigation* and specifying from which Settlement Class or Classes (including the specific automotive part case) you wish to be excluded. You may only request to be excluded from the Settlement Classes for the Round 5 Settlements.

Your letter must also include:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a qualifying new vehicle and/or indirect purchase of the applicable qualifying replacement part (not for resale):
 - Purchase or lease documentation should include: (a) the date and place of purchase or lease, (b) the make, model, and model year of the new vehicle, and (c) the state where you resided when the qualifying new vehicle was purchased or leased, or as to businesses, the principal place of business when the qualifying new vehicle was purchased or leased;
 - Replacement part documentation should include: (a) the date and place of purchase, (b) type of qualifying replacement part purchased, and (c) the state where you resided when the qualifying replacement part was purchased, or as to businesses, the principal place of business when the qualifying replacement part was purchased; and
- Your signature.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

If you are seeking to exclude yourself from one or more of the Round 5 Settlement Classes, you are also requested (but not required) to state in your letter the number of qualifying new vehicles you purchased from January 1, 2002 to June 5, 2018.

Any request for exclusion must be mailed to the address immediately below, and must be **received** no later than **December 20, 2022**:

Automotive Parts Indirect Exclusions
P.O. Box 10163
Dublin, OH 43017-3163

18. IF I DON'T EXCLUDE MYSELF, CAN I SUE FOR THE SAME THING LATER?

No. Unless you exclude yourself, you give up any right to sue the Round 5 Settling Defendants for the claims being released in this litigation.

19. IF I EXCLUDE MYSELF, CAN I STILL GET MONEY BENEFITS?

No. If you exclude yourself from the Settlement Classes in any of the Round 5 Settlements, you will not get any money as a result of the Settlement in that case. However, you may exclude yourself from one or more of the Settlement Classes for any of the Round 5 Settlements but remain in the Settlement Classes for other Round 5 Settlements. In that case, you may receive money from the Round 5 Settlements for the Settlement Classes in which you remain a Settlement Class member.

20. CAN I EXCLUDE MYSELF FROM THE PREVIOUS SETTLEMENTS?

No. If you did not timely request to be excluded from the Settlement Classes in Round 1 through Round 4, you may not request to be excluded from those Settlement Classes at this time.

THE LAWYERS REPRESENTING YOU

21. DO I HAVE A LAWYER REPRESENTING ME?

The Court has appointed the following law firms as Settlement Class Counsel to represent you and all other members of the Settlement Classes:

Adam Zapala Cotchett, Pitre, & McCarthy, LLP 840 Malcolm Road Burlingame, CA 94010	William V. Reiss Robins Kaplan LLP 1325 Avenue of the Americas Suite 2601 New York, NY 10019	Marc M. Seltzer Susman Godfrey L.L.P. 1900 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
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You will not be charged for contacting these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

22. HOW WILL THE LAWYERS BE PAID

At a later date, Settlement Class Counsel will ask the Court for an award of attorneys' fees and reimbursement of costs and expenses for all of their services to be paid from the total Settlement Amounts established by the Rounds 1 through 5 Settlements, including any interest earned. The total amount of fees requested, combined with all fees previously awarded by the Court, will not exceed 30 percent of the total Settlement Amounts of all of the Rounds 1 through 5 Settlements, including any interest earned.

When it is filed with the Court, Settlement Class Counsel's application for fees, costs and expenses to be awarded will be made available on www.AutoPartsClass.com, and Settlement Class Members who provided their email addresses to the Claims Administrator will also receive an email. Otherwise, Rounds 1 through 5 Settlements Class Members will receive no further notice when this application is filed or the deadline to submit objections about this application.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

OBJECTING TO THE ROUND 5 SETTLEMENTS

23. HOW DO I OBJECT TO OR COMMENT ON THE ROUND 5 SETTLEMENTS?

If you have objections to or comments about any aspect of (a) one or more of the Round 5 Settlements, (b) the proposed Plan of Allocation as it applies to members of any of the Settlement Classes (in Round 5), or (c) the future motion by Settlement Class Counsel for attorneys' fees and reimbursement of costs and expenses as it applies to members of the Round 5 Settlement Classes, then you may express your views to the Court. You can only object to or comment on these matters if you do not exclude yourself from the applicable Settlement Class or Classes.

To object to or comment on a Round 5 Settlement or the proposed Plan of Allocation, or the future motion for attorneys' fees and reimbursement of costs and expenses, you must do so in writing. Your letter must specify which Settlement (including the specific vehicle part) you are objecting to and include the following in your objection letter:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a qualifying new vehicle and/or indirect purchase of the applicable qualifying replacement part (not for resale):
 - Purchase or lease documentation should include: (a) the date and place of purchase or lease, (b) the make and model year of the new vehicle, and (c) the state where you resided when the new vehicle was purchased or leased, or as to businesses, the principal place of business;
 - Replacement part documentation should include: (a) the date and place of purchase, (b) type of replacement part purchased, and (c) the state where you resided when the replacement part was purchased, or as to businesses, the principal place of business;
- The name of the Settling Defendant whose Settlement you are objecting to or commenting on;
- The vehicle part case, including the case name and case number, that is the subject of your objections or comments. (You can find the case numbers at www.AutoPartsClass.com. Go to the "Class Action Complaints" under the "Court Documents" tab to find the cases by part.);
- The reasons you object to the Settlement, proposed Plan of Allocation, and/or motion for attorneys' fees and reimbursement of costs and expenses, along with any supporting materials; and
- Your signature.

Any comment or objection to the Round 5 Settlements, proposed Plan of Allocation, or future motion for attorneys' fees and reimbursement of costs and expenses must be in writing, mailed to **both** of the addresses listed immediately below. Objections to the Round 5 Settlements or proposed Plan of Allocation must be received by both the Clerk of the Court and the Notice Administrator, no later than **December 20, 2022**. The addresses are:

Court	Notice Administrator
U.S. District Court for the Eastern District of Michigan Clerk of the Court Theodore Levin U.S. Courthouse 231 W. Lafayette Blvd., Room 599 Detroit, MI 48226	Auto Parts Settlements Objections P.O. Box 10163 Dublin, OH 43017-3163

Any objection or comment to the Round 5 Settlements or proposed Plan of Allocation must also be timely filed with the Court (on or before December 20, 2022) in the case file (or docket) of the specific automotive parts case or cases that are the subject of your objection or comments (e.g., *In re Exhaust Systems*, No. 2:16-cv-03703). Objections or comments filed only in *In re Automotive Parts Antitrust Litigation* (the Master Docket, 2:12-md-02311) will not satisfy this requirement.

You will not have an opportunity to speak at the Court's Fairness Hearing (*see* Question 26) unless you first submit a complete, valid, and timely written objection and request the opportunity to speak at the Fairness Hearing.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com

24. CAN I OBJECT TO OR COMMENT ON THE PREVIOUS SETTLEMENTS?

No. The deadline to object or comment on the previous Settlements (Rounds 1 through 4) has passed. The Court has given final approval to all of the previous Settlements.

25. WHAT IS THE DIFFERENCE BETWEEN EXCLUDING MYSELF FROM THE ROUND 5 SETTLEMENT CLASSES AND OBJECTING TO THE ROUND 5 SETTLEMENTS?

If you exclude yourself from one or more of the Round 5 Settlement Classes, you are telling the Court that you do not want to participate in the Round 5 Settlement(s) from which you exclude yourself. Therefore, you will not be eligible to receive any payment from those Round 5 Settlement(s), and you will not be able to object to them. Objecting to a Round 5 Settlement simply means telling the Court that you do not like something about the Settlement. Objecting does not make you ineligible to receive a payment.

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Round 5 Settlements and proposed Plan of Allocation. You may attend and you may ask to speak, but you do not have to do so.

26. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE ROUND 5 SETTLEMENTS?

The Court will hold a virtual Final Fairness Hearing at 2:00 p.m. on January 12, 2023. More information regarding the hearing is available at the website, www.AutoPartsClass.com, or by calling 1-877-940-5043. The hearing may also be moved to a different date or time without additional notice.

At this hearing, the Court will consider whether the Round 5 Settlements and the proposed Plan of Allocation are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. At or after the hearing, the Court will decide whether to approve the Round 5 Settlements.

27. DO I HAVE TO ATTEND THE HEARING?

No. Settlement Class Counsel will answer any questions the Court may have. But you are welcome to attend at your expense. If you send an objection or comment, you do not have to come to Court to talk about it. As long as you mailed your complete and valid written objection on time, as described above in Question 23, the Court will consider it. You may also hire your own lawyer at your own expense to attend on your behalf, but you are not required to do so.

28. MAY I SPEAK AT THE HEARING?

If you send an objection or comment on the Round 5 Settlements or proposed Plan of Allocation, as described in Question 23, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing if you do not submit a timely written objection or comment as described in Question 23. You cannot speak at the hearing if you exclude yourself from that specific Settlement Class.

GET MORE INFORMATION

29. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Round 5 Settlements. More details are in the Round 5 Settlement Agreements. You can view or get copies of the Settlement Agreements and more information about all the Settlements at www.AutoPartsClass.com. In addition, the proposed Plan of Allocation is available at www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163, send an email to info@AutoPartsClass.com, or call the toll-free number, 1-877-940-5043. If you file a claim, you will be notified of any future information concerning these cases.

Questions? Call 1-877-940-5043 or Visit www.AutoPartsClass.com