

End-Payor Plaintiffs (“EPPs”) hereby respectfully move the Court, pursuant to Federal Rules of Civil Procedure 23(h) and 54(d)(2), for an award of attorneys’ fees equal to 22% from the proceeds of the Round 4 settlements currently before the Court for final approval. EPPs also move the Court for payment of incentive awards to Class Representatives.

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Respectfully submitted,

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STATEMENT OF ISSUES PRESENTED

1. Should counsel for End-Payor Plaintiffs, who have obtained more than \$183,958,000 million in class settlements that are presently before the Court for final approval, be awarded attorneys' fees equal to 22% to be paid out of the proceeds of these settlements?

Yes.

2. Should counsel for End-Payor Plaintiffs be reimbursed for certain litigation costs and expenses incurred in pursuing the claims in this litigation?

Yes.

3. Should the Class Representatives for the End-Payor Plaintiffs receive an incentive award in the amount of \$10,000 for those who appeared for a deposition in this litigation and \$5,000 for those who did not appear for a deposition, but who participated in discovery?

Yes.

TABLE OF MOST CONTROLLING AUTHORITIES

Fed. R. Civ. P. 23(h)

Fed. R. Civ. P. 54(d)

In re Cardinal Health Inc. Sec. Litig., 528 F. Supp. 2d 752 (S.D. Ohio 2007)

In re Cardizem CD Antitrust Litig., 218 F.R.D. 508 (E.D. Mich. 2003)

In re Delphi Corp. Sec., Derivative & “ERISA” Litig., 248 F.R.D. 483 (E.D. Mich. 2008)

In re Southeastern Milk Antitrust Litig., No. 08-md-1000, 2013 U.S. Dist. LEXIS 70167 (E.D. Tenn. May 17, 2013)

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<i>In re CMS Energy ERISA Litig.</i> , No. 02-72834, 2006 WL 2109499 (E.D. Mich. June 27, 2006)	28, 29, 30
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United States v. Corning International Kabushiki Kaisha,
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Fed. R. Civ. P. 23(h)7

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Rate-Crunch Era, Law360, June 11, 2016, <https://www.law360.com/in-depth/articles/804421>21

Sara Randazzo & Jacqueline Palank, *Legal Fees Cross New Mark: \$1,500 an Hour*, The Wall Street Journal (Feb. 16, 2016)21

INTRODUCTION

Pursuant to Federal Rules of Civil Procedure (“Rules”) 23(h) and 54(d)(2), End-Payor Plaintiffs’ (“EPPs”)¹ respectfully request an award of \$40,470,760.00 in attorneys’ fees plus a pro rata share of the interest earned thereon, which is equal to 22% of the settlement amounts paid by 17 Defendants in this litigation as part of the fourth round of settlements excluding the settlement with the Reorganized TK Holdings Trust pursuant to the company’s bankruptcy proceeding (“Requested Award”).²

EPPs make this application for attorneys’ fees in connection with EPPs’ Motion for Final Approval of Settlements (“Round 4 Settlements”) with Brose, Corning, Delphi, Green Tokai, Keihin, KYB, Maruyasu, Meritor, Mikuni, Mitsubishi Heavy, Panasonic, Sanoh, Showa, the Reorganized TK Holdings Trust (“TKH”), Tokai Rika, Toyo Denso, and Toyoda Gosei (“Round 4 Settling Defendants”).³ See Joint Declaration of Hollis Salzman, Marc M. Seltzer, and Adam J. Zapala in Support of 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 (“Joint Decl.”) at ¶ 9.

These settlements with the Round 4 Settling Defendants, each of which was separately negotiated and therefore is separate and independent of the other, total \$183,958,000⁴ in cash

¹ In granting preliminary approval of these settlements, the Court appointed Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP and Susman Godfrey L.L.P. as Settlement Class Counsel (“Class Counsel” or “Co-Lead Counsel”). See, e.g., Order Granting End-Payor Plaintiffs’ Motion for Preliminary Approval of Proposed Settlement with Defendant Meritor and Provisional Certification of Settlement Class at ¶ 6, *Exhaust Systems*, No. 2:16-cv-03703, ECF. No. 120.

² Contemporaneously with this motion, EPPs have filed their Motion for Orders Granting Final Approval of the Round Four Settlements and Approving the Plan of Allocation and Memorandum in Support thereof.

³ The Round 4 Settling Defendants and corresponding affiliated cases and settlement amounts are listed in **Appendix A**.

⁴ Pursuant to a settlement with TKH reached in its bankruptcy proceeding, Class Counsel have secured a \$53,200,000 authorized claim against TKH, but expect to receive only a small fraction

(“Round 4 Settlement Amount”) and also include, among other benefits, injunctive relief obtained from all but two of the Round 4 Settling Defendants and agreements by all but one of the Settling Defendants to cooperate in the EPPs’ continued prosecution of their claims against the Defendants remaining in the Actions (“Non-Settling Defendants”).⁵ These Round 4 Settlements are only possible because of the dedication, effort, and skill of Co-Lead Class Counsel and the firms working at their direction (“EPP Class Counsel”), including their substantial multi-year investment of time and expenses. The request for 22% of each Round 4 settlement amount is in line with percentages that the Court approved in previous settlements in this case,⁶ is supported by Sixth Circuit authority, and is consistent with the previously expressed preference of the Court. Transcript of August 1, 2018 Fairness Hearing at 36:11-15, 2:12-md-2311, ECF No. 1937 (stating that the Court would grant a 25% fee award in Round 3, bringing the total attorneys’ fee award to “22 point-something” and noting: “I want you to stick with that for your round four. I’m telling

of this amount for distribution to the class. Because the ultimate settlement amount in connection with the TKH settlement remains undetermined at this time, this figure was not included in Class Counsels’ calculation of the total amount of the Round 4 settlement proceeds.

⁵ At this time, the only remaining Non-Settling Defendants are members of the Bosal Defendant Group in the *Exhaust Systems* case, No. 2:16-cv-03703. The cooperation of one Settling Defendant, namely Tenneco, has to date been very valuable during the discovery phase of that matter.

⁶ See, e.g., Order Granting in Part Award of Attorneys’ Fees, *Wire Harness*, No. 2:12-cv-00103, ECF No. 498 (granting interim fee award of 10% of the Round 1 Settlements, defined below) (“Round 1 Fee Award”); Supplemental Order Granting End-Payor Plaintiffs Additional Attorneys’ Fees, *Wire Harness*, No. 2:12-cv-00103, ECF No. 545 (granting additional interim fee award of 10% of Round 1 Settlements) (“Round 1 Supplemental Fee Award”); Order Regarding End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses, *Wire Harness*, No. 2:12-cv-00103, ECF No. 578 (granting fee award of 20%, net of certain expenses, of Round 2 Settlements, defined below) (“Round 2 Fee Award”); Order Regarding Auto Dealers’ Motion for an Award of Attorneys’ Fees, Reimbursement of Litigation Expenses and Service Awards at 4 ¶ 11, *Wire Harness*, No. 2:12-cv-00102, ECF Nos. 401 (granting interim fee award of 33% of the settlement amount); Order Regarding End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses at 7 ¶ 17, *Wire Harness*, No. 2:12-cv-00102, ECF Nos. 626 (granting fee award of 25% of the Round 3 settlement amount, net of expenses and noting that this together with the Round 2 and Round 1 awards resulted in a total award equal to 22.06%) (“Round 3 Fee Award”).

you that now. I think that that would be a fair resolution for an adequate and well deserved attorney fee”). Class Counsel and EPP Class Counsel have undertaken a significant risk, invested substantial amounts of their time and money on a contingent basis, and foregone other work opportunities to dedicate their professional efforts to this case. EPPs also seek incentive awards for named class representatives in the amount of \$10,000 for those who appeared for a deposition in this matter and \$5,000 for those who did not appear for a deposition, but who participated in significant discovery efforts, including providing EPP Class Counsel with documents and information regarding their purchases or leases of vehicles at issue in this litigation and, in some cases, providing formal discovery responses.

A. The Settlements Achieved

The Round 4 Settlements total \$183,958,000 and resolve EPPs’ claims against 17 Defendants and their affiliates (“Settling Defendants”) in 20 automotive parts cases, as set forth in the chart included at **Appendix A**. The settlements provide the settlement classes with substantial cash benefits and valuable cooperation from the Settling Defendants. These settlements resolve only a portion of EPPs’ claims in this MDL litigation, *In re Automotive Parts Antitrust Litigation*, MDL No. 2:12-md-02311 (“Auto Parts Action”), and represent approximately 15% of the total settlement recoveries obtained on behalf of EPPs across all rounds of settlements. These excellent results were only possible because of the dedication, effort, and skill of Co-Lead Class Counsel and the firms working at their direction, including their substantial multi-year investment of time and expenses.

B. EPP Class Counsel’s Vigorous Prosecution on Behalf of the Round 4 Settlement Classes

Since 2012, attorneys for EPPs have diligently worked to advance the claims of members of the proposed Round 4 Settlement Classes. As the Court has repeatedly recognized, the EPP

class actions are extraordinarily complex, involving over 160 Defendants in 41 separate, but coordinated, antitrust class actions alleging distinct violations of antitrust and consumer protection laws. *See* Order Regarding End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses at pp. 6-7 ¶ 16 (“Round 3 Fee Award”) (noting 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 eh members of the Settlement Classes”); Order Granting Final Approval to the Round 2 Settlements at p. 12, *Wire Harness*, No. 2:12-cv- 00103 (Jul. 10, 2017), ECF No. 576 (“Round 2 Final Approval Order”) (“The Court agrees with EPPs’ counsel’s assessment that antitrust class actions of the magnitude and size of this very complicated litigation make this among the most difficult and complex actions to prosecute.”); *see also* Transcript of May 11, 2016 Fairness Hearing at 72-73, 2:12-md-2311, ECF No. 1365 (noting the complexity of the EPP action and referring to the difficulty of the case as “extraordinary”); *In re Packaged Ice Antitrust Litig.*, No. 08-MDL-01952, 2011 WL 6209188, at *19 (E.D. Mich. Dec. 13, 2011) (stating that antitrust class actions are “arguably the most complex action[s] to prosecute” given the “legal and factual issues . . . [that are] numerous and uncertain in outcome.”); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 533 (E.D. Mich. 2003) (“Antitrust class actions are inherently complex . . .”).

The size and complexity of *Auto Parts* has required a huge undertaking by all involved, including EPP Class Counsel. EPP Class Counsel’s activities have included:

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers

and interviews of witnesses made available by certain settling and cooperating Defendant groups;

- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which Class Counsel and the attorneys working with them were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants' counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;
- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the United States Department of Justice ("DOJ");
- Obtaining, analyzing and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories propounded by more than 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and different Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in or reviewing the results of more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;

- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months to obtain both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing tens of thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 70 settlements totaling over \$1.2 billion, the largest indirect purchaser recovery in U.S. history. These tasks included analyzing economic evidence and data and formulating settlement demands; engaging in extensive arm’s-length negotiations with Defendant groups, dozens of in-person meetings, countless other communications, and in many instances, working with the assistance of outside neutral mediators; negotiating and preparing drafts of settlement agreements; preparing preliminary approval motions and escrow agreements for each settlement; briefing and arguing responses to settlement objections before this Court and on appeal;
- Crafting, in consultation with EPPs’ class-notice expert, four extensive notice programs that were approved by the Court, including the most recent July 2019 class notice program;
- Responding to objections to the settlements and ensuring the settlements will be available to the classes years earlier than would be the case if litigation against Defendants continued through trial and appeal; and
- Creating an efficient and effective plan of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation.

See Joint Decl. at ¶ 5.

EPP Class Counsel’s efforts are particularly important because the DOJ in its criminal

prosecutions did not seek or obtain restitution for the victims of Defendants' unlawful conduct. Indeed, the criminal fines negotiated by the DOJ were determined in light of the fact that the EPPs would be seeking restitution. The plea agreements each recite that "[i]n light of the availability of civil causes of action which potentially provide for a recovery of a multiple of actual damages, the recommended sentence does not include a restitution order for the offense charged in the Information." See, e.g., Plea Agreement, *United States v. Corning International Kabushiki Kaisha*, No. 2:16-cr-20357 (E.D. Mich. 2016), ECF No. 12. Thus, EPP Class Counsel have undertaken the responsibility of recovering monetary recoveries for the American purchasers and lessees of new vehicles, who are the ultimate victims in these cases.

I. AWARD OF ATTORNEYS' FEES

A. Legal Standards and General Practice

1. Substantial Fee Awards are Common and Necessary

District courts may award reasonable attorneys' fees and expenses from the settlement of a class action under Rules 54(d)(2) and 23(h). The Supreme Court "has recognized consistently that a litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole." *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980) (citation omitted); see also *Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 392-93 (1970). This doctrine recognizes that "those who benefit from the creation of the fund should share the wealth with the lawyers whose skill and effort helped create it." *In re Washington Public Power Supply System Sec. Litig.*, 19 F.3d 1291, 1300 (9th Cir. 1994).

The Supreme Court has also consistently recognized that private antitrust litigation provides an important public benefit as a necessary and desirable tool to assure the effective enforcement of the antitrust laws. See, e.g., *Pillsbury Co. v. Conboy*, 459 U.S. 248, 262-63 (1983); *Reiter v. Sonotone Corp.*, 442 U.S. 330, 344 (1979); *Hawaii v. Standard Oil Co.*, 405 U.S. 251, 266 (1972).

Substantial fee awards in successful cases, such as this one, encourage meritorious class actions, and thereby promote private enforcement of, and compliance with, antitrust laws. *See Mitsubishi Motors Corp. v. Soler Chrysler-Plymouth, Inc.*, 473 U.S. 614, 653-54 (1985); *Alpine Pharmacy, Inc. v. Chas. Pfizer & Co.*, 481 F.2d 1045, 1050 (2d Cir.), *cert. denied*, 414 U.S. 1092 (1973).

2. The Reasonableness of a Proposed Fee Award is Judged by the Circumstances of the Case

The Sixth Circuit and district courts within this Circuit have repeatedly held that it is within the district court's discretion to determine the "appropriate method for calculating attorney's fees" based on the "the unique circumstances of the actual cases before [it]." *In re Sulzer Ortho. Inc.*, 398 F.3d 778, 780 (6th Cir. 2005) (internal quotation omitted); *see also In re Southeastern Milk Antitrust Litig.*, No. 08-md-1000, 2013 U.S. Dist. LEXIS 70167, at *10 (E.D. Tenn. May 17, 2013). Accordingly, "[t]he district court's award of attorneys' fees in common fund cases need only be 'reasonable under the circumstances.'" *Bowling v. Pfizer, Inc.*, 102 F.3d 777, 779 (6th Cir. 1996) (quoting *Rawlings v. Prudential-Bache Props., Inc.*, 9 F.3d 513, 516 (6th Cir. 1993)); *see also In re Polyurethane Foam Antitrust Litig.*, No. 10-md-2196, 2016 U.S. Dist. LEXIS 49592, at *12-13 (N.D. Ohio Apr. 13, 2016) (stating that, in common fund cases, a district court's award of attorneys' fees "need only be reasonable under the circumstances") (internal citations omitted). This Court has explicitly agreed with this approach in granting EPPs' previous fee requests. Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses at 6-7 ¶ 16, *Wire Harness*, 2:12-cv-00103, ECF No. 626 ("Round 3 Fee Award") (noting that "[i]n common fund cases, whichever method is used, the award of attorneys' fees need only be reasonable under the circumstances") (internal quotations omitted); *see also* Order Regarding EPPs' Motion for an Award of Attorney' Fees and Reimbursement of Litigation Expenses at ¶ 4, *Wire Harness*, 2:12-cv-00103, ECF No. 578 ("Round 2 Fee Award") (same).

To assess the reasonableness of a fee application in a class action case, the court first determines the appropriate method of calculating the attorneys' fees by applying either the percentage-of-the-fund approach or the lodestar multiplier method. *Van Horn v. Nationwide Prop. & Cas. Inc. Co.*, 436 F. App'x 496, 498 (6th Cir. 2011); *In re Cardinal Health Inc. Sec. Litig.*, 528 Supp. 2d 752, 760 (S.D. Ohio 2007); *see also Rawlings*, 9 F.3d at 516 (“[I]t is necessary that district courts be permitted to select the more appropriate method for calculating attorney’s fees in light of the unique characteristics of class actions in general, and of the unique circumstances of the actual cases before them.”). Where the court selects the percentage-of-the-fund approach, to confirm the reasonableness of the fee award, courts analyze and weigh the six factors described in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974). *See Rankin v. Rots*, No. 02-CV-71045, 2006 WL 1791377, at *1 (E.D. Mich. June 27, 2006).

3. Interim Fee Awards are Common in Cases such as *Auto Parts*

Interim fee awards are appropriate in large-scale litigation, such as this one, where the litigation will last many years, and in which settlements are reached periodically throughout the course of the ongoing litigation. *See, e.g., In re Air Cargo Shipping Servs. Antitrust Litig.*, No. 06-MD-1775 JG VVP, 2015 WL 5918273, at *6-7 (E.D.N.Y. Oct. 9, 2015) (awarding fourth round of interim attorneys’ fees); *In re Diet Drugs Prod. Liab. Litig.*, No. 99-md-1203, 2002 U.S. Dist. LEXIS 19396, at *34 (E.D. Pa., Oct. 3, 2002) (awarding attorneys’ fees after four years of litigation and noting, “[t]o make them wait any longer for at least some fee award would be grossly unfair”). The Court has already acknowledged the propriety of interim fee awards in this case and has authorized such awards to Class Counsel, Auto Dealer Plaintiff Class Counsel, and Direct Purchaser Plaintiff Class Counsel on multiple occasions.⁷ Like the examples cited above, this

⁷ *See supra* note 6.

litigation has been ongoing for more than seven years, and there is still more work to be done in litigating the case against the single remaining Non-Settling Defendant, including discovery, briefing and arguing dispositive motions, engaging in settlement discussions and mediations, and preparing class certification motions. EPP Class Counsel may also be required to prepare for and potentially conduct a trial. It is well known that indirect purchaser cases such as this are notoriously complex, involving proof of pass-on, among other issues.

B. The Court Should Continue to Use the Percentage-of-the-Fund Approach

As noted above, the Court should first determine whether to apply the percentage-of-the-fund approach or the lodestar multiplier method. This Court has applied the percentage-of-the-fund approach in each of its fee awards to EPPs to date.⁸ As stated in prior fee motions and incorporated herein, the Court's approach is consistent with that of other courts in this District, which almost always utilize the percentage-of-the-fund approach in common fund cases. End-Payor Plaintiffs' Memorandum of Law in Support of Motion for An Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements, *Exhaust Systems*, No. 2:16-cv-03703-MOB-MKM, ECF No. 115 (June 14, 2018), at pp. 9-10 (marshaling sources in support).

C. The Fee Requested by EPPs is Appropriate

EPPs respectfully request an award of attorneys' fees for the Round 4 Settlements in the amount of \$40,470,760.00 plus a pro rata share of the interest earned thereon, which represents

⁸ See *supra* note 6. This Court has also awarded interim fees to date for class counsel for the Direct Purchasers and Auto Dealers in this litigation using the percentage-of-the-fund approach. See, e.g., Order Granting Fees, *Occupant Safety Systems*, No. 2:12-cv-00601, ECF No. 128 (awarding attorneys' fees to Direct Purchaser Plaintiffs' counsel based on a percentage of the settlement fund); Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Awards, *Wire Harness*, 2:12-cv-00103, ECF Nos. 401, 523 (same).

22% of the Round 4 Settlement Amount. This Court has previously recognized that EPPs' requests for similar fees are reasonable. *See supra* note 4. The Court has also stated that 22% would be reasonable in Round 4. *See also* Transcript of August 1, 2018 Fairness Hearing at 36:11-15, 2:12-md-2311.

Such an award is entirely appropriate. Courts in this District routinely approve attorneys' fees of 22% or more of the common fund created for the settlement class. *Packaged Ice*, 2011 WL 6209188, at *17 & 21; *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-cv- 12141, 2015 U.S. Dist. LEXIS 5964 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the common fund); *In Re Caraco Pharm. Labs.*, No. 09-cv-12830, ECF No. 96 (E.D. Mich. June 26, 2013); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-md-2343, 2014 U.S. Dist. LEXIS 91661, *5 (E.D. Tenn. Jun. 30, 2014). Indeed, as stated in prior requests for attorneys' fees and incorporated herein, awards of 30% or more of the settlement amount are common in antitrust class actions. *See, e.g.*, End-Payor Plaintiffs' Memorandum of Law in Support of Motion for An Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements, *Exhaust Systems*, No. 2:16-cv-03703-MOB-MKM, ECF No. 115 (June 14, 2018), at pp. 12-13.

Moreover, the requested fee percentage is in line with attorneys' fees in private, non-class litigation in which commentators and courts recognize that the standard contingency-fee percentage is approximately one-third—a percentage significantly greater than the percentage award EPPs request here. *See id.* Thus, EPPs' fee request is well within market rates for legal fees in similar complex and contingent cases. *Id.*

D. The Court Should Not Apply a Reduced Percentage to the EPP Fee Applications

Just as the market would not, neither should the Court reduce the percentage award to Class Counsel based on the size of the recovery. The Court has already considered and rejected this so-

called “mega fund” theory. Round 2 Fee Award at 3, ¶ 8. As explained in its Motion for Fees in connection with Round 3, the Sixth Circuit has not endorsed the reduced percentage approach. EPPs incorporate those prior arguments here and believe the Court should reject that approach as it had done in the past.

E. Consideration of the Ramey Factors Supports the Request

After selecting a method for awarding attorneys’ fees, courts consider the six *Ramey* factors: (1) the value of the benefits to the class; (2) society’s stake in rewarding attorneys who produce such benefits to maintain an incentive to others; (3) whether the services were undertaken on a contingent fee basis; (4) the complexity of the litigation; (5) the professional skill and standing of counsel on both sides; and (6) the value of the services on an hourly basis. *Ramey*, 508 F.2d at 1194-97. These factors indicate that the fee requested here is fair and reasonable.

1. EPP Class Counsel have Secured Valuable Benefits for the Round 4 Settlement Classes

The principal consideration in awarding attorneys’ fees is the result achieved for the class. *In re Delphi Corp. Sec., Derivative & “ERISA” Litig.*, 248 F.R.D. 483, 503 (E.D. Mich. 2008). EPP Class Counsel have secured a settlement amount totaling nearly \$184 million for the Round 4 Settlement Classes (and over \$1.2 billion thus far in *Auto Parts*) which, after costs, expenses and fees, will be distributed to class members years earlier than it would be if litigation against the Settling Defendants continued and EPPs were successful through trial and appeal. Of course, this litigation was undertaken on a contingency fee basis with no assurances of any recovery, much less a recovery in the amount of the settlements. Further, as with the Round 1, Round 2, and Round 3 Settlements, Co-Lead Class Counsel negotiated for and obtained significant non-monetary benefits from the Settling Defendants, including injunctive relief, and carefully crafted discovery cooperation clauses for the benefit of the Round 4 Settlement Classes.

This recovery is especially important because, despite Defendants' myriad guilty pleas, the DOJ did not obtain any monetary restitution for the victims of Defendants' unlawful conduct. Yet, at the same time, the then United States Attorney General made clear that "as a result of these conspiracies, Americans paid more for their cars." *Remarks as Prepared for Delivery by Attorney General Eric Holder at Auto Parts Press Conference*, U.S. Department of Justice (Sept. 26, 2013), <http://www.justice.gov/opa/speech/remarks-prepared-delivery-attorney-general-eric-holder-auto-parts-press-conference>. These settlements will provide much needed restitution to American consumers and other class members.

In addition to all-cash settlements totaling to nearly \$184 million, EPP Class Counsel have, as noted above, also secured non-monetary relief, including: (i) substantial cooperation by nearly all Settling Defendants, who have or will provide fact proffers, witness interviews, documents, depositions, and trial testimony; and (ii) an agreement by all but two of the Settling Defendants for a period of two years not to engage in certain specified conduct that would violate the antitrust laws involving the automotive parts that are at issue in these lawsuits.⁹ This cooperation provides access to critical documents and witnesses without the delay and expense of contested discovery. *See, e.g., In re Packaged Ice Antitrust Litig.*, No. 08-MD-01952, 2010 WL 3070161, at *6 (E.D. Mich. Aug. 2, 2010) ("[T]here is the potential for a significant benefit to the class in the form of cooperation on the part of the settling Defendant."); *see generally In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 643 (E.D. Pa. 2003); *In re Corrugated Container Antitrust Litig.*, No. 81-md-310, 1981 U.S. Dist. LEXIS 11004 (S.D. Tex. June 4, 1981). This cooperation has already assisted, and will continue to assist, EPPs in the prosecution of their claims against Non-Settling Defendants, providing substantial value to the Round 4 Settlement Classes.

⁹ *See, e.g.,* Long Form Notice attached as Exhibit A to EPPs' Motion for Authorization to Disseminate July 2019 Notice, *Heater Control Panels*, 2:12-cv-00403, ECF No. 291.

2. Society has a Significant Stake in Awarding Reasonable Attorneys' Fees in this Litigation

Attorneys' fees should be awarded so as "to encourage attorneys to bring class actions to vindicate public policy (e.g., the antitrust laws) as well as the specific rights of private individuals." *In re Folding Carton Antitrust Litig.*, 84 F.R.D. 245, 260 (N.D. Ill. 1979), *aff'd in part and rev'd on other grounds*, 744 F.2d 1252, 1253 (7th Cir. 1984). 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 quotes omitted); *Delphi*, 248 F.R.D. at 503.

Members of the Round 4 Settlement Classes will recover for their injury only through counsel pursuing this litigation entirely on a contingent fee basis. The substantial recoveries obtained to date serve the invaluable public policy of holding accountable those who violate U.S. antitrust laws, thereby promoting fair competition and honest pricing. *Vendo Co. v. Lektro-Vend Corp.*, 433 U.S. 623, 635 (1977) ("Section 16 [of the Clayton Act] undoubtedly embodies congressional policy favoring private enforcement of the antitrust laws, and undoubtedly there exists a strong national interest in antitrust enforcement."); *Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96, 122 (2d Cir. 2005) ("[I]t is especially important to provide appropriate incentives to attorneys pursuing antitrust actions because public policy relies on private sector enforcement of the antitrust laws."); *Linerboard*, 2004 U.S. Dist. LEXIS 10532, at *53 ("[T]he incentive for 'the private attorney general' is particularly important in the area of antitrust enforcement because public policy relies so heavily on such private action for enforcement of the antitrust laws.").

3. EPP Class Counsel are Working on a Contingent Fee Basis

The determination of a reasonable fee must include consideration of the contingent nature of any EPP Class Counsel's undertaking to devote their time and labor to this litigation, the equally contingent outlay of millions of dollars of out-of-pocket costs and expenses, and the fact that the

risks of failure in a class action are notoriously high. A number of courts “consider the risk of non-recovery as the most important factor in fee determination.” *Kritzer v. Safelite Solutions, LLC*, No. 10-cv-0729, 2012 U.S. Dist. LEXIS 74994, at *30 (S.D. Ohio May 30, 2012) (quoting *Cardinal*, 528 F. Supp. 2d at 766); *Stanley v. United States Steel Co.*, No. 04-74654, 2009 U.S. Dist. LEXIS 114065, at *8 (E.D. Mich. Dec. 8, 2009) (“Numerous cases recognize that the contingent fee risk is an important factor in determining the fee award . . . [a] contingency fee arrangement often justifies an increase in the award of attorneys’ fees.” (internal quotations omitted)).

The contingency fee factor “stands as a proxy for the risk that attorneys will not recover compensation for the work they put into a case.” *Cardinal*, 528 F. Supp. 2d at 766. Indeed, “within the set of colorable legal claims, a higher risk of loss does argue for a higher fee.” *In re Trans Union Corp. Privacy Litig.*, 629 F.3d 741, 746 (7th Cir. 2011); see also *Ballatore v. Comm’r of Soc. Sec.*, No. 11-15335, 2015 U.S. Dist. LEXIS 135402, at *14 (E.D. Mich. Aug. 5, 2015) (“[T]he contingent fee [] may be high because the risk of default (*i.e.*, losing the case) is high.”). Since 2012, EPP Class Counsel have undertaken significant financial risks in prosecuting these antitrust class cases, an inherently complex and risky form of litigation of unprecedented size and scope against scores of Defendants represented by the largest defense law firms in this country. EPP Class Counsel have devoted millions of dollars of their financial resources to this litigation, with no guarantee of success, and will continue to devote significant time to continue to prosecute the remaining *Auto Parts* case against the remaining Non-Settling Defendant family as well as administer the claims process for the settlements reached to date.¹⁰ The requested fee award is reasonable in light of the substantial risks involved.

¹⁰ Class Counsel reserve the right to seek additional fees and reimbursement of expenses at a later date for work performed in connection with the settlement claims administration process.

4. The Complexity of the Litigation Supports the Requested Fee

Antitrust class actions are “arguably the most complex action(s) to prosecute. The legal and factual issues involved are always numerous and uncertain in outcome.” *Packaged Ice*, 2011 WL 6209188, at *19 (quoting *In re Cardizem*, 292 F. Supp. 2d at 639); *see also Cardizem*, 218 F.R.D. at 533 (“Antitrust class actions are inherently complex . . .”). This litigation is manifestly more complex than typical antitrust class actions. The DOJ has described its investigation of Defendants’ bid-rigging and price-fixing conspiracies at issue here as the largest criminal cartel it has ever uncovered. The misconduct at issue is unprecedented in breadth—involving at least 41 automotive component parts, many hundreds of affected vehicle models, and scores of foreign and domestic Defendants. Based on sheer volume alone—with 41 separately filed EPP class cases within this MDL—this antitrust litigation is massive.

EPPs have asserted a number of claims under both federal and state antitrust, consumer protection, and unjust enrichment laws. As indirect purchasers, EPPs’ claims for damages and restitution are based on the laws of approximately thirty states and the District of Columbia. This creates substantial additional risk, uncertainty, and complexity.¹¹ As one court noted in a similar indirect purchaser action involving allegations of price-fixing of component parts by defendants, “[a]ssessment of damages involved a difficult analysis, which required taking into account the impact of and relationship between federal and state rules concerning damage analysis . . .” *Flat Panel*, 2013 U.S. Dist. LEXIS 49885, at *70; *In re Cathode Ray Tube (CRT) Antitrust Litig.*, MDL No. 1917, 2013 U.S. Dist. LEXIS 137945, at *65 (N.D. Cal. June 20, 2013) (recommending class certification for indirect purchasers and noting that the indirect purchaser plaintiffs “still have

¹¹ Some states permit indirect purchaser actions under state antitrust laws, others under state consumer protection laws, and still others under both state antitrust and consumer protection laws.

the burden of demonstrating that there is a reasonable method for determining on a class-wide basis whether and to what extent that overcharge was passed on to each of the indirect purchasers at all levels of the distribution chain.”) (internal quotes omitted); *Cardizem*, 218 F.R.D. at 533 (granting indirect purchaser plaintiffs’ motion for final approval and for attorneys’ fees noting that plaintiffs “also faced substantial additional difficulties as indirect purchasers.”).

Issues attendant to serving and conducting discovery against numerous foreign Defendants located around the world compound the complexity of this litigation. Further, the vast majority of Defendants brought at least one motion to dismiss EPPs’ claims challenging standing and the sufficiency of EPPs various state law claims, among other issues. *See* Joint Decl. at ¶¶ 5, 25. EPPs overwhelmingly prevailed on those motions. EPP Class Counsel also had to manage multiple and overlapping processes of pleading, discovery, and settlement with multiple Defendants. It is respectfully submitted that the unique and complex nature of this litigation has required extraordinary time and effort, and the expenditure of significant funds and other resources by EPP Class Counsel, which further justifies the requested fee and expense award.

5. The Skill and Experience of EPP Class Counsel Support the Requested Fee

Courts consider the skill and experience of counsel on both sides of the litigation in determining a reasonable fee award. *In re Polyurethane Foam Antitrust Litig.*, No. 10-md-2196, 2015 U.S. Dist. LEXIS 23482, at *13 (N.D. Ohio Feb. 26, 2015); *Packaged Ice*, 2011 WL 6209188, at *9, 12. The Court has found EPP Class Counsel to have the requisite skill and experience in class action and antitrust litigation to effectively serve the interests of EPPs. *See* Round 3 Fee Award at ¶¶ 10-16. EPP Class Counsel’s prosecution of this litigation, including the highly favorable settlements achieved to date and the denial, in substantial part, of Defendants’ motions to dismiss, demonstrates EPP Class Counsel’s skill. Defendants are also represented by

highly skilled and experienced attorneys at some of the largest law firms in the world.

6. A Lodestar Crosscheck Confirms That The Requested Fee Is Reasonable

Finally, *Ramey* requires courts to consider the value of services rendered on an hourly basis. *Ramey*, 508 F.2d at 1196. As set forth above, EPP Class Counsel’s requested fee is reasonable as a percentage of the Round 4 Settlement Amount. *See supra* § I.B-C. Some courts, however, apply a lodestar “cross-check” on the reasonableness of the requested fee calculated as a percentage of the fund. *Cardinal*, 528 F. Supp. 2d at 764; *Packaged Ice*, 2011 WL 6209188, at *18. Because the lodestar is only used as a cross-check, the Court need not engage in a detailed scrutiny of time records. *Cardinal*, 528 F. Supp. 2d at 767. Indeed, when this Court previously awarded attorneys’ fees to Class Counsel, the Court relied on the same detailed declarations that Class Counsel submit in support of this motion setting forth, *inter alia*, hours worked, tasks performs, and hourly rates. *See, e.g.*, Transcript of April 19, 2017 Final Approval Hearing at 49:6-17; 57:2-13, 2:12-md-2311, ECF No. 1748. The substantial time EPP Class Counsel has expended confirms that the fee requested is well “aligned with the amount of work the attorneys contributed” to the recovery, and does not, in any way, constitute an unearned “windfall.” *Cardinal*, 528 F. Supp. 2d at 764.

The Court has previously held that the relevant attorney hours for purposes of the lodestar cross-check is attorney time since the beginning of the case:

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.

Round 2 Fee Award at 6 n.2 (citing *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). The Court should continue to follow that approach here as it did in determining the Round 3 Fee Award.¹²

In other words, to perform this lodestar cross-check, the Court should once again add any previous awards of attorneys' fees to the fee requested in the pending interim fee application and then divide that total fee amount by the total lodestar from the time of the appointment of lead counsel to the date of the pending interim fee application. *See, e.g., Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *26-27 (adopting this approach over objection). In calculating the attorneys' fee lodestar for the cross-check purposes, it would be impractical to compartmentalize and isolate the work that EPP Class Counsel did in any particular case, as most of their work has provided and will continue to provide a significant benefit to the EPP classes in all cases and had, and will continue to have, a material impact in strengthening the claims of the EPPs.

As discussed in further detail below, EPP Class Counsel have provided ongoing litigation efficiencies because the work and effort spent in an early-filed case benefited subsequently-filed cases. *See infra*, § I.F. EPP Class Counsel's briefing of EPPs' oppositions to Defendants' multiple motions to dismiss provides an example. As the Court is aware, Defendants' motions to dismiss filed in later cases advanced many of the same arguments rejected by the Court in earlier cases. As a result, EPP Class Counsel relied and built on previous work when drafting successful responses to Defendants' motions to dismiss in the later-filed cases. Joint Decl. at ¶ 15. Thus, the time and effort EPP Class Counsel devoted to one or more of the earlier-filed cases directly

¹² Class Counsel require the plaintiff law firms working on behalf of EPPs to keep contemporaneous time and expense records. Class Counsel have monitored the work of the firms working for EPPs to ensure efficiency and avoid unauthorized and unnecessary work. Consequently, Class Counsel have been submitting detailed time and expense records that are, and will continue to be, reviewed and analyzed by Class Counsel prior to submission to the Court in conjunction with any attorneys' fee applications. Time not authorized by Class Counsel was struck from this submission.

benefited the EPP classes in later-filed cases, including those in which there will be subsequent settlements and recoveries.¹³ *Id.*

EPP Class Counsel have vigorously prosecuted this litigation with a keen eye to efficiency and economy of time and resources. *See* Joint Decl. at ¶¶ 5, 11-12. Counsel representing EPPs and their professional staff have worked 380,975.60 hours from Co-Lead Class Counsel’s appointment as Interim Co-Lead Class Counsel on March 23, 2012 through September 30, 2019.¹⁴ *Id.* at ¶ 25. Applying the rates charged by counsel to the hours expended yields a “lodestar” of \$154,782,333.18. The requested fee in this motion is \$40,470,760.00, which represents 22% of the Round 4 Settlement Amount. *Id.* at ¶ 23. As previously noted by the Court, this award when added to the prior awards equals a total recovery from the Rounds 1, 2, 3, and 4 settlements of approximately 22.05%, which total \$1,220,850,658, excluding the yet-to-be-determined TKH settlement amount. The resulting multiplier is approximately 1.74 of the total lodestar. *Id.* at ¶ 25.

The resulting multiplier is consistent with (and in fact below) awards made in numerous other class action cases as noted in the prior briefing provided to this Court that is incorporated herein. *See, e.g.,* End-Payor Plaintiffs’ Memorandum of Law in Support of Motion for An Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements, *Exhaust Systems*, No. 2:16-cv-03703-MOB-MKM, ECF No. 115 (June 14, 2018), at pp. 26-27 (marshaling sources in support).

Where a single, long-running case has multiple interim fee awards, it is reasonable to expect,

¹³ Class Counsel’s efficiencies are described in further detail below in § I.F., *infra*.

¹⁴ EPP Class Counsel performed work in the case at the direction of Co-Lead Class Counsel. As more fully explained in the Joint Declaration, Class Counsel imposed rules and guidelines on the work assigned to and billing practices of EPP Class Counsel. Joint Decl. at ¶ 22. All time submitted by EPP Class Counsel in support of this motion was reviewed by Class Counsel for compliance with these rules and guidelines. *Id.*

as in the present case, that the later interim fee awards will have a higher multiplier. *Id.* at p. 27. Indeed, it is entirely reasonable for Class Counsel to receive an award of attorneys' fees that reflects a notably increasing lodestar multiplier where EPP Class Counsel's substantial work and effort has continuously helped advance later cases and led to future recoveries.

As a basis for the lodestar cross-check, EPP Class Counsel's hourly rates are reasonable. As a starting point, EPP Class Counsel are mainly based in Los Angeles, the San Francisco Bay Area, and New York City, and have deep and specialized experience in bringing antitrust cases. "A reasonable hourly rate is determined according to the prevailing market rates in the relevant community. To ascertain that community, district courts 'are free to look to a national market, an area of specialization market, or any other market they believe appropriate to fairly compensate particular attorneys in individual cases.'" *Ford v. Fed.-Mogul Corp.*, No. 2:09-cv-14448, 2015 U.S. Dist. LEXIS 3399, at *2-3 (E.D. Mich. Jan. 7, 2015) (quoting *McHugh v. Olympia Entm't, Inc.*, 37 F. App'x 730, 740 (6th Cir. 2002)). Even if counsel's "requested rates are high for this district . . . Class Counsel should be compensated at rates that reflect their skill and their success." *Schumacher v. AK Steel Corp. Ret. Accum. Pen. Plan*, 995 F. Supp. 2d 835, 847 (S.D. Ohio 2014).

On this basis, even the attorneys charging the highest hourly rates in this matter are well within the parameters of reasonableness. In national markets, "partners routinely charge between \$1,200 and \$1,300 an hour, with top rates at several large law firms exceeding \$1,400."¹⁵ In specialties such as "antitrust and high-stakes litigation and appeals . . . [f]or lawyers at the very top of those fields, hourly rates can hit \$1,800 or even \$1,950." *Id.* A handful of "difference

¹⁵ See Sara Randazzo & Jacqueline Palank, *Legal Fees Cross New Mark: \$1,500 an Hour*, The Wall Street Journal (Feb. 16, 2016), <https://www.wsj.com/articles/legal-fees-reach-new-pinnacle-1-500-an-hour-1454960708>; see also Martha Neil, Top partner billing rates at BigLaw firms approach \$1,500 per hour, ABA Journal (Feb. 8, 2016), http://www.abajournal.com/news/article/top_partner_billing_rates_at_biglaw_firms_nudge_1500_per_hour.

makers” in the most complex fields, including antitrust litigation, even charge \$2,000 an hour.¹⁶

Another indication that counsel’s rates are reasonable for purposes of a lodestar cross-check in a contingency case is if, as in the present case, the attorneys charge similar rates in their *per diem* work. “The class counsel are entitled to the fee they would have received had they handled a similar suit on a contingent fee basis, with a similar outcome, for a paying client.” *Matter of Cont’l Illinois Sec. Litig.*, 962 F.2d 566, 572 (7th Cir. 1992), as amended on denial of reh’g (May 22, 1992). In any event, this Court has previously recognized that EPP Class Counsel’s rates in this matter “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, e.g.*, Round 2 Fee Award at 7, ¶ 18 (quoting Randazzo & Palank, *supra* note 19); *see also* Round 3 Fee Award at 7 ¶ 16.

7. In Sum, the Requested Fee is Fair and Reasonable

The substantial amount of time over the last seven years EPP Class Counsel have devoted to representing EPPs confirms that the fee requested is well “aligned with the amount of work the attorneys contributed” to the recovery, and does not, in any way, constitute a “windfall.” *Cardinal*, 528 F. Supp. 2d at 764. While the hours EPP Class Counsel have worked are substantial, they are reasonable and reflect the difficult and challenging nature of this extraordinarily large and complex international cartel litigation. *See Eisenberg & Miller*, 1 J. Empirical Legal Stud. at 64-66, 77 (noting that “complexity is correlated with higher fees” and that “fees as a percentage of recovery tend to be higher in high-risk cases”). Given the excellent results achieved to date, the legal and factual complexity of the claims and defenses, the risk of non-recovery, the formidable opposing

¹⁶ *See* Natalie Rodriguez, *Meet the \$2,000 An Hour Attorney: What it Takes to Earn Top Dollar in the Rate-Crunch Era*, Law360, June 11, 2016, <https://www.law360.com/in-depth/articles/804421> (“[E]arlier this year, BTI Consulting Group found that a handful of in-house counsel had paid as much as \$2,000 per hour, after discounts, to attorneys in the past year. Several other in-house counsel, meanwhile, had paid highs of \$1,900 per hour or \$1,800 per hour.”).

counsel for Defendants, the experience and skill of EPP Class Counsel, and the fact that the resulting multiplier on the lodestar is 1.74, the requested fee is demonstrably fair and reasonable.

F. The Proposed Fee Structure Rewards and Encourages Efficiencies

The time and expense devoted to prosecuting claims against Defendants related to one automotive part are intimately related to and overlap with the prosecution of EPPs' claims related to other automotive parts and against other Defendants. As the Judicial Panel on Multidistrict Litigation specifically contemplated, the centralization of numerous auto parts cases has reduced duplicative discovery and conserved the resources of the parties, their counsel, and the judiciary. *In re Auto. Wire Harness Systems Antitrust Litig.*, 867 F. Supp. 2d 1349 (J.P.M.L. 2012).

EPP Class Counsel have worked to take advantage of the overlapping and interrelated nature of the cases in this litigation to maximize efficiencies. Two types of efficiencies have very much benefited the classes overall. The first is a collective efficiency, where the time and expense devoted by EPP Class Counsel have benefited multiple cases. The second is an ongoing efficiency, where work or expenses incurred in an early-filed case benefits subsequent cases. These efficiencies have allowed EPP Class Counsel to maximize their efforts where time dedicated to one case can and does benefit the classes in other cases.

Significant collective efficiencies occurred throughout the litigation. For example, EPP Class Counsel secured a collective efficiency in this litigation by arguing for and obtaining an Order ensuring that each EPP Class Representative would only be deposed once by Defendants across all cases. Joint Decl. at ¶ 14. This resulted in a substantial savings of time and attorneys' fees across all of the cases. *Id.* Any attempt to parcel out how much time devoted to each deposition benefited each of EPPs' claims against each Defendant in each *Auto Parts* case would be arbitrary.

A second example of a collective efficiency can be found in briefing motions to dismiss. In several rounds of briefing, EPPs proposed and entered into stipulations with Defendants to brief

certain collective issues across multiple cases rather than on a case-by-case basis. Joint Decl. at ¶ 19. Like EPP depositions, this resulted in a substantial cost and time savings and reflects the overlapping nature of the issues to be litigated in all of the cases. Another example of a collective efficiency is EPP Class Counsel drafting, serving, and negotiating subpoenas directed to original equipment manufacturers, including discovery-related motion practice. *Id.* at ¶ 16. These subpoenas covered all of the parts in *Auto Parts* and ensured that the parties were not required to engage in the burdensome process of seeking this discovery 41 or more separate times, depending upon the ultimate number of cases in *Auto Parts* action. *Id.*

EPP Class Counsel also spearheaded EPPs' efforts to draft and negotiate discovery orders in all of the remaining cases. *Id.* at ¶ 20. Though negotiating scheduling orders, such as discovery plans, can be a lengthy process, EPPs drafted the orders to reflect discovery issues that arose across multiple cases. *Id.* Accordingly, only the most case-specific issues, such as class certification deadlines, had to be negotiated, allowing the parties to negotiate discovery orders in multiple cases simultaneously. *Id.* These templates were used recently in the remaining *Exhaust Systems* case. *Id.*

In addition, EPP Class Counsel helped to bring about substantial ongoing efficiencies, an example of which can be found in EPP Class Counsel's document review work. For instance, during the initial stages of the review of documents in *Wire Harness*—the first-filed case and first to proceed to discovery—each reviewing attorney was learning about the automotive parts industry as a whole, its methods of conducting business and its vocabulary. *Id.* at ¶ 17. This understanding naturally increased throughout the review process and enabled reviewing attorneys to review, process, and analyze documents in subsequent cases more effectively and efficiently. *Id.*

Reviewers also became increasingly familiar with Defendants' internal and industry

acronyms, organizational structure, business practices, and conspiratorial behavior. The review process permitted EPPs to create a cast of characters of Defendants' employees, many of whom had responsibility for multiple parts during the alleged class period. But this efficiency is not just limited to *Wire Harness*; subsequent cases all benefited from the work done in *Wire Harness*. Indeed, since these cases are inextricably intertwined, the review and analysis of documents and proffers in one case has provided EPP Class Counsel with knowledge and information applicable to the other cases. *Id.* at ¶ 17.

Yet another example of ongoing efficiencies is reflected again in EPPs' briefing of their oppositions to Defendants' motions to dismiss, which were filed in more than 25 cases. *Id.* at ¶ 15. As the Court is aware, Defendants in subsequent cases filed motions to dismiss advancing many of the same arguments rejected by the Court in prior cases. The time EPP Class Counsel spent researching and drafting successful responses to Defendants' motions to dismiss in the earlier cases therefore benefited the EPP classes in subsequent cases, where in many instances, the Court adopted its prior rulings. *Id.* Similarly, stipulations and other protocols negotiated in the earlier-filed cases served as templates for similar stipulations and protocols in the other cases. *Id.* at ¶ 20.

Understanding the global benefits to class members from the inherent efficiencies in multi-district litigation, courts grant attorneys' fees from partial settlements based on all work done to-date. *See, e.g., Air Cargo Shipping Services Antitrust Litig.*, 06-md-1775 (E.D.N.Y. Oct. 9, 2015), ECF No. 2362; *In re Processed Egg Prods. Antitrust Litig.*, No. 08-md-2002, 2012 U.S. Dist. LEXIS 160764, at *18 (E.D. Pa. Nov. 9, 2012); *In re Automotive Refinishing Paint Antitrust Litig.*, No. 08-md-1426, 2008 U.S. Dist. LEXIS 569 (E.D. Pa. Jan. 3, 2008). Thus, it has been recognized that the time devoted to one or more cases directly benefited the classes in other cases.

EPPs request that the Court award fees totaling 22% of the Round 4 Settlement Amount or,

in other words, 22% of each individual settlement fund. EPPs seek a *pro rata* award of fees from the Round 4 settlement funds similar to that approved by the Court in connection with the Round 3 Settlements, as well as in the Automobile Dealers cases. *See* Round 3 Fee Award at ¶ 17; Order at 5, *Wire Harness*, 2:12-cv-00102, ECF No. 401. The chart at **Appendix B** reflects the proposed allocation of the requested fees among the applicable cases.

II. CO-LEAD CLASS COUNSEL SHOULD BE AUTHORIZED TO DISTRIBUTE FEES AMONG EPP CLASS COUNSEL

EPPs also request the Court’s authorization for Class Counsel to distribute the awarded attorneys’ fees in a manner that, in the judgment of Class Counsel, fairly compensates each firm for its contribution to the prosecution of EPPs’ claims. “Courts routinely permit counsel to divide common benefit fees among themselves.” *In re Polyurethane Foam Antitrust Litig.*, No. 10-md-2196, 2016 U.S. Dist. LEXIS 9609, at *51 (N.D. Ohio Jan. 27, 2016); *see also* End-Payor Plaintiffs’ Memorandum of Law in Support of Motion for An Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements, *Exhaust Systems*, No. 2:16-cv-03703-MOB-MKM, ECF No. 115 (June 14, 2018), at pp. 34-35 (marshaling other cases in support of this proposition). Accordingly, EPPs respectfully request that the Court authorize Class Counsel to allocate the fees that are awarded among EPP Class Counsel.

III. AWARD OF EXPENSES AND COSTS PAID FROM THE LITIGATION FUND

For the last seven plus years of *Auto Parts*, EPP Class Counsel have funded and advanced the substantial expenses and costs required to prosecute the litigation. The Court has previously reimbursed expenses incurred by EPP Class Counsel in conjunction with the Round 1, Round 2, and Round 3 Settlements. *See* Round 1 Fee Award; Round 2 Fee Award at 3 n.6; Round 3 Fee Award at ¶ 6.

A. Expenditures Paid from the Litigation Fund

Class Counsel pay many of the expenses in this litigation from the previously established

litigation fund (“Litigation Fund”). *See* Supplemental Declaration of Adam J. Zapala Regarding Litigation Fund in Support of 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 (“Zapala Decl.”) at ¶ 3. Class Counsel established the Litigation Fund for expenses incurred in the ongoing litigation, and EPP Class Counsel contributed to the Litigation Fund. *Id.* Additionally, the Court awarded EPPs a fund for the payment of future litigation expenses in the amount of \$11,250,000.00 on June 20, 2016. *Id.* Class Counsel have used a portion of this fund for costs including (1) economic and industry expert fees in connection class certification motions and discovery; (2) document review hosting; (3) translation of documents; and (4) mediation. *Id.* at Ex. A. EPP Class Counsel are not seeking any reimbursement of costs and expenses paid out of the Litigation Fund or to be paid out of the Litigation Fund to EPP Class Counsel for their individual firm expenses or an award of future litigation costs at this time. The expenses from the Litigation Fund incurred from May 1, 2018 through October 15, 2019, which total \$1,116,351.67, are detailed in the Zapala Decl., filed in support of this motion. *Id.* at ¶ 4. After the deduction of those expenses, the Litigation Fund has a current balance of \$7,575,712.44. *Id.* at ¶ 8.

B. Reimbursement of Costs Already Incurred

EPP Class Counsel also note that they have incurred individual firm costs and from April 1, 2018 through October 15, 2019 that have not yet been reimbursed. The amount of unreimbursed litigation costs and expenses incurred for the benefit of the Round 4 Settlement Class Members during this period totals \$156,124.80. *See* Joint Decl. at ¶ 28. These costs include, among other items, fees for legal research, travel for court appearances, travel for witness interviews, and other reasonable litigation costs and expenses. *See id.* at ¶ 28; *see generally id.* at Compendium to Exhibit A, Declarations 1 through 26. EPP Class Counsel intend to use Litigation Fund monies to reimburse incurred individual firm costs and therefore, as noted above, do not seek any

reimbursement of those costs and expenses. *Id.* at ¶ 28. Class Counsel plan to direct the balance of any unused Litigation Fund monies back to the class net settlement funds for disbursement to the Settlement Classes at the conclusion of the claims administration process.

IV. AWARD TO CLASS REPRESENTATIVES

EPPs finally request that each remaining named Plaintiff who participated in any of the End-Payor Plaintiff *Auto Parts* cases be awarded a single monetary award of \$10,000 if that named Plaintiff appeared for a deposition in conjunction with these cases and \$5,000 if such named Plaintiff did not appear for a deposition, but otherwise participated in discovery. “Incentive awards are typically awards to class representatives for their often extensive involvement with a lawsuit.” *Hadix v. Johnson*, 322 F.3d 895, 897 (6th Cir. 2003). These awards may be “efficacious ways of encouraging members of a class to become class representatives and awarding individual 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, 351-52 (6th Cir. 2009) (approving a \$10,000 award to each of the seven class representatives).

Several district courts in this jurisdiction have also recently approved incentive awards of up to \$15,000 for individual. *See, e.g., The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan*, Case No. 2:10-cv-14360-DPH-MKM, ECF No. 364 at pp. 25-27 (awarding a total of \$165,000 in incentive awards, which amounted to 0.55% of the Settlement Fund, including awards to two individuals in the amount of \$10,000 a person and two other individuals in the amount of \$5,000 a person); *In re CMS Energy ERISA Litig.*, No. 02-72834, 2006 WL 2109499, at *3 (E.D. Mich. June 27, 2006) (noting that “Class Counsel’s request for Class Representative Compensation in the amount of \$15,000 each is fair and reasonable in light of the Class Representatives’ substantial contribution to the litigation on behalf of the Class”). And most recently, the *Shane* Court awarded very similar amounts to those requested here for the same expended effort.

For example, the *Shane* Court approved the \$5,000 per person award for two individuals who “participated in discovery by locating and producing documents.” Case No. 2:10-cv-14360-DPH-MKM, ECF No. 36 at p. 27. Similarly, the *Shane* Court approved \$10,000 awards to two individuals who “searched their personal records multiple times to locate documents responsive to Blue Cross’ discovery requests and obtained documents in the custody of third parties.” *Id.* The Court also noted that “[b]oth testified via depositions, which required them to travel to Detroit from northern Michigan.” *Id.* Similarly, in *In re CMS Energy ERISA Litig.*, the Court specifically noted that a \$15,000 award—higher than any individual award requested here—was appropriate. 2006 WL 2109499, at *3.

As stated in the Joint Declaration of Class Counsel, each Class Representative for whom an award is requested sustained a significant discovery burden. EPPs seek incentive awards for two distinct groups of Class Representatives. The first group comprises five Class Representatives who would receive an award of \$5,000 each, for a total award of \$25,000. EPPs believe these individuals are entitled to this award because they served as a named Class Representative in this historic litigation, provided Class Counsel with information, provided Class Counsel with documents, and, in at least one case, provided Class Counsel with several sets of verified interrogatory responses. *See* Joint Decl. at ¶ 31 & Figure 2A.

The second group comprises fifty-four Class Representatives who would receive an award of \$10,000 each, for a total award of \$540,000. EPPs believe these individuals are entitled to this award because, in addition to engaging in the activities of the first group, these individuals also appeared for a deposition in conjunction with these cases. *See* Joint Decl. at ¶ 31 & Figure 2B. A specific chart outlining the exact contribution of each Class Representative for whom an incentive awarded is requested is available at **Appendix C**. Class Representative will receive only *one* award

for participation as a Class Representative on behalf of EPPs despite the fact that most participated and provided discovery in the dozens of separate cases that comprise this MDL. *See* Joint Decl. at ¶ 33. Plaintiffs who were dismissed from the case, all of whom were dismissed without prejudice, are not requested to receive any award. *Id.*

The requested awards are reasonable in light of the contribution of each Class Representative and are commensurate with the time and resources expended by each Class Representative to facilitate and further this historic litigation. The award amounts are also commensurate with awards previously approved in this jurisdiction, including in *Shane* and in *In re CMS Energy ERISA Litig.*

All Class Representatives selected as potential recipients of incentive awards provided important and indispensable services to the settlement class, including by searching their personal records to locate documents responsive to discovery requests and in many cases preparing and verifying sworn interrogatory responses. Moreover, with respect to the Class Representatives in the higher-award group, these individuals testified via depositions, which required them to give up substantial time from their lives (many depositions lasted in excess of four hours) and in some cases to travel. The \$5,000 award for Class Representatives who participated in discovery but did not testify and the \$10,000 award for Class Representatives who did testify are identical to the awards recently approved in *Shane*, which stratified the individual awards based on the same distinction. Case No. 2:10-cv-14360-DPH-MKM, ECF No. 364 at p. 27. Moreover, other plaintiff groups in the *Auto Parts* litigation have previously requested incentive awards for Class Representatives in higher amounts. Interim Co-Lead Counsel for the Auto Dealers' Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Awards, *Wire Harness Dealership Actions*, 2:12-cv-00102-MOB-MKM, ECF No. 379 (requesting incentive

awards of \$50,000 each to dealership class representatives based on their discovery burden). And this Court has three times approved Auto Dealer Plaintiffs' requests to set aside a portion of the settlement funds for incentive awards. Order on Auto Dealers' Motion to Set Aside Funds for Future Requests for Class Representative Service Awards, No. 2:12-cv-00102-MOB-MKM, ECF No. 524 (Nov. 29, 2016) (granting approval for ADPs to deduct 1.5% in set aside for future potential payment of service awards); Order Regarding Auto Dealers' Motion to Set Aside Funds From Round Three Settlements For Future Requests For Class Representative Service Awards, No. 2:12-cv-00102-MOB-MKM, ECF No. 567 (Nov. 5, 2018) (granting approval for ADPs to deduct 1% (\$1,121,814.00) in set aside for future potential payment of service awards).

The awards requested here are in line with if not less than the awards addressed in these prior cases. They also total only \$565,000, and represent only 0.3% of the Round 4 Settlement Funds. Joint Decl. at ¶ 34. EPPs request this amount to be paid from each of the Round 4 Settlement Funds on a *pro rata* basis as noted in **Appendix D. Id.** at ¶ 36.

II. CONCLUSION

For the reasons set forth above EPPs respectfully request that the Court grant their motion and award the requested attorneys' fees and reimbursement of certain litigation costs and expenses.

Date: October 31, 2019

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on October 31, 2019, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all counsel of record.

/s/ Marc M. Seltzer

APPENDIX A

Auto Parts Round 4 Settlements and Settlement Funds		
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund
Brose	Side-Door Latches	\$2,280,000.00
Corning	Ceramic Substrates	\$26,600,000.00
Delphi	Ignition Coils	\$760,000
Green Tokai	Body Sealing Products	\$950,000.00
Keihin	Fuel Injection Systems	\$836,000.00
KYB	Shock Absorbers	\$28,880,000.00
Maruyasu	Fuel Injection Systems	\$108,699.85
	Automotive Steel Tubes	\$5,211,300.15
Meritor	Exhaust Systems	\$760,000.00
Mikuni	Fuel Injection Systems	\$2,675,200.00
	Valve Timing Control Devices	\$668,800.00
Mitsubishi Heavy	Air Conditioning Systems	\$6,840,000.00
Panasonic	Air Conditioning Systems	\$760,000.00
Sanoh	Automotive Steel Tubes	\$8,360,000.00
Showa	Electric Powered Steering Assemblies	\$4,133,735.39
	Shock Absorbers	\$9,926,264.61
TKH	Occupant Safety Systems	\$53,200,000.00
Tokai Rika	Heater Control Panels	\$1,366,578.08
	Switches	\$3,410,260.64
	Steering Angle Sensors	\$677,714.01
	Occupant Safety Systems	\$28,745,447.27
Toyo Denso	Ignition Coils	\$760,000.00
	Power Window Switches	\$4,408,000.00
Toyota Gosei	Occupant Safety Systems	\$5,797,725.14
	Automotive Constant Velocity Joint Boot Products	\$716,505.10
	Automotive Hoses	\$5,428,166.52
	Body Sealing Products	\$27,148,653.36
	Interior Trim Products	\$5,089,493.68
	Automotive Brake Hoses	\$659,456.20
	Total (Excluding TKH)	\$183,958,000.00

APPENDIX B

Auto Parts Round 4 Settlements and Settlement Funds				
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund	Percent Total Settlement Fund	Allocation of Fees Net of Expenses
Brose	Side-Door Latches	\$2,280,000.00	1.24%	\$501,600.00
Corning	Ceramic Substrates	\$26,600,000.00	14.46%	\$5,852,000.00
Delphi	Ignition Coils	\$760,000.00	0.41%	\$167,200.00
Green Tokai	Body Sealing Products	\$950,000.00	0.52%	\$209,000.00
Keihin	Fuel Injection Systems	\$836,000.00	0.45%	\$183,920.00
KYB	Shock Absorbers	\$28,880,000.00	15.70%	\$6,353,600.00
Maruyasu	Fuel Injection Systems	\$108,699.85	0.06%	\$23,913.97
	Automotive Steel Tubes	\$5,211,300.15	2.83%	\$1,146,486.03
Meritor	Exhaust Systems	\$760,000.00	0.41%	\$167,200.00
Mikuni	Fuel Injection Systems	\$2,675,200.00	1.45%	\$588,544.00
	Valve Timing Control Devices	\$668,800.00	0.36%	\$147,136.00
Mitsubishi Heavy	Air Conditioning Systems	\$6,840,000.00	3.72%	\$1,504,800.00
Panasonic	Air Conditioning Systems	\$760,000.00	0.41%	\$167,200.00
Sanoh	Automotive Steel Tubes	\$8,360,000.00	4.55%	\$1,839,200.00
Showa	Electric Powered Steering Assemblies	\$4,133,735.39	2.25%	\$909,421.79
	Shock Absorbers	\$9,926,264.61	5.40%	\$2,183,778.21
TKH	Occupant Safety Systems	N/A ¹⁷	N/A	N/A
Tokai Rika	Heater Control Panels	\$1,366,578.08	0.74%	\$300,647.18
	Switches	\$3,410,260.64	1.85%	\$750,257.34
	Steering Angle Sensors	\$677,714.01	0.37%	\$149,097.08
	Occupant Safety Systems	\$28,745,447.27	15.63%	\$6,323,998.40
Toyo Denso	Ignition Coils	\$760,000.00	0.41%	\$167,200.00
	Power Window Switches	\$4,408,000.00	2.40%	\$969,760.00
Toyota Gosei	Occupant Safety Systems	\$5,797,725.14	3.15%	\$1,275,499.53
	Automotive Constant Velocity Joint Boot Products	\$716,505.10	0.39%	\$157,631.12
	Automotive Hoses	\$5,428,166.52	2.95%	\$1,194,196.64
	Body Sealing Products	\$27,148,653.36	14.76%	\$5,972,703.74
	Interior Trim Products	\$5,089,493.68	2.77%	\$1,119,688.61
	Automotive Brake Hoses	\$659,456.20	0.36%	\$145,080.36
	Total	\$183,958,000.00 (Excluding TKH)	100% (Excluding TKH)	\$40,470,760.00 (Excluding TKH)

¹⁷ Pursuant to a settlement with TKH in a bankruptcy proceeding, Class Counsel has secured a \$53,200,000 authorized claim against TKH, but they can expect to receive only a small fraction of this amount for distribution to the class.

APPENDIX C

V.

Incentive Award Group 1 \$5,000 Requested			
Last Name	First Name	Number of Cases In Which Named Plaintiff	Activities Performed to Support the Class
Butler	Jane	1 of 41 <i>(In Re: Side-Door Latches)</i>	Served as named class representative and provided Class Counsel with information and documents.
Croom	Melissa	1 of 41 <i>(In Re: Automotive Constant Velocity Joint Boot Products)</i>	Served as named class representative and provided Class Counsel with information and documents.
Dillard	Theresia	30 of 41	Served as named class representative, provided Class Counsel with information and documents, and provided interrogatory responses.
Phelps	James	1 of 41 <i>(In Re: Side-Door Latches)</i>	Served as named class representative and provided Class Counsel with information and documents.
Vander Meulen	Bonnie	1 of 41 <i>(In Re: Side-Door Latches)</i>	Served as named class representative and provided Class Counsel with information and documents.
Total Proposed Award Amount			\$25,000.00

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
Adams	Ifeoma	24 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Ascher	Halley	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided

**Incentive Award Group 2
\$10,000 Requested**

Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			interrogatory responses, and appeared for a deposition.
Asken	Gregory	38 of 41	Served as named class representative, provided Class Counsel with information and documents, and appeared for a deposition.
Barron	Melissa	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Bennett	Kimberly	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Bernstein	David	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Blau	Ron	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Burgos	Tenisha	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Busek	Kent	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Chase	Jennifer	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Cornish	Rita	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Croom	Nathan	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided

**Incentive Award Group 2
\$10,000 Requested**

Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			interrogatory responses, and appeared for a deposition.
Curtis	Lori	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
DeCastro	Jessica	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Farrell	Alena	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Fitzgerald	Jane	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gammell-Roach	Frances H.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gibbs	Caroll	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gilels	Dori	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Grala	Jason	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Groves	Ian	32 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gunnerson	Curtis	35 of 41	Served as named class representative, provided Class Counsel with

**Incentive Award Group 2
\$10,000 Requested**

Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			information and documents, provided interrogatory responses, and appeared for a deposition.
Gustafson	Paul ¹⁸	15 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Halverson	Tom	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition
Harr	Curtis	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Hedlund	Andrew	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Herr	Gary Arthur	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Hollingsworth	John W.	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Kashishian	Carol Ann	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Kaufman	Elizabeth	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.

¹⁸ It should be noted that Paul Gustafson was a Class Representative in several cases, including in Round 4 Settlement cases, such as *In Re: Ceramic Substrates* and *In Re: Exhaust Systems*. He is now deceased but EPPs seek an incentive award on behalf of his Estate.

**Incentive Award Group 2
\$10,000 Requested**

Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
Klingler	Robert P.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Klosterman	Kelly	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Marean	James E.	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
McGinn	Michelle	22 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Morrow	Rebecca Lynn	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Muscara	Edward T.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Nickell	Stacey R.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
O'Keefe-Zelman	Sophie	39 of 41	Served as named class representative, provided Class Counsel with information and documents, and appeared for a deposition.
Olson	Roger D.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Picotte	William Dale	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.

**Incentive Award Group 2
\$10,000 Requested**

Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
Porter	Whitney	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Prince	Cindy	41 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Rice	Janne	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Rice	Robert M., Jr.	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Senior	Darrel	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Shah	Meetesh	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Sherman	Darcy C.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Shoaf	Erica J.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Stukey	Arthur	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Tawney	Kathleen A.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided

**Incentive Award Group 2
\$10,000 Requested**

Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			interrogatory responses, and appeared for a deposition.
Taylor	Jane	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Uehara	Keith	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Wick	Michael	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Young	Phillip G.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Total Proposed Award Amount			\$540,000.00

APPENDIX D

Auto Parts Round 4 Settlements and Settlement Funds				
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund	Percent Total Settlement Fund	Allocation of Incentive Awards
Brose	Side-Door Latches	\$2,280,000.00	1.24%	\$7,002.69
Corning	Ceramic Substrates	\$26,600,000.00	14.46%	\$81,698.00
Delphi	Ignition Coils	\$760,000.00	0.41%	\$2,334.23
Green Tokai	Body Sealing Products	\$950,000.00	0.52%	\$2,917.79
Keihin	Fuel Injection Systems	\$836,000.00	0.45%	\$2,567.65
KYB	Shock Absorbers	\$28,880,000.00	15.70%	\$88,700.68
Maruyasu	Fuel Injection Systems	\$108,699.85	0.06%	\$333.86
	Automotive Steel Tubes	\$5,211,300.15	2.83%	\$16,005.74
Meritor	Exhaust Systems	\$760,000.00	0.41%	\$2,334.23
Mikuni	Fuel Injection Systems	\$2,675,200.00	1.45%	\$8,216.48
	Valve Timing Control Devices	\$668,800.00	0.36%	\$2,054.12
Mitsubishi Heavy	Air Conditioning Systems	\$6,840,000.00	3.72%	\$21,008.06
Panasonic	Air Conditioning Systems	\$760,000.00	0.41%	\$2,334.23
Sanoh	Automotive Steel Tubes	\$8,360,000.00	4.55%	\$25,676.51
Showa	Electric Powered Steering Assemblies	\$4,133,735.39	2.25%	\$12,696.16
	Shock Absorbers	\$9,926,264.61	5.40%	\$30,487.07
TKH	Occupant Safety Systems	\$53,200,000.00	N/A	N/A
Tokai Rika	Heater Control Panels	\$1,366,578.08	0.74%	\$4,197.24
	Switches	\$3,410,260.64	1.85%	\$10,474.12
	Steering Angle Sensors	\$677,714.01	0.37%	\$2,081.50
	Occupant Safety Systems	\$28,745,447.27	15.63%	\$88,287.42
Toyo Denso	Ignition Coils	\$760,000.00	0.41%	\$2,334.23
	Power Window Switches	\$4,408,000.00	2.40%	\$13,538.53
Toyoda Gosei	Occupant Safety Systems	\$5,797,725.14	3.15%	\$17,806.86
	Automotive Constant Velocity Joint Boot Products	\$716,505.10	0.39%	\$2,200.64
	Automotive Hoses	\$5,428,166.52	2.95%	\$16,671.82
	Body Sealing Products	\$27,148,653.36	14.76%	\$83,383.10
	Interior Trim Products	\$5,089,493.68	2.77%	\$15,631.63
	Automotive Brake Hoses	\$659,456.20	0.36%	\$2,025.42
	Total	\$183,958,000.00 (Excluding TKH)	100% (Excluding TKH)	\$565,000.00

Hollis Salzman, Adam J. Zapala, and Marc M. Seltzer jointly declare as follows:

1. Hollis Salzman is an attorney licensed to practice law in the States of New York, New Jersey, and Florida, and a partner at the law firm of Robins Kaplan LLP. Adam J. Zapala is an attorney licensed to practice law in the State of California and a partner at the law firm of Cotchett, Pitre & McCarthy, LLP. Marc M. Seltzer is an attorney licensed to practice law in the State of California and a partner at the law firm of Susman Godfrey L.L.P. They are each admitted to practice before this Court, and collectively they are Interim Co-Lead Class Counsel (“Class Counsel” or “Co-Lead Counsel”) for the End-Payor Plaintiffs (“EPPs”) in *In re Automotive Parts Antitrust Litigation*, MDL No. 12-md-2311 (“*Auto Parts*”).

2. Each declares that she or he has personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. Each makes this declaration pursuant to 28 U.S.C. § 1746.

3. The firms representing EPPs (“EPP Class Counsel”) in this case, including Class Counsel, took this case on a contingent fee basis, and without any guarantee of compensation or reimbursement for the millions of dollars of time and expenses they devoted to this litigation beginning in 2012.

4. Antitrust class actions of the size and magnitude of *Auto Parts* are among the most difficult and complex actions to prosecute. EPP Class Counsel represent more than 50 class representatives, pursuing claims under federal law and the laws of 30 states and the District of Columbia, on behalf of classes of consumers and business that purchased or leased new vehicles not for resale containing certain automotive parts. Class Counsel are presently aware of more than forty different automotive parts subject to bid rigging and price-fixing by the leading suppliers of automotive parts.

5. Since March 2012, EPP Class Counsel, at the direction of Class Counsel, have devoted significant time to this litigation. To date, their activities have included:

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers and interviews of witnesses made available by certain settling and cooperating Defendant groups;
- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which Class Counsel and the attorneys working with them were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants' counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;
- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the United States Department of Justice ("DOJ");
- Obtaining, analyzing and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories propounded by more than 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and different Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various case and settlement issues;

- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in or reviewing the results of more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months to obtain both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing tens of thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 70 settlements totaling over \$1.2 billion, the largest indirect purchaser recovery in U.S. history. These tasks included analyzing economic evidence and data and formulating settlement demands; engaging in extensive arm’s-length negotiations with Defendant groups, dozens of in-person meetings, countless other communications, and in many instances, working with the assistance of outside neutral mediators; negotiating and preparing drafts of settlement agreements; preparing preliminary approval motions and escrow agreements for each settlement; briefing and arguing responses to settlement objections before this Court and on appeal;
- Crafting, in consultation with EPPs’ class-notice expert, four extensive notice programs that were approved by the Court, including the most recent July 2019 class notice program;

- Responding to objections to the settlements and ensuring the settlements will be available to the classes years earlier than would be the case if litigation against Defendants continued through trial and appeal; and
- Creating an efficient and effective plan of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation.

6. Discovery in this litigation is ongoing in the *Exhaust Systems* action as IPPs continue to litigate against the single non-settling Defendant Group (Bosal) and non-parties, including General Motors. EPP Class Counsel continue their investigation, discovery, and analysis necessary to file a class certification motion in the remaining *Exhaust Systems* case and to bring that case to trial.

7. Beginning in the fall of 2012, Class Counsel engaged in arm's-length discussions and negotiations with highly experienced defense counsel regarding the potential resolution of EPPs' claims. Over the next several years, Class Counsel had numerous discussions, including by email, conference calls, in-person meetings, and mediations. The efforts of Class Counsel resulted in settlements totaling \$224,668,350 between EPPs and eleven settling defendants ("Round 1 Settlements"), additional settlements totaling \$379,401,268 between EPPs and twelve settling defendants ("Round 2 Settlements"), and additional settlements totaling \$432,823,040 between EPPs and 33 settling defendants ("Round 3 Settlements"), all of which have been finally approved. *See, e.g., Wire Harness*, No. 2:12-cv-00103, ECF Nos. 497, 512; *Wire Harness*, No. 2:12-cv-00103, ECF No. 576; *Wire Harness*, No. 2:12-cv-00103, ECF No. 628.

8. EPPs have now reached settlements with an additional 17 settling defendants ("Round 4 Settlements"), making available an additional \$183,958,000 million (excluding the settlement with the Reorganized TK Holdings Trust pursuant to the company's bankruptcy

proceeding) for the benefit of the settlement classes included in the Round 4 Settlements (“Round 4 Settlement Classes”).

9. The Defendants included in the Round 4 Settlements (“Round 4 Settling Defendants”) are:

- a. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (collectively, “Brose”) in *Side-Door Latches*;
- b. Corning International Kabushiki Kaisha and Corning Incorporated (collectively, “Corning”) in *Ceramic Substrates*;
- c. Delphi Technologies PLC, and Delphi Powertrain Systems, LLC (together, “Delphi”) in *Ignition Coils*;
- d. Green Tokai Co., Ltd. (“Green Tokai”) in *Body Sealing Products*;
- e. Keihin Corporation and Keihin North America, Inc. (collectively, “Keihin”) in *Fuel Injection Systems*;
- f. KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation (collectively, “KYB”) in *Shock Absorbers*;
- g. Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc. (collectively, “Maruyasu”) in *Fuel Injection Systems* and *Automotive Steel Tubes*;
- h. Meritor, Inc. f/k/a ArvinMeritor, Inc. (“Meritor”) in *Exhaust Systems*;
- i. Mikuni Corporation (“Mikuni”) in *Fuel Injection Systems* and *Valve Timing Control Devices*;
- j. Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, “Mitsubishi Heavy”) in *Air Conditioning Systems*;
- k. Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”) in *Air Conditioning Systems*;
- l. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (collectively, “Sanoh”) in *Automotive Steel Tubes*;
- m. Showa Corporation and American Showa, Inc. (collectively, “Showa”) in *Electric Powered Steering Assemblies* and *Shock Absorbers*;
- n. Reorganized TK Holdings Trust (“TKH”) in *Occupant Safety Systems*;

- o. Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (collectively, “Tokai Rika”) in *Heater Control Panels, Switches, Steering Angle Sensors, and Occupant Safety Systems*;
- p. Toyo Denso Co., Ltd. and Weastec, Inc. (collectively, “Toyo Denso”) in *Ignition Coils and Power Window Switches*; and
- q. Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., TG Missouri Corp., TG Kentucky, LLC, TG Missouri Corp., and TG Fluid Systems USA Corp. (collectively, “Toyoda Gosei”) in *Occupant Safety Systems, Automotive Constant Velocity Joint Boot Products, Automotive Hoses, Body Sealing Products, Interior Trim Products, and Automotive Brake Hoses*.

10. Each of the settlements was negotiated by experienced counsel on all sides. The settlements are the result of arm’s length negotiations by the parties, some of which took months and involved numerous rounds of discussion, most with experienced mediators, including the Court-appointed Settlement Master. For each proposed settlement before the Court, counsel on each side were informed by the discovery obtained to date and the claims and defenses asserted.

11. EPP Class Counsel have dedicated many thousands of attorney and staff hours to the prosecution of this litigation. Class Counsel closely monitored and coordinated the efforts of nationwide counsel representing EPPs to maximize efficiency, minimize duplication of efforts and costs, and eliminate unnecessary billing.

12. Class Counsel directed the firms working for EPPs to keep contemporaneous time and expense records and to only undertake work at the direction of Co-Lead Counsel. Class Counsel provided EPP Class Counsel with specific instructions regarding what time may be submitted to the Court and how such time must be recorded. Class Counsel have closely monitored the work of the firms working for EPPs to ensure efficiency and avoid unauthorized and unnecessary work. All detailed time and expense records submitted by EPP Class Counsel have been reviewed and vetted by Class Counsel.

13. Due to the interrelated nature of the cases, and the overlapping nature of Defendants' conspiracies, much of the work conducted by EPP Class Counsel in one case provides a substantial benefit to EPPs in the other cases. A number of examples are provided below.

14. First, EPP Class Counsel argued for and obtained an Order requiring Defendants across all cases to take a single deposition of each EPP Class Representative. This saved significant amounts of time and resources across all the cases and benefited all the classes.

15. Second, the time devoted to responding to Defendants' motions to dismiss, which have been filed in more than 25 cases, and drafting and negotiating stipulations and protocols in the early cases provided a template for use in all of the later-filed cases. In that way, the time devoted to the early-filed EPP cases benefited the EPP classes in the remaining cases.

16. Third, EPP Class Counsel drafted, served, and negotiated subpoenas directed to the OEMs. These OEMs purchased the price-fixed automotive parts, installed them in new vehicles, and are alleged to have subsequently passed-on the overcharge in the price of a new vehicle. The subpoenas covered all parts in *Auto Parts* and will ensure that the parties are not required to engage in the burdensome process of seeking this information 41 or more separate times, depending upon the ultimate number of cases in the *Auto Parts* action.

17. Fourth, analysis of documents and proffers in one case provides EPP Class Counsel with innumerable benefits in other cases. For instance, during the initial stages of the review of documents in *Wire Harness*, each reviewing attorney was still learning about the automotive parts industry. This understanding naturally increased throughout the review process and enabled reviewing attorneys to review, process, and analyze documents in subsequent cases more effectively and efficiently.

18. Fifth, certain expenses incurred early in the litigation through serving each foreign Defendant pursuant to the Hague Convention were not incurred in subsequently filed cases because many foreign Defendants were then served through their U.S counsel, saving EPPs tens of thousands of dollars in these subsequently-filed actions.

19. Sixth, EPPs proposed and entered into stipulations with Defendants that enabled the parties to brief certain collective issues across multiple cases simultaneously rather than being required to separately brief the issues on a case-by-case basis. *See, e.g.*, Modified Stipulation and Order Regarding Motions to Dismiss, *Fuel Injection Systems*, 2:13-cv-02203, ECF No. 53.

20. Seventh, stipulations and other protocols negotiated in the earlier-filed cases served as templates for similar stipulations and protocols in the remaining cases. For instance, the parties spent a year negotiating the deposition protocol in *Wire Harness*, and then used that as a basis for the negotiation of deposition protocols for dozens of other cases. *See, e.g.*, Wire Harness Deposition Protocol Order, *Wire Harness*, 2:12-cv-00100, ECF No. 315. Recently, EPPs spearheaded the drafting of discovery protocols and orders in the single remaining case, using the same templates previously used in other cases, so that the parties are only required to devote time and resources negotiating very case-specific issues, such as class certification motion dates.

21. Finally, expenses incurred in connection with document review and experts benefited EPP classes in all cases. For example, the time and expenses incurred by Class Counsel consulting with economic experts, particularly on issues of pass-through and damages, is largely applicable to and benefits each EPP case within *Auto Parts*.

22. Class Counsel and the firms working under their direction since 2012 have invested an extraordinary amount of time and money in prosecuting this multifaceted litigation that they

could have devoted to working on other matters. EPP Class Counsel have invested more than seven years in actively pursuing this litigation.

I. AWARD OF ATTORNEYS’ FEES

23. Class Counsel respectfully request a fee award of 22% from each settlement reached in the Round 4 Settlements, which equals \$40,470,760.00, plus a pro rata share of the interest carried thereon. Class Counsel propose that the attorneys’ fees be awarded and allocated among the settlement funds on a pro rata basis, as set forth in Figure 1 below.

Figure 1

Auto Parts Round 4 Settlements and Settlement Funds				
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund	Percent Total Settlement Fund	Allocation of Fees
Brose	Side-Door Latches	\$2,280,000.00	1.24%	\$501,600.00
Corning	Ceramic Substrates	\$26,600,000.00	14.46%	\$5,852,000.00
Delphi	Ignition Coils	\$760,000.00	0.41%	\$167,200.00
Green Tokai	Body Sealing Products	\$950,000.00	0.52%	\$209,000.00
Keihin	Fuel Injection Systems	\$836,000.00	0.45%	\$183,920.00
KYB	Shock Absorbers	\$28,880,000.00	15.70%	\$6,353,600.00
Maruyasu	Fuel Injection Systems	\$108,699.85	0.06%	\$23,913.97
	Automotive Steel Tubes	\$5,211,300.15	2.83%	\$1,146,486.03
Meritor	Exhaust Systems	\$760,000.00	0.41%	\$167,200.00
Mikuni	Fuel Injection Systems	\$2,675,200.00	1.45%	\$588,544.00
	Valve Timing Control Devices	\$668,800.00	0.36%	\$147,136.00
Mitsubishi Heavy	Air Conditioning Systems	\$6,840,000.00	3.72%	\$1,504,800.00
Panasonic	Air Conditioning Systems	\$760,000.00	0.41%	\$167,200.00
Sanoh	Automotive Steel Tubes	\$8,360,000.00	4.55%	\$1,839,200.00
Showa	Electric Powered Steering Assemblies	\$4,133,735.39	2.25%	\$909,421.79
	Shock Absorbers	\$9,926,264.61	5.40%	\$2,183,778.21
TKH	Occupant Safety Systems	N/A ¹	N/A	N/A
Tokai Rika	Heater Control Panels	\$1,366,578.08	0.74%	\$300,647.18
	Switches	\$3,410,260.64	1.85%	\$750,257.34
	Steering Angle Sensors	\$677,714.01	0.37%	\$149,097.08
	Occupant Safety Systems	\$28,745,447.27	15.63%	\$6,323,998.40

¹ Pursuant to a settlement with TKH in a bankruptcy proceeding, Settlement Class Counsel has secured a \$53,200,000 authorized claim against TKH, but they can expect to receive only a small fraction of this amount for distribution to the class.

Auto Parts Round 4 Settlements and Settlement Funds				
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund	Percent Total Settlement Fund	Allocation of Fees
Toyo Denso	Ignition Coils	\$760,000.00	0.41%	\$167,200.00
	Power Window Switches	\$4,408,000.00	2.40%	\$969,760.00
Toyoda Gosei	Occupant Safety Systems	\$5,797,725.14	3.15%	\$1,275,499.53
	Automotive Constant Velocity Joint Boot Products	\$716,505.10	0.39%	\$157,631.12
	Automotive Hoses	\$5,428,166.52	2.95%	\$1,194,196.64
	Body Sealing Products	\$27,148,653.36	14.76%	\$5,972,703.74
	Interior Trim Products	\$5,089,493.68	2.77%	\$1,119,688.61
	Automotive Brake Hoses	\$659,456.20	0.36%	\$145,080.36
	Total		\$183,958,000.00 (Excluding TKH)	100% (Excluding TKH)

24. EPP Class Counsel’s hourly rates are in line with current market rates and reflect rates similar to those charged on a usual and customary basis by the EPP Class Counsel firms for their services.

25. From March 23, 2012, when Class Counsel were appointed, through September 30, 2019, EPP Class Counsel have spent a combined 380,975.60 hours pursuing EPPs’ claims. In total, EPP Class Counsel’s hours expended yield a “lodestar” of \$154,782,333.18. When combined with the \$44,933,670.00 fee awarded for the First Round Settlement Amount, the \$75,691,877.98 fee awarded for the Second Round Settlement Amount, the \$108,078,695.37 fee awarded for the Third Round Settlement Amount,² the requested Round 4 fee award would bring the total awarded fees to date to \$269,175,003.35 which is approximately 22.05% of the Rounds 1, 2, 3, and 4 settlements, which total \$1,220,850,658, excluding the yet to be determined TKH settlement amount. The resulting lodestar multiplier is approximately 1.74.

² See *Wire Harness*, No. 2:12-cv-00103-MOB-MKM, ECF 626 n.5 (Nov. 7, 2018).

26. Exhibit A summarizes the total hours and lodestar for the period April 1, 2018 through September 30, 2019 and certain costs and litigation expenses incurred by EPP Class Counsel in pursuing the claims in this litigation during that same time period.

27. The Compendium to Exhibit A contains 23 declarations of EPP Class Counsel (Exhibits 4-26), and three additional declarations from Co-Lead Class Counsel (Exhibits 1-3), who performed services during the period April 1, 2018 through September 30, 2019 and/or incurred costs and litigation expenses.

II. REIMBURSEMENT OF COSTS

28. EPP Class Counsel will also obtain reimbursement of \$156,124.80 in costs and expenses from the litigation fund. This figure reflects individual costs and expenses incurred by each EPP Class Counsel firm between April 1, 2018 through September 30, 2019. These costs and expenses include fees for legal research, travel for court appearances, and witness interviews, expert fees, and other reasonable litigation costs and expenses. EPP Class Counsel incurred these expenses without any guarantee of recovery.

29. EPP Class Counsel also notes that they reserve the right to seek additional fees and costs at the conclusion of the litigation.

III. REQUEST FOR INCENTIVE AWARDS TO CLASS REPRESENTATIVES

30. EPP Class Counsel are also seeking approval to pay each remaining named Plaintiff who substantially participated in the End-Payor Plaintiff Auto Parts cases a single monetary incentive award.

31. EPP Class Counsel seek approval for payments to two distinct groups: (1) \$5,000 to each of the five Class Representatives who provided Class Counsel with information and documents or otherwise participated in discovery; and (2) \$10,000 to each of the fifty-four Class

Representatives who, in addition to engaging in the activities of the first group, also appeared for a deposition in conjunction with these cases, and in most cases provided interrogatory responses.

32. A specific chart listing each of the Class Representatives and denoting their specific significant contribution, including the discovery burden placed upon them, is set forth in Figures 2A and 2B below.

Figure 2A

Incentive Award Group 1 \$5,000 Requested			
Last Name	First Name	Number of Cases In Which Named Plaintiff	Activities Performed to Support the Class
Butler	Jane	1 of 41 <i>(In Re: Side-Door Latches)</i>	Served as named class representative and provided Class Counsel with information and documents.
Croom	Melissa	1 of 41 <i>(In Re: Automotive Constant Velocity Joint Boot Products)</i>	Served as named class representative and provided Class Counsel with information and documents.
Dillard	Theresia	30 of 41	Served as named class representative, provided Class Counsel with information and documents, and provided interrogatory responses.
Phelps	James	1 of 41 <i>(In Re: Side-Door Latches)</i>	Served as named class representative and provided Class Counsel with information and documents.
Vander Meulen	Bonnie	1 of 41 <i>(In Re: Side-Door Latches)</i>	Served as named class representative and provided Class Counsel with information and documents.
Total Proposed Award Amount			\$25,000.00

Figure 2B

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
Adams	Ifeoma	24 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Ascher	Halley	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Asken	Gregory	38 of 41	Served as named class representative, provided Class Counsel with information and documents, and appeared for a deposition.
Barron	Melissa	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Bennett	Kimberly	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Bernstein	David	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Blau	Ron	38 of 41	Served as named class representative, provided Class Counsel with information and

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			documents, provided interrogatory responses, and appeared for a deposition.
Burgos	Tenisha	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Busek	Kent	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Chase	Jennifer	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Cornish	Rita	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Croom	Nathan	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Curtis	Lori	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
DeCastro	Jessica	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Farrell	Alena	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Fitzgerald	Jane	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gammell-Roach	Frances H.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gibbs	Caroll	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gilels	Dori	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Grala	Jason	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			interrogatory responses, and appeared for a deposition.
Groves	Ian	32 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gunnerson	Curtis	35 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Gustafson	Paul ³	15 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Halverson	Tom	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition
Harr	Curtis	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Hedlund	Andrew	37 of 41	Served as named class representative, provided Class

³ It should be noted that Paul Gustafson was a Class Representative in several cases, including in Round 4 Settlement cases, such as *In Re: Ceramic Substrates* and *In Re: Exhaust Systems*. He is now deceased but EPPs seek an incentive award on behalf of his Estate.

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Herr	Gary Arthur	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Hollingsworth	John W.	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Kashishian	Carol Ann	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Kaufman	Elizabeth	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Klingler	Robert P.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Klosterman	Kelly	37 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
Marean	James E.	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
McGinn	Michelle	22 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Morrow	Rebecca Lynn	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Muscara	Edward T.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Nickell	Stacey R.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
O'Keefe-Zelman	Sophie	39 of 41	Served as named class representative, provided Class Counsel with information and documents, and appeared for a deposition.
Olson	Roger D.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			interrogatory responses, and appeared for a deposition.
Picotte	William Dale	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Porter	Whitney	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Prince	Cindy	41 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Rice	Janne	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Rice	Robert M., Jr.	39 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Senior	Darrel	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Shah	Meetesh	39 of 41	Served as named class representative, provided Class

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
			Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Sherman	Darcy C.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Shoaf	Erica J.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Stukey	Arthur	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Tawney	Kathleen A.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Taylor	Jane	38 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Uehara	Keith	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.

Incentive Award Group 2 \$10,000 Requested			
Last Name	First Name	Number Cases In Which Named Plaintiff	Activities Performed to Support the Class
Wick	Michael	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Young	Phillip G.	40 of 41	Served as named class representative, provided Class Counsel with information and documents, provided interrogatory responses, and appeared for a deposition.
Total Proposed Award Amount			\$540,000.00

33. EPP Class Counsel seek only a single monetary award for participation as a Class Representative on behalf of EPPs in the multitude of different part cases in this MDL. And plaintiffs who were dismissed from the case, all of whom were dismissed without prejudice, are not requested to receive any award.

34. The requested incentive awards total to \$565,000. This represents only 0.3% of the Round Four Settlement Funds.

35. Class Counsel believe this award amount is fair and reasonable in light of the contribution made by Class Representatives.

36. EPP Class Counsel request this amount to be paid from each of the settlement funds on a pro rata basis, as set forth in Figure 3 below.

Figure 3

Auto Parts Round 4 Settlements and Settlement Funds				
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund	Percent Total Settlement Fund	Allocation of Incentive Awards
Brose	Side-Door Latches	\$2,280,000.00	1.24%	\$7,002.69
Corning	Ceramic Substrates	\$26,600,000.00	14.46%	\$81,698.00
Delphi	Ignition Coils	\$760,000.00	0.41%	\$2,334.23
Green Tokai	Body Sealing Products	\$950,000.00	0.52%	\$2,917.79
Keihin	Fuel Injection Systems	\$836,000.00	0.45%	\$2,567.65
KYB	Shock Absorbers	\$28,880,000.00	15.70%	\$88,700.68
Maruyasu	Fuel Injection Systems	\$108,699.85	0.06%	\$333.86
	Automotive Steel Tubes	\$5,211,300.15	2.83%	\$16,005.74
Meritor	Exhaust Systems	\$760,000.00	0.41%	\$2,334.23
Mikuni	Fuel Injection Systems	\$2,675,200.00	1.45%	\$8,216.48
	Valve Timing Control Devices	\$668,800.00	0.36%	\$2,054.12
Mitsubishi Heavy	Air Conditioning Systems	\$6,840,000.00	3.72%	\$21,008.06
Panasonic	Air Conditioning Systems	\$760,000.00	0.41%	\$2,334.23
Sanoh	Automotive Steel Tubes	\$8,360,000.00	4.55%	\$25,676.51
Showa	Electric Powered Steering Assemblies	\$4,133,735.39	2.25%	\$12,696.16
	Shock Absorbers	\$9,926,264.61	5.40%	\$30,487.07
TKH	Occupant Safety Systems	\$53,200,000.00	N/A	N/A
Tokai Rika	Heater Control Panels	\$1,366,578.08	0.74%	\$4,197.24
	Switches	\$3,410,260.64	1.85%	\$10,474.12
	Steering Angle Sensors	\$677,714.01	0.37%	\$2,081.50
	Occupant Safety Systems	\$28,745,447.27	15.63%	\$88,287.42
Toyo Denso	Ignition Coils	\$760,000.00	0.41%	\$2,334.23
	Power Window Switches	\$4,408,000.00	2.40%	\$13,538.53
Toyoda Gosei	Occupant Safety Systems	\$5,797,725.14	3.15%	\$17,806.86
	Automotive Constant Velocity Joint Boot Products	\$716,505.10	0.39%	\$2,200.64
	Automotive Hoses	\$5,428,166.52	2.95%	\$16,671.82
	Body Sealing Products	\$27,148,653.36	14.76%	\$83,383.10
	Interior Trim Products	\$5,089,493.68	2.77%	\$15,631.63
	Automotive Brake Hoses	\$659,456.20	0.36%	\$2,025.42
	Total	\$183,958,000.00 (Excluding TKH)	100% (Excluding TKH)	\$565,000.00

Dated: October 31, 2019

/s/ Hollis Salzman

Hollis Salzman

ROBINS KAPLAN LLP

/s/ Marc M. Seltzer

Marc M. Seltzer

SUSMAN GODFREY L.L.P.

/s/ Adam J. Zapala

Adam J. Zapala

COTCHETT, PITRE & McCARTHY, LLP

Exhibit A to Joint Declaration

EXHIBIT A

In re: Automotive Parts Antitrust Litigation

Summary of EPP Class Counsel's Fees and Expenses for the Period April 1, 2018 - September 30, 2019

Firm Name	Hours	Lodestar	Expenses
Co-Lead Firms			
Susman Godfrey L.L.P.	6,201.70	\$3,292,322.50	\$70,008.11
Robins Kaplan LLP	6,675.80	\$3,646,270.00	\$41,045.39
Cotchett, Pitre & McCarthy, LLP	6,234.10	\$2,503,912.50	\$38,245.35
Liason Counsel			
The Miller Law Firm, P.C.	2,876.80	\$1,140,474.00	\$4,945.85
Non Co-Lead Firms			
Ademi & O'Reilly, LLP	154.40	\$59,911.00	\$12.16
Bonnett, Fairbourn, Friedman & Balint, P.C.	36.20	\$7,240.00	\$0.00
Cafferty Clobes Meriwether & Sprengel LLP	1,252.80	\$428,800.00	\$0.00
Dampier Law Firm, P.C.	2,125.70	\$702,189.50	\$0.00
Danna McKittrick, P.C.	6.40	\$4,480.00	\$0.00
Donald L. Schlappizzi, PC	5.80	\$1,740.00	\$45.20
Goldman Scarlato & Penny, P.C.	241.00	\$72,300.00	\$67.35
Gross & Belsky P.C.	463.30	\$144,277.50	\$0.00
Gustafson Gluek PLLC	2,516.40	\$894,197.50	\$599.20
Hagens Berman LLP	1,595.80	\$697,295.00	\$270.55
Kirkpatrick & Goldsborough, PLLC	5.60	\$1,960.00	\$0.00
Levin Sedran & Berman LLP	7.70	\$3,225.00	\$176.37
McCracken, Stemerma & Holsberry, LLP	1.50	\$1,000.00	\$0.00
Stoll Stoll Berne Lokting & Shlachter P.C.	1.20	\$540.00	\$0.00
Straus & Boies, LLP	214.70	\$82,955.50	\$0.00
Taus, Cebulash & Landau, LLP	1,190.00	\$416,500.00	\$0.00
The Law Offices of Sylvie Kulkin Kern	1.10	\$907.50	\$0.00
The Saunders Law Firm	1.20	\$960.00	\$0.00
Tycko & Zavareei LLP	664.40	\$199,320.00	\$77.50
Weinstein Kitchenoff & Asher LLC	1,177.00	\$412,410.00	\$54.10
Wyatt & Blake, LLP	2.90	\$2,030.00	\$63.50
Zelle LLP	80.60	\$37,088.00	\$514.17
Total	33,734.10	\$14,754,305.50	\$156,124.80

Compendium of Firm Declarations

Index of Compendium to Exhibit A

Exhibit No.	Description
1	Declaration of Susman Godfrey L.L.P. By: Marc Seltzer
2	Declaration of Robins Kaplan LLP By: Hollis Salzman
3	Declaration of Cotchett, Pitre & McCarthy, LLP By: Adam Zapala
4	Declaration of The Miller Law Firm, P.C. By: E. Powell Miller
5	Declaration of Ademi & O'Reilly, LLP By: Shpetim Ademi
6	Declaration of Bonnett, Fairbourn, Friedman & Balint, P.C. By: Elaine A. Ryan
7	Declaration of Cafferty Clobes Meriwether & Sprengel LLP By: Patrick E. Cafferty
8	Declaration of The Dampier Law Firm, P.C. By: M. Stephen Dampier
9	Declaration of Danna McKitrick, P.C. By: Robert L. Devereux
10	Declaration of Donald L. Schlappizzi, PC By: Donald L. Schlappizzi
11	Declaration of Goldman Scarlato & Penny, P.C. By: Brian D. Penny
12	Declaration of Gross & Belsky P.C. By: Adam C. Belsky
13	Declaration of Gustafson Gluek PLLC By: Jason S. Kilene
14	Declaration of Hagens Berman LLP By: Anthony D. Shapiro
15	Declaration of Kirkpatrick & Goldsborough, PLLC By: Mary G. Kirkpatrick
16	Declaration of Levin Sedran & Berman LLP By: Howard J. Sedran
17	Declaration of McCracken, Stemerman, & Holsberry, LLP By: Sarah Grossman-Swenson
18	Declaration of Stoll Stoll Berne Lokting & Shlachter P.C. By: Steve D. Larson
19	Declaration of Straus & Boies, LLP By: Nathan Cihlar
20	Declaration of Taus, Cebulash & Landau, LLP By: Kevin Landau
21	Declaration of The Law Offices of Sylvie Kulkin Kern By: Sylvie Kulkin Kern
22	Declaration of The Saunders Law Firm By: Terry Rose Saunders
23	Declaration of Tycko & Zavareei LLP By: Hassan A. Zavareei
24	Declaration of Weinstein Kitchenoff & Asher LLC By: Robert S. Kitchenoff
25	Declaration of Wyatt & Blake, LLP By: James F. Wyatt, III
26	Declaration of Zelle LLP By: Christopher T. Micheletti

EXHIBIT 1

**DECLARATION OF MARC M. SELTZER IN SUPPORT OF 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**

I, Marc M. Seltzer, declare and state as follows:

1. I am an attorney duly licensed to practice law in the State of California. I am a partner at the law firm of Susman Godfrey L.L.P., and my firm is one of the Interim Co-Lead Counsel for End-Payor Plaintiffs ("Class Counsel" or "Co-Lead Counsel") in the above-entitled litigation ("*Auto Parts*").

2. I declare that I have personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. I make this declaration pursuant to 28 U.S.C. § 1746.

3. I submit this declaration in support of 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. The Round 4 Settlements were reached with the following Defendants in the following actions:

- a. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (collectively, "Brose") in *Side-Door Latches*;
- b. Corning International Kabushiki Kaisha and Corning Incorporated (collectively, "Corning") in *Ceramic Substrates*;
- c. Delphi Technologies PLC, and Delphi Powertrain Systems, LLC (together, "Delphi") in *Ignition Coils*;
- d. Green Tokai Co., Ltd. ("Green Tokai") in *Body Sealing Products*;
- e. Keihin Corporation and Keihin North America, Inc. (collectively, "Keihin") in *Fuel Injection Systems*;

- f. KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation (collectively, “KYB”) in *Shock Absorbers*;
- g. Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc. (collectively, “Maruyasu”) in *Fuel Injection Systems* and *Automotive Steel Tubes*;
- h. Meritor, Inc. f/k/a ArvinMeritor, Inc. (“Meritor”) in *Exhaust Systems*;
- i. Mikuni Corporation (“Mikuni”) in *Fuel Injection Systems* and *Valve Timing Control Devices*;
- j. Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, “Mitsubishi Heavy”) in *Air Conditioning Systems*;
- k. Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”) in *Air Conditioning Systems*;
- l. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (collectively, “Sanoh”) in *Automotive Steel Tubes*;
- m. Showa Corporation and American Showa, Inc. (collectively, “Showa”) in *Electric Powered Steering Assemblies* and *Shock Absorbers*;
- n. Reorganized TK Holdings Trust (“TKH”) in *Occupant Safety Systems*;
- o. Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (collectively, “Tokai Rika”) in *Heater Control Panels, Switches, Steering Angle Sensors, and Occupant Safety Systems*;
- p. Toyo Denso Co., Ltd. and Weastec, Inc. (collectively, “Toyo Denso”) in *Ignition Coils* and *Power Window Switches*; and
- q. Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., TG Missouri Corp., TG Kentucky, LLC, TG Missouri Corp., and TG Fluid Systems USA Corp. (collectively, “Toyoda Gosei”) in *Occupant Safety Systems, Automotive Constant Velocity Joint Boot Products, Automotive Hoses, Body Sealing Products, Interior Trim Products, and Automotive Brake Hoses*.

4. Since March 2012, I and members of my firm have been engaged in all aspects of this litigation, as we have been throughout the duration of *Auto Parts*. Collectively, EPP Class Counsel have performed the following services on behalf of the End-Payor Plaintiffs (“EPPs”):

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers and interviews of witnesses made available by certain settling and cooperating Defendant groups;
- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which Class Counsel and the attorneys working with them were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants' counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;
- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the United States Department of Justice ("DOJ");
- Obtaining, analyzing and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories propounded by more than 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and different Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;

- Participating in or reviewing the results of more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months to obtain both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing tens of thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 70 settlements totaling over \$1.2 billion, the largest indirect purchaser recovery in U.S. history. These tasks included analyzing economic evidence and data and formulating settlement demands; engaging in extensive arm’s-length negotiations with Defendant groups, dozens of in-person meetings, countless other communications, and in many instances, working with the assistance of outside neutral mediators; negotiating and preparing drafts of settlement agreements; preparing preliminary approval motions and escrow agreements for each settlement; briefing and arguing responses to settlement objections before this Court and on appeal;
- Crafting, in consultation with EPPs’ class-notice expert, four extensive notice programs that were approved by the Court, including the most recent July 2019 class notice program;
- Responding to objections to the settlements and ensuring the settlements will be available to the classes years earlier than would be the case if litigation against Defendants continued through trial and appeal; and

- Creating an efficient and effective plan of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation.

5. Since our appointment as Class Counsel for the EPPs, my firm has, together with our Co-Lead Counsel, supervised the activities of all counsel for the EPPs in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.2 billion for the benefit of the settlement classes, the largest indirect purchaser recover in U.S. history. All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex set of antitrust cases in the history of the antitrust laws.

6. The schedule attached as Exhibit A sets forth my firm's total hours and attorneys' fee lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018, through September 30, 2019.

7. My firm's total lodestar for this period is \$3,292,322.50. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and which have been periodically reported to Class Counsel. Work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

8. The total number of hours expended in this litigation by my firm from March 2, 2012 through September 30, 2018 is 51,374.80. The total attorneys' fee lodestar for my firm is \$23,736,937.90. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services.

9. Class Counsel will be reimbursed from the litigation fund for certain expenses incurred. As detailed in Exhibit B, my firm has incurred a total of \$70,008.11 in unreimbursed costs and expenses in this litigation, during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be reimbursed.

10. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of the costs and expenses incurred.

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

Executed on this 31st day of October, 2019 at Los Angeles, California.



Marc M. Seltzer
SUSMAN GODFREY L.L.P.

Exhibit A
In re: Automotive Parts Antitrust Litigation

Firm Name: SUSMAN GODREY LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Farleigh, Jenna	A	\$525.00	592.9	\$311,272.50
Issacharoff, Lucas*	A	\$525.00	517.3	\$271,582.50
Langham, Chanler	P	\$650.00	580.0	\$377,000.00
Moreno, Graciela	OT	\$125.00	3.0	\$375.00
Oxford, Terrell W.	P	\$900.00	26.5	\$23,850.00
Sato, Ken (Non-Document Review)	SA	\$375.00	287.0	\$107,625.00
Sato, Ken (Foreign-Language Document Review)	SA	Reduction Applied to \$350.00	951.0	\$332,850.00
Seltzer, Marc M.	P	\$1,500.00	764.9	\$1,147,350.00
Shepard, Steven	P	\$750.00	18.9	\$14,175.00
Short, Floyd G.	P	\$700.00	408.10	\$285,670.00
Sklaver, Steven G.	P	\$900.00	7.0	\$6,300.00
Tse, Shing*	SA	\$300.00	13.1	\$3,930.00
Welch, Sarah*	S	\$125.00	21.0	\$2,625.00
Wojtczak, Richard A.	PL	\$275.00	359.00	\$98,725.00
Yagihashi, Hiroyuki (Non-Document Review)	SA	\$375.00	527.00	\$197,625.00
Yagihashi, Hiroyuki (Foreign-Language Document Review)	SA	Reduction Applied to \$350.00	909.0	\$318,150.00
Yagihashi, Hiroyuki (English-Language Document Review)	SA	Reduction Applied to \$300.00	216.0	\$64,800.00
Grand Total			6,201.7	\$3,292,322.50

Partner (P)
 Of Counsel (OC)
 Associate (A)
 Paralegal (PL)
 Briefing Attorney (BA)
 Other Timekeeper (OT)
 Staff Attorney (SA)
 Summer Associate (S)

* Attorneys and paralegals no longer with Susman Godfrey L.L.P. Their hourly rates shown above are the rates customarily charged for their services at the time they left the firm

Exhibit B
In re: Automotive Parts Antitrust Litigation

Firm Name: SUSMAN GODREY LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$4,308.91
Filing / Misc. Fees	\$1,152.92
Overnight Delivery/Messengers	\$989.02
Photocopying	\$7,624.30
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$1,525.14
Transportation / Meals / Lodging	\$52,581.22
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$1,826.60
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$70,008.11

EXHIBIT 2

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311
	:	Hon. Marianne O. Battani
	:	
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	:	
In Re: Shock Absorbers	:	Case No. 2:15-cv-03203
In Re: Body Sealing Products	:	Case No. 2:15-cv-03303
In Re: Interior Trim Products	:	Case No. 2:16-cv-03403
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03503
In Re: Exhaust Systems	:	Case No. 2:16-cv-03603
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03703
In Re: Power Window Switches	:	Case No. 2:16-cv-03803
In Re: Automotive Steel Tubes	:	Case No. 2:16-cv-03903
In Re: Side-Door Latches	:	Case No. 2:16-cv-04003
	:	Case No. 2:17-cv-04303
	:	
	:	
THIS DOCUMENT RELATES TO:	:	
End-Payor Actions	:	

**DECLARATION OF HOLLIS SALZMAN IN SUPPORT OF 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**

I, Hollis Salzman, declare and state as follows:

1. I am an attorney duly licensed to practice law in the states of New York, New Jersey, and Florida. I am a partner at the law firm of Robins Kaplan LLP, and my firm is one of

the Interim Co-Lead Counsel for End-Payor Plaintiffs (“Class Counsel” or “Co-Lead Counsel”) in the above-entitled litigation (“*Auto Parts*”).

2. I declare that I have personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. I make this Declaration pursuant to 28 U.S.C. § 1746.

3. I submit this Declaration in support of 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. The Round 4 Settlements were reached with the following Defendants in the following actions:

- a. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (together, “Brose”) in *Side-Door Latches*;
- b. Corning International Kabushiki Kaisha and Corning Incorporated (together, “Corning”) in *Ceramic Substrates*;
- c. Delphi Technologies PLC, and Delphi Powertrain Systems, LLC (together, “Delphi”) in *Ignition Coils*;
- d. Green Tokai Co., Ltd. (“Green Tokai”) in *Body Sealing Products*;
- e. Keihin Corporation and Keihin North America, Inc. (together, “Keihin”) in *Fuel Injection Systems*;
- f. KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation (together, “KYB”) in *Shock Absorbers*;
- g. Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc. (together, “Maruyasu”) in *Fuel Injection Systems and Automotive Steel Tubes*;
- h. Meritor, Inc. f/k/a ArvinMeritor, Inc. (“Meritor”) in *Exhaust Systems*;
- i. Mikuni Corporation (“Mikuni”) in *Fuel Injection Systems and Valve Timing Control Devices*;

- j. Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, “Mitsubishi Heavy”) in *Air Conditioning Systems*;
- k. Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”) in *Air Conditioning Systems*;
- l. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (together, “Sanoh”) in *Automotive Steel Tubes*;
- m. Showa Corporation and American Showa, Inc. (together, “Showa”) in *Electric Powered Steering Assemblies and Shock Absorbers*;
- n. Reorganized TK Holdings Trust (“TKH”) in *Occupant Safety Systems*;
- o. Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (together, “Tokai Rika”) in *Heater Control Panels, Switches, Steering Angle Sensors, and Occupant Safety Systems*;
- p. Toyo Denso Co., Ltd. and Weastec, Inc. (together, “Toyo Denso”) in *Ignition Coils and Power Window Switches*; and
- q. Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., TG Missouri Corp., TG Kentucky, LLC, TG Missouri Corp., and TG Fluid Systems USA Corp. (collectively, “Toyoda Gosei”) in *Occupant Safety Systems, Automotive Constant Velocity Joint Boot Products, Automotive Hoses, Body Sealing Products, Interior Trim Products, and Automotive Brake Hoses*.

4. Since March 2012, I and members of my firm have been engaged in all aspects of this litigation, as we have been throughout the duration of *Auto Parts*. Collectively, EPP Class Counsel have performed the following services on behalf of the End-Payor Plaintiffs (“EPPs”):

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers and interviews of

witnesses made available by certain settling and cooperating Defendant groups;

- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which Class Counsel and the attorneys working with them were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants' counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;
- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the United States Department of Justice ("DOJ");
- Obtaining, analyzing, and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories propounded by more than 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and different Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 EPP class representative depositions;

- **Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;**
- **Participating in or reviewing the results of more than 140 depositions of automotive dealer class representatives and third-parties;**
- **Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;**
- **Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;**
- **Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months to obtain both upstream and downstream OEM discovery;**
- **Preparing for class certification motions by, among other things, analyzing tens of thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;**
- **Performing the numerous settlement-related tasks necessary to achieve more than 70 settlements totaling over \$1.2 billion, the largest indirect purchaser recovery in U.S. history. These tasks included analyzing economic evidence and data and formulating settlement demands; engaging in extensive arm’s-length negotiations with Defendant groups, dozens of in-person meetings, countless other communications, and in many instances, working with the assistance of outside neutral mediators; negotiating and preparing drafts of settlement agreements; preparing preliminary approval motions and escrow agreements for each settlement; briefing and arguing responses to settlement objections before this Court and on appeal;**

- Crafting, in consultation with EPPs' class-notice expert, four extensive notice programs that were approved by the Court, including the most recent July 2019 class notice program;
- Responding to objections to the settlements and ensuring the settlements will be available to the classes years earlier than would be the case if litigation against Defendants continued through trial and appeal; and
- Creating an efficient and effective plan of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation.

5. Since our appointment as Class Counsel for the EPPs, my firm has, together with our Co-Lead Counsel, supervised the activities of all counsel for the EPPs in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.2 billion for the benefit of the settlement classes, the largest indirect purchaser recovery in U.S. history. All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex set of antitrust cases in the history of the antitrust laws.

6. The schedule attached as Exhibit A sets forth my firm's total hours and attorneys' fee lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019.

7. My firm's total lodestar for this period is \$3,646,270.00. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and which have been periodically reported to Class Counsel. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

8. The total number of hours expended in this litigation by my firm from March 2, 2012 through September 30, 2019 is 55,427.6. The total attorneys' fee lodestar for my firm is \$28,964,714.00. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services.

9. Class Counsel will be reimbursed from the litigation fund for certain expenses incurred. As detailed in Exhibit B, my firm has incurred a total of \$41,045.39 in unreimbursed costs and expenses in this litigation, during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be reimbursed.

10. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of the costs and expenses incurred.

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

Executed on this 31st day of October, 2019, at New York, New York.

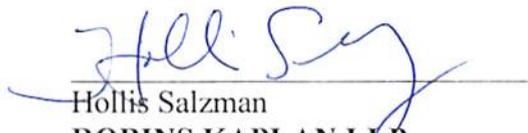

Hollis Salzman
ROBINS KAPLAN LLP

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Robins Kaplan LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Hollis Salzman	P	\$925.00	641.9	\$593,757.50
Scott F. Gautier	P	\$875.00	18.7	\$16,362.50
Aaron M. Sheanin	P	\$840.00	29.0	\$24,360.00
Tai S. Milder	P	\$795.00	232.4	\$184,758.00
William V. Reiss	P	\$775.00	972.4	\$753,610.00
Minyao Wang	P	\$675.00	5.1	\$3,442.50
Bernard Persky	OC	\$950.00	37.6	\$35,720.00
David B. Rochelson	A	\$610.00	434.2	\$264,862.00
Noelle Feigenbaum	A	\$545.00	684.8	\$373,216.00
Dinah M. Reese	A	\$530.00	416.3	\$220,639.00
Bridget S. Stubblefield	A	\$465.00	13.9	\$6,463.50
Shannon R. Rozell	A	\$465.00	46.2	\$21,483.00
Robert M Gore	A	\$465.00	691.1	\$321,361.50
Dinah M. Reese (Doc Rev)	A	\$350.00	615.0	\$215,250.00
Jle A. Tarpeh	PL	\$335.00	42.4	\$14,204.00
Jeffrey D. Baum	PL	\$335.00	722.0	\$241,870.00
Ryan S. Willoughby	PL	\$335.00	950.9	\$318,551.50
Audra M. O'Rourke	PL	\$320.00	9.5	\$3,040.00
Vivian M. Enck	PL	\$310.00	2.7	\$837.00
Mabel Marte	PL	\$250.00	94.4	\$23,600.00
Richard R. Zabel	O	\$690.00	10.3	\$7,107.00
Congnan Zhan	O	\$355.00	5.0	\$1,775.00
TOTALS			6,675.8	\$3,646,270.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)
- Other (O)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Robins Kaplan LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$6,238.99
Filing / Misc. Fees	\$300.00
Overnight Delivery/Messengers	\$462.75
Photocopying	\$2,268.64
Postage	
Service of Process Fees	
Telephone / Fax	\$1,099.49
Transportation / Meals / Lodging	\$29,600.52
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
Data Hosting	\$1,075.00
TOTAL	\$41,045.39

EXHIBIT 3

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311
	:	Hon. Marianne O. Battani
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	:	

**DECLARATION OF ADAM J. ZAPALA IN SUPPORT OF 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**

I, Adam J. Zapala, declare and state as follows:

1. I am an attorney duly licensed to practice law in the state of California. I am a Partner at the law firm of Cotchett, Pitre & McCarthy, LLP, and my firm is one of the Interim Co-Lead Counsel for End-Payor Plaintiffs (“Class Counsel” or “Co-Lead Counsel”) in the above-entitled litigation (“*Auto Parts*”).

2. I declare that I have personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. I make this Declaration pursuant to 28 U.S.C. § 1746.

3. I submit this Declaration in support of 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. The Round 4 Settlements were reached with the following Defendants in the following actions:

- a. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (together, “Brose”) in *Side-Door Latches*;
- b. Corning International Kabushiki Kaisha and Corning Incorporated (together, “Corning”) in *Ceramic Substrates*;
- c. Delphi Technologies PLC, and Delphi Powertrain Systems, LLC (together, “Delphi”) in *Ignition Coils*;
- d. Green Tokai Co., Ltd. (“Green Tokai”) in *Body Sealing Products*;
- e. Keihin Corporation and Keihin North America, Inc. (together, “Keihin”) in *Fuel Injection Systems*;
- f. KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation (together, “KYB”) in *Shock Absorbers*;
- g. Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc. (together, “Maruyasu”) in *Fuel Injection Systems* and *Automotive Steel Tubes*;

- h. Meritor, Inc. f/k/a ArvinMeritor, Inc. (“Meritor”) in *Exhaust Systems*;
- i. Mikuni Corporation (“Mikuni”) in *Fuel Injection Systems* and *Valve Timing Control Devices*;
- j. Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc. (together, “Mitsubishi Heavy”) in *Air Conditioning Systems*;
- k. Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”) in *Air Conditioning Systems*;
- l. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (together, “Sanoh”) in *Automotive Steel Tubes*;
- m. Showa Corporation and American Showa, Inc. (together, “Showa”) in *Electric Powered Steering Assemblies* and *Shock Absorbers*;
- n. Reorganized TK Holdings Trust (“TKH”) in *Occupant Safety Systems*;
- o. Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (together, “Tokai Rika”) in *Heater Control Panels, Switches, Steering Angle Sensors, and Occupant Safety Systems*;
- p. Toyo Denso Co., Ltd. and Weastec, Inc. (together, “Toyo Denso”) in *Ignition Coils* and *Power Window Switches*; and
- q. Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., TG Missouri Corp., TG Kentucky, LLC, TG Missouri Corp., and TG Fluid Systems USA Corp. (together, “Toyoda Gosei”) in *Occupant Safety Systems, Automotive Constant Velocity Joint Boot Products, Automotive Hoses, Body Sealing Products, Interior Trim Products, and Automotive Brake Hoses*.

4. Since March 2012, I and members of my firm have been engaged in all aspects of this litigation, as we have been throughout the duration of *Auto Parts*. Collectively, Class Counsel have performed the following services on behalf of the End-Payor Plaintiffs (“EPPs”):

- Performing extensive research into the worldwide automotive parts industry as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;

- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers and interviews of witnesses made available by certain settling and cooperating Defendant groups;
- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which Class Counsel and the attorneys working with them were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants' counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;
- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the United States Department of Justice ("DOJ");
- Obtaining, analyzing, and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories propounded by more than 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and different Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;

- Participating in or reviewing the results of more than 140 depositions of automotive dealer class representatives and third parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months to obtain both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing tens of thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 70 settlements totaling over \$1.2 billion, the largest indirect purchaser recovery in U.S. history. These tasks included analyzing economic evidence and data and formulating settlement demands; engaging in extensive arm’s-length negotiations with Defendant groups, dozens of in-person meetings, countless other communications, and in many instances, working with the assistance of outside neutral mediators; negotiating and preparing drafts of settlement agreements; preparing preliminary approval motions and escrow agreements for each settlement; briefing and arguing responses to settlement objections before this Court and on appeal;
- Crafting, in consultation with EPPs’ class-notice expert, four extensive notice programs that were approved by the Court, including the most recent July 2019 class notice program;
- Responding to objections to the settlements and ensuring the settlements will be available to the classes years earlier than would be the case if litigation against Defendants continued through trial and appeal; and

- Creating an efficient and effective plan of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation.

5. Since our appointment as Class Counsel for the EPPs, my firm has, together with our Co-Lead Counsel, supervised the activities of all counsel for the EPPs in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.2 billion for the benefit of the settlement classes, the largest indirect purchaser recover in U.S. history. All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex set of antitrust cases in the history of the antitrust laws.

6. The schedule attached as Exhibit A sets forth my firm's total hours and attorneys' fee lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019.

7. My firm's total lodestar for this period is \$2,503,912.50. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and which have been periodically reported to Class Counsel. Work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour and at 200 hours per month per reviewer.

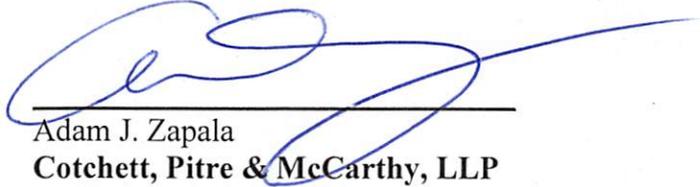
8. The total number of hours expended in this litigation by my firm from March 2, 2012 through September 30, 2019 is 61,220.60. The total attorneys' fee lodestar for my firm is \$28,077,750.00. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services.

9. Class Counsel will be reimbursed from the litigation fund for certain expenses incurred. As detailed in Exhibit B, my firm has incurred a total of \$38,245.35 in unreimbursed costs and expenses in this litigation, during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be reimbursed.

10. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of the costs and expenses incurred.

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

Executed on this 31st day of October, 2019, at Burlingame, California.



Adam J. Zapala
Cotchett, Pitre & McCarthy, LLP

Exhibit A
In re: Automotive Parts Antitrust Litigation

Firm Name: Cotchett, Pitre & McCarthy, LLP
Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Cotchett, Joseph W.	P	\$950.00	3.2	\$3,040.00
Zapala, Adam J.	P	\$750.00	72.7	\$54,525.00
Castillo, Elizabeth T.	P	\$650.00	1,398.7	\$909,155.00
Barnett, Alexander E.	A	\$600.00	45.5	\$27,300.00
Trott, Adam J.	A	\$600.00	3.7	\$2,220.00
Castillo, Robert	A	\$425.00	74.0	\$31,450.00
Chen, Tom	A	\$350.00	1,107.0	\$387,450.00
Liu, Yuedan	A	\$350.00	779.7	\$272,895.00
Nozaki, Shinichi	A	\$350.00	300.1	\$105,035.00
Shimamura, Yuka	A	\$350.00	32.0	\$11,200.00
Sipprell, Matthew	A	\$350.00	471.0	\$164,850.00
Verducci, Jaclyn	PL	\$325.00	8.3	\$2,697.50
Caylao, Michael	PL	\$275.00	3.5	\$962.50
Gaa, Reid	PL	\$275.00	154.2	\$42,405.00
Lin, Virginia	PL	\$275.00	1,622.9	\$446,297.50
Lipson, Carlo	PL	\$275.00	11.3	\$3,107.50
Lyons, Patrick	PL	\$275.00	137.2	\$37,730.00
Szabados, Linda	PL	\$175.00	9.1	\$1,592.50
TOTALS			6,234.1	\$2,503,912.50

Partner (P)
Of Counsel (OC)
Associate (A)
Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Cotchett, Pitre & McCarthy, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$847.88
Filing / Misc. Fees	\$1,666.00
Overnight Delivery/Messengers	\$901.02
Photocopying	\$949.40
Postage	\$274.69
Service of Process Fees	
Telephone / Fax	\$253.51
Transportation / Meals / Lodging	\$33,352.85
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$38,245.35

EXHIBIT 4

DECLARATION OF E. POWELL MILLER IN SUPPORT OF 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 FILED ON BEHALF OF THE MILLER LAW FIRM, P.C.

I, E. Powell Miller, declare and state as follows:

1. I am a partner at the law firm of The Miller Law Firm, P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of The Miller Law Firm, P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 2,876.80. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$1,140,474.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm in antitrust class actions. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$4,945.85 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 30th day of October, 2019 at Rochester, MI.

A handwritten signature in blue ink, reading "E. Powell Miller". The signature is written in a cursive style with a large initial "E" and a long, sweeping underline that extends across the name.

E. Powell Miller

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: The Miller Law Firm, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
E. Powell Miller	P	\$890.00	175.10	\$155,839.00
Marc L. Newman	P	\$750.00	20.10	\$15,075.00
Sharon Almonrode	P	\$775.00	0.20	\$155.00
Devon Allard	P	\$695.00	94.10	\$65,399.50
Lowell Johnson	A	\$495.00	3.90	\$1,930.50
Mariell McLatcher	A	\$475.00	50.70	\$24,082.50
Nancy Decker	A	\$445.00	1.00	\$445.00
Mahde Abdallah	A	\$395.00	74.90	\$29,585.50
Kristen Guralczyk	A	\$375.00	0.40	\$150.00
William Kalas	A	\$350.00	0.20	\$70.00
Denirro Lazar	A	\$315.00	229.10	\$72,166.50
Angela Baldwin	A	\$295.00	2.20	\$649.00
Craig Dickinson	A	\$285.00	0.40	\$114.00
Sheri Haobo Song	DRA	\$350.00	1,109.00	\$388,150.00
Tracy Greenwood	DRA	\$350.00	1,094.00	\$382,900.00
Samantha Stenquist	PL	\$175.00	2.10	\$367.50
Danelle Vanderbeke	PL	\$175.00	8.60	\$1,505.00
Christi Dumar	PL	\$175.00	4.80	\$840.00
Sarah Dahlin	PL	\$175.00	6.00	\$1,050.00
TOTALS			2,876.8	\$1,140,474.00

Partner (P)

Of Counsel (OC)

Associate (A)

Paralegal (PL)

Document Reviewer (DRA)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: The Miller Law Firm, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$197.46
Filing / Misc. Fees	
Overnight Delivery/Messengers	\$165.89
Photocopying	\$4,208.50
Postage	
Service of Process Fees	\$250.00
Telephone / Fax	
Transportation / Meals / Lodging	\$124.00
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$4,945.85

EXHIBIT 5

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Marianne O. Battani
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
	:	
	:	Case No. 2:15-cv-03203
In Re: Automotive Hoses	:	Case No. 2:15-cv-03303
In Re: Shock Absorbers	:	Case No. 2:16-cv-03403
In Re: Body Sealing Products	:	Case No. 2:16-cv-03503
In Re: Interior Trim Products	:	Case No. 2:16-cv-03603
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03703
In Re: Exhaust Systems	:	Case No. 2:16-cv-03803
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03903
In Re: Power Window Switches	:	Case No. 2:16-cv-04003
In Re: Automotive Steel Tubes	:	Case No. 2:17-cv-04303
In Re: Side-Door Latches	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	

**DECLARATION OF SHPETIM ADEMI IN SUPPORT OF 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 FILED ON
BEHALF OF ADEMI & O'REILLY, LLP**

I, ShpetimAdemi, declare and state as follows:

1. I am a partner at the law firm of Ademi & O'Reilly, LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Ademi & O'Reilly, LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 154.4. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$59,911.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

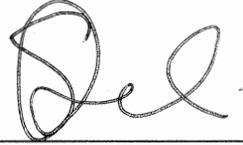
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$12.16 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at Cudahy, WI.

A handwritten signature in black ink, appearing to read 'Shpetim Ademi', written over a horizontal line.

Shpetim Ademi

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Ademi & O'Reilly, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Shpetim Ademi	P	\$750.00	24.4	\$18,300.00
John Blythin	A	\$450.00	4.5	\$2,025.00
Mark Eldridge	A	\$410.00	17.6	\$7,216.00
Mark Eldridge (Doc Rev.)	A	\$300.00	6.0	\$1,800.00
Ben Slatky	A	\$300.00	78.2	\$23,460.00
Jesse Fruchter	A	\$300.00	23.7	\$7,110.00
TOTALS			154.4	\$59,911.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Ademi & O'Reilly, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$10.10
Postage	\$0.94
Service of Process Fees	
Telephone / Fax	\$1.12
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$12.16

EXHIBIT 6

**DECLARATION OF ELAINE A. RYAN IN SUPPORT OF 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 FILED ON
BEHALF OF BONNETT, FAIRBOURN, FRIEDMAN & BALINT, P.C.**

I, ELAINE A. RYAN, declare and state as follows:

1. I am a partner at the law firm of Bonnett, Fairbourn, Friedman & Balint, P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Bonnett, Fairbourn, Friedman & Balint, P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in

connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 36.2. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$7,240.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

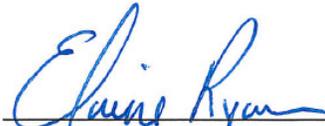
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 24th day of October, 2019 at Phoenix, Arizona.



ELAINE A. RYAN

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Bonnett, Fairbourn, Friedman & Balint, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL:	\$0.00

EXHIBIT 7

DECLARATION OF PATRICK E. CAFFERTY IN SUPPORT OF 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 FILED ON BEHALF OF CAFFERTY CLOBES MERIWETHER & SPRENGEL LLP

I, Patrick E. Cafferty, declare and state as follows:

1. I am a partner at the law firm of Cafferty Clobes Meriwether & Sprengel LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Cafferty Clobes Meriwether & Sprengel LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in

connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1,252.8. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$428,800.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

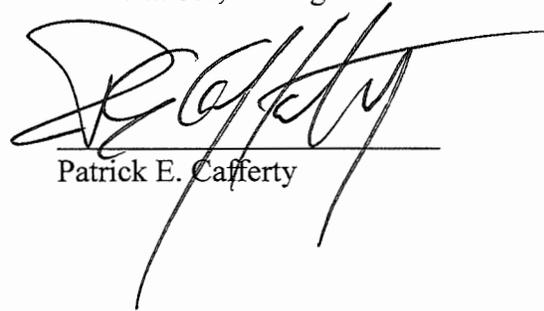
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred \$0.00 unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at Ann Arbor, Michigan.



Patrick E. Cafferty

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Cafferty Clobes Meriwether & Sprengel LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Andy Morris	(EL)	\$300.00	193.6	\$58,080.00
Yuka K. Hazelton	(JL)	\$350.00	1,059.2	\$370,720.00
TOTALS			1,252.8	\$428,800.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)
- English language document review (EL)
- Japanese language document review (JL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Cafferty Clobes Meriwether & Sprengel LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$0.00

EXHIBIT 8

**DECLARATION OF M. STEPHEN DAMPIER IN SUPPORT OF 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 FILED ON
BEHALF OF THE DAMPIER LAW FIRM, P.C.**

I, M. Stephen Dampier, declare and state as follows:

1. I am a partner at the law firm of the Dampier Law Firm, P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of the Dampier Law Firm, P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 2,125.7. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$702,189.50. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check

records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at Fairhope, AL.


M. Stephen Dampier

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: The Dampier Law Firm, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
M. Stephen Dampier	P	\$585.00	7.7	\$4,504.50
Steven A. Schaefer	A	\$350.00	1,245.7	\$435,995.00
John A. Ioannou	A	\$300.00	872.3	\$261,690.00
TOTALS			2,125.7	\$702,189.50

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: The Dampier Law Firm, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$0.00

EXHIBIT 9

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Marianne O. Battani
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
	:	
	:	Case No. 2:15-cv-03203
In Re: Automotive Hoses	:	Case No. 2:15-cv-03303
In Re: Shock Absorbers	:	Case No. 2:16-cv-03403
In Re: Body Sealing Products	:	Case No. 2:16-cv-03503
In Re: Interior Trim Products	:	Case No. 2:16-cv-03603
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03703
In Re: Exhaust Systems	:	Case No. 2:16-cv-03803
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03903
In Re: Power Window Switches	:	Case No. 2:16-cv-04003
In Re: Automotive Steel Tubes	:	Case No. 2:17-cv-04303
In Re: Side-Door Latches	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	

DECLARATION OF ROBERT L. DEVEREUX IN SUPPORT OF 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 FILED ON BEHALF OF DANNA MCKITRICK, P.C.

I, Robert L. Devereux, declare and state as follows:

1. I am a partner at the law firm of Danna McKitrick, P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Danna McKitrick P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 6.4. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$4,480.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

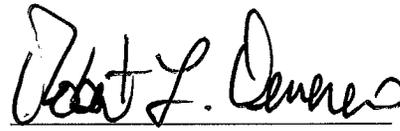
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred no costs or expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at St. Louis, Missouri.

A handwritten signature in black ink, appearing to read "Robert L. Devereux", written over a horizontal line.

Robert L. Devereux

4844-7375-1722, v. 1

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Danna McKittrick, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$0.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$0.00
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$0.00

EXHIBIT 10

DECLARATION OF DONALD L. SCHLAPPRIZZI IN SUPPORT OF 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 FILED ON BEHALF OF DONALD L. SCHLAPPRIZZI, PC

I, Donald L. Schlapprizzi, declare and state as follows:

1. I am a partner at the law firm of Donald L. Schlapprizzi, PC. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Donald L. Schlapprizzi, PC and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 5.80 hours. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$1,740.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$45.20 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 24 day of October, 2019 at St. Louis, Missouri


Donald L. Schlappizzi

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Donald L. Schlappizzi, PC

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Donald L. Schlappizzi	P	\$300.00	5.8	\$1,740.00
TOTALS		300.0	5.8	\$1,740.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Donald L. Schlappizzi, PC

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	\$45.20
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$45.20

EXHIBIT 11

**DECLARATION OF BRIAN D. PENNY IN SUPPORT OF 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 FILED ON
BEHALF OF GOLDMAN SCARLATO & PENNY, P.C.**

I, Brian D Penny, declare and state as follows:

1. I am a partner at the law firm of Goldman Scarlato & Penny, P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Goldman Scarlato & Penny, P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 241. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$72,300.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$67.35 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at Conshohocken, PA.

A handwritten signature in blue ink, appearing to read "B.D. Penny". The signature is written in a cursive style with a period after the first initial and a period after the last name.

Brian D. Penny, Esquire

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Goldman Scarlato & Penny, P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$8.20
Filing / Misc. Fees	
Overnight Delivery/Messengers	\$59.15
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$67.35

EXHIBIT 12

**DECLARATION OF ADAM C. BELSKY IN SUPPORT OF 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 FILED ON
BEHALF OF GROSS & BELSKY P.C.**

I, ADAM C. BELSKY, declare and state as follows:

1. I am a partner at the law firm of Gross & Belsky P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of GROSS & BELSKY P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by

my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 463.3. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$ 144,277.50. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$ 0.00 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check

records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at San Francisco, California.



ADAM C. BELSKY

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Gross & Belsky P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Terry Gross	P	\$800.00	2.2	\$1,760.00
Adam C. Belsky	P	\$725.00	7.9	\$5,727.50
Mary B. Parker	A	\$450.00	4.5	\$2,025.00
Erik Shawn	A	\$300.00	448.7	\$134,765.00
TOTALS			463.3	\$144,277.50

Partner (P)
 Of Counsel (OC)
 Associate (A)
 Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Gross & Belsky P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$0.00

EXHIBIT 13

**DECLARATION OF JASON S. KILENE IN SUPPORT OF 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 FILED ON
BEHALF OF GUSTAFSON GLUEK PLLC**

I, Jason S. Kilene, declare and state as follows:

1. I am a partner at the law firm of Gustafson Gluek PLLC ("Gustafson Gluek"). I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Gustafson Gluek and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in

connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 2,516.40. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$894,197.50. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

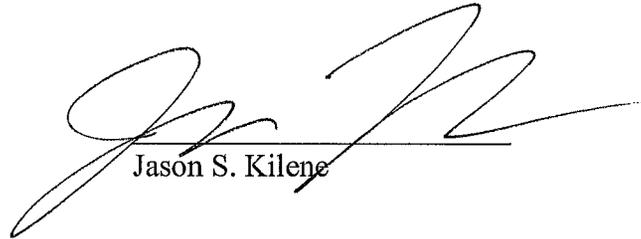
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$599.20 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 24 day of October, 2019 at Minneapolis, Minnesota.



Jason S. Kilene

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Gustafson Gluek PLLC

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Daniel E. Gustafson	P	\$1,075.00	1.9	\$2,042.50
Jason S. Kilene	P	\$900.00	8.0	\$7,200.00
Daniel C. Hedlund	P	\$900.00	4.7	\$4,230.00
Michelle J. Looby	P	\$650.00	23.1	\$15,015.00
Joseph C. Bourne	P	\$500.00	0.6	\$300.00
Brittany N. Resch	A	\$400.00	0.2	\$80.00
Kensuek Fukuchi	A	\$350.00	1,242.2	\$434,770.00
Remu Ogaki	A	\$350.00	1,222.8	\$427,980.00
Diana Jakubauskiene	PL	\$200.00	12.9	\$2,580.00
TOTALS			2,516.4	\$894,197.50

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Gustafson Gluek PLLC

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$599.00
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$0.20
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$599.20

EXHIBIT 14

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Marianne O. Battani
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
	:	
	:	Case No. 2:15-cv-03203
In Re: Automotive Hoses	:	Case No. 2:15-cv-03303
In Re: Shock Absorbers	:	Case No. 2:16-cv-03403
In Re: Body Sealing Products	:	Case No. 2:16-cv-03503
In Re: Interior Trim Products	:	Case No. 2:16-cv-03603
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03703
In Re: Exhaust Systems	:	Case No. 2:16-cv-03803
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03903
In Re: Power Window Switches	:	Case No. 2:16-cv-04003
In Re: Automotive Steel Tubes	:	Case No. 2:17-cv-04303
In Re: Side-Door Latches	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	

**DECLARATION OF ANTHONY D. SHAPIRO IN SUPPORT OF 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 FILED ON BEHALF OF HAGENS BERMAN LLP**

I, Anthony D. Shapiro, declare and state as follows:

1. I am a partner at the law firm of Hagens Berman LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Hagens Berman LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1595.80. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$697,295.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$270.55 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October 2019 at SEATTLE, WA.

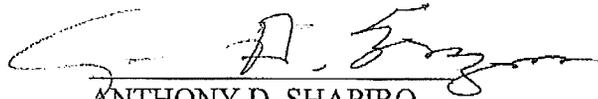

ANTHONY D. SHAPIRO

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: HAGENS BERMAN SOBOL SHAPIRO LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Anthony Shapiro	P	\$925.00	6.1	\$5,642.50
Ronnie Spiegel	P	\$625.00	494.3	\$308,937.50
Jessica Liang	A	\$350.00	1,090.0	\$381,500.00
Robert Haegele	PL	\$225.00	5.4	\$1,215.00
TOTALS			1,595.8	\$697,295.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: HAGENS BERMAN SOBOL SHAPIRO LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$24.02
Filing / Misc. Fees	
Overnight Delivery/Messengers	\$53.78
Photocopying	\$192.75
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$270.55

EXHIBIT 15

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

IN RE: AUTOMOTIVE PARTS	:	Master File No. 12-md-02311
ANTITRUST LITIGATION	:	Honorable Marianne O. Battani

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. 2:12-cv-01303
IN RE: Ignition coils	:	Case No. 2:12-cv-01403
IN RE: Steering Angle Sensors	:	Case No. 2:12-cv-01603
IN RE: Electric Powered Steering	:	Case No. 2:13-cv-01903
Assemblies	:	
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	:	Case No. 2:13-cv-02903
Boot Products	:	

IN RE: Automotive Hoses	:	Case No. 2:13-cv-03203
IN RE: Shock Absorbers	:	Case No. 2:13-cv-03303
IN RE: Body Sealing Products	:	Case No. 2:13-cv-03403
IN RE: Interior Trim Products	:	Case No. 2:13-cv-03503
IN RE: Automotive Brake Hoses	:	Case No. 2:13-cv-03603
IN RE: Exhaust Systems	:	Case No. 2:13-cv-03703
IN RE: Ceramic Substrates	:	Case No. 2:13-cv-03803
IN RE: Power Window Switches	:	Case No. 2:13-cv-03903
IN RE: Automotive Steel Tubes	:	Case No. 2:13-cv-04003
IN RE: Side-Door Latches	:	Case No. 2:13-cv-04303

THIS DOCUMENT RELATES TO:
End-Payor Actons

**DECLARATION OF MARY G. KIRKPATRICK IN SUPPORT OF
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 FILED ON BEHALF OF
KIRKPATRICK & GOLDSBOROUGH, PLLC**

I, Mary G. Kirkpatrick, declare and state as follows:

1. I am a partner at the law firm of Kirkpatrick & Goldsborough, PLLC. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Kirkpatrick & Goldsborough, PLLC and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorney's Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in

connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 5.6 hours. The total attorneys' fee lodestar for my firm is \$1,960.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the current usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions in my firm's lodestar required by Interim Co-Lead Counsel.

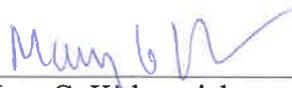
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm has advanced no costs and expenses in this period. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of the costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 30th day of October, 2019, at South Burlington, Vermont.



Mary G. Kirkpatrick

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Kirkpatrick & Goldsborough, PLLC

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$0.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$0.00
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$0.00

EXHIBIT 16

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Marianne O. Battani
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
	:	
	:	Case No. 2:15-cv-03203
In Re: Automotive Hoses	:	Case No. 2:15-cv-03303
In Re: Shock Absorbers	:	Case No. 2:16-cv-03403
In Re: Body Sealing Products	:	Case No. 2:16-cv-03503
In Re: Interior Trim Products	:	Case No. 2:16-cv-03603
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03703
In Re: Exhaust Systems	:	Case No. 2:16-cv-03803
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03903
In Re: Power Window Switches	:	Case No. 2:16-cv-04003
In Re: Automotive Steel Tubes	:	Case No. 2:17-cv-04303
In Re: Side-Door Latches	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	

**DECLARATION OF HOWARD J. SEDRAN IN SUPPORT OF 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 FILED ON
BEHALF OF LEVIN SEDRAN & BERMAN LLP**

I, Howard J. Sedran, declare and state as follows:

1. I am of-counsel to the law firm of Levin Sedran & Berman LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Levin Sedran & Berman LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 7.70. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$3,225.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$176.37 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 24th day of October, 2019 at Philadelphia, Pennsylvania.


HOWARD J. SEDRAN, ESQUIRE

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Levin Sedran & Berman LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
David McLafferty	A	\$450.00	6.2	\$2,790.00
James Rapone	PL	\$290.00	1.5	\$435.00
TOTALS			7.7	\$3,225.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Levin Sedran & Berman LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$4.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$72.02
Photocopying	\$29.00
Postage	\$67.63
Service of Process Fees	\$0.00
Telephone / Fax	\$3.72
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$176.37

EXHIBIT 17

**DECLARATION OF SARAH GROSSMAN-SWENSON IN SUPPORT OF
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 FILED ON BEHALF OF
MCCRACKEN, STEMERMAN, & HOLSBERY, LLP**

I, Sarah Grossman-Swenson, declare and state as follows:

1. I am a partner at the law firm of McCracken, Stemerman, & Holsberry, LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of McCracken, Stemerman, & Holsberry, LLP, and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in

connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1.5. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$1,000.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at San Francisco, California.



Sarah Grossman Swenson

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: McCracken, Stemerman & Holsberry, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Sarah Grossman-Swenson	P	\$700.00	1.3	\$910.00
Kimberley Weber	A	\$450.00	0.2	\$90.00
TOTALS			1.5	\$1,000.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: McCracken, Stemerma & Holsberry, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$0.00

EXHIBIT 18

**DECLARATION OF STEVE D. LARSON IN SUPPORT OF 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 FILED ON
BEHALF OF STOLL STOLL BERNE LOKTING & SHLACHTER P.C.**

I, Steve D. Larson, declare and state as follows:

1. I am a partner at the law firm of Stoll Stoll Berne Lokting & Shlachter P.C. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Stoll Stoll Berne Lokting & Shlachter P.C. and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1.2. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$540.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

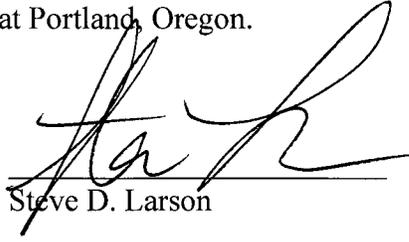
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 24th day of October, 2019 at Portland, Oregon.



Steve D. Larson

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Stoll Stoll Berne Lokting & Schlachter P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Steve D. Larson	P	\$515.00	0.9	\$463.50
Angelene C. Falconer	PL	\$255.00	0.3	\$76.50
TOTALS			1.2	\$540.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Stoll Stoll Berne Lokting & Schlachter P.C.

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$0.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$0.00
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$0.00

EXHIBIT 19

**DECLARATION OF NATHAN CIHLAR IN SUPPORT OF 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 FILED ON
BEHALF OF STRAUS & BOIES, LLP**

I, Nathan Cihlar, declare and state as follows:

1. I am a partner at the law firm of Straus & Boies, LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Straus & Boies, LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 214.7 hours. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$82,955.50. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred no additional unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 28th day of October, 2019 at FAIRFAX, VIRGINIA.



Nathan Cihlar

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Straus & Boies, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Nathan Cihlar	P	\$625.00	6.7	\$4,187.50
Shinae Kim-Helms	P	\$505.00	125.7	\$63,478.50
Anna Gooding	PL	\$205.00	29.3	\$6,006.50
Casey Hare	PL	\$205.00	0.8	\$164.00
Karen Yi	PL	\$175.00	49.0	\$8,575.00
Benjamin Gross	PL	\$170.00	3.2	\$544.00
TOTALS			214.7	\$82,955.50

Partner (P)
 Of Counsel (OC)
 Associate (A)
 Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Straus & Boies, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$0.00

EXHIBIT 20

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Marianne O. Battani
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
	:	
	:	Case No. 2:15-cv-03203
In Re: Automotive Hoses	:	Case No. 2:15-cv-03303
In Re: Shock Absorbers	:	Case No. 2:16-cv-03403
In Re: Body Sealing Products	:	Case No. 2:16-cv-03503
In Re: Interior Trim Products	:	Case No. 2:16-cv-03603
In Re: Automotive Brake Hoses	:	Case No. 2:16-cv-03703
In Re: Exhaust Systems	:	Case No. 2:16-cv-03803
In Re: Ceramic Substrates	:	Case No. 2:16-cv-03903
In Re: Power Window Switches	:	Case No. 2:16-cv-04003
In Re: Automotive Steel Tubes	:	Case No. 2:17-cv-04303
In Re: Side-Door Latches	:	
THIS DOCUMENT RELATES TO: End-Payor Actions	:	

**DECLARATION OF KEVIN LANDAU IN SUPPORT OF 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 FILED ON
BEHALF OF TAUS, CEBULASH & LANDAU, LLP**

I, Kevin Landau, declare and state as follows:

1. I am a partner at the law firm of Taus, Cebulash & Landau, LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Taus, Cebulash & Landau, LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1190. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$416,500. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 23rd day of October, 2019 at New York, NY.



Kevin Landau

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Taus, Cebulash & Landau, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$0.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$0.00
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$0.00

EXHIBIT 21

**DECLARATION OF SYLVIE KULKIN KERN IN SUPPORT OF 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 FILED ON
BEHALF OF THE LAW OFFICES OF SYLVIE KULKIN KERN**

I, Sylvie Kulkin Kern, declare and state as follows:

1. I am a partner at the law firm of the Law Offices of Sylvie Kulkin Kern. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of the Law Offices of Sylvie Kulkin Kern and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by

my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1.1 hours. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$907.50. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check

records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 26th day of October, 2019 at Bozeman, Montana.


SYLVIE KULKIN KERN

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: LAW OFFICES OF SYLVIE KULKIN KERN

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$0.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$0.00
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$0.00

EXHIBIT 22

**DECLARATION OF TERRY ROSE SAUNDERS IN SUPPORT OF 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 FILED ON BEHALF OF THE SAUNDERS LAW FIRM**

I, Terry Rose Saunders, declare and state as follows:

1. I am a partner at the law firm of The Saunders Law Firm. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of The Saunders Law Firm and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1.20 hrs. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$960.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 23rd day of October, 2019 at Chicago, Illinois.

A handwritten signature in cursive script that reads "Terry Rose Saunders". The signature is written in black ink and is positioned above a horizontal line.

Terry Rose Saunders

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: The Saunders Law Firm

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Terry Rose Saunders	P	\$800.00	1.2	\$960.00
TOTALS			1.2	\$960.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: The Saunders Law Firm

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$0.00

EXHIBIT 23

**DECLARATION OF HASSAN A. ZAVAREEI IN SUPPORT OF 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 FILED ON
BEHALF OF TYCKO & ZAVAREEI LLP**

I, Hassan A. Zavareei, declare and state as follows:

1. I am a partner at the law firm of Tycko & Zavareei LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Tycko & Zavareei LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 664.40. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$199,320.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$77.50 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 28th day of October , 2019 at Washington, DC.



Hassan A. Zavareei

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: TYCKO & ZAVAREEI LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$40.60
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$2.70
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$34.20
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$77.50

EXHIBIT 24

**DECLARATION OF ROBERT S. KITCHENOFF IN SUPPORT OF
END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS'
FEES AND PAYMENT OF INCENTIVE AWARDS TO CLASS
REPRESENTATIVES IN CONNECTION WITH THE ROUND FOUR
SETTLEMENT FILED ON BEHALF OF
WEINSTEIN KITCHENOFF & ASHER LLC**

I, Robert S. Kitchenoff, declare and state as follows:

1. I am a partner at the law firm of Weinstein Kitchenoff & Asher. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Weinstein Kitchenoff & Asher and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in

connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 1,177. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$412,410.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$54.10 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 25th day of October, 2019 at Philadelphia, Pennsylvania.

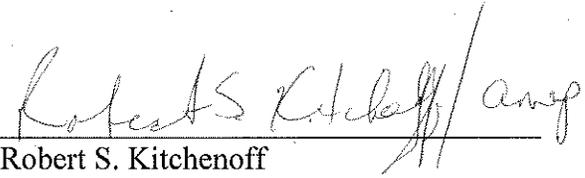

Robert S. Kitchenoff

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Weinstein Kitchenoff & Asher LLC

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Robert Kitchenoff	P	\$810.00	1.0	\$810.00
Takatoshi Sawa	A	\$350.00	1,176.0	\$411,600.00
TOTALS			1,177.0	\$412,410.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Weinstein Kitchenoff & Asher LLC

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$9.70
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$44.40
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$54.10

EXHIBIT 25

**DECLARATION OF JAMES F. WYATT, III IN SUPPORT OF 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 FILED ON BEHALF OF WYATT & BLAKE, LLP**

I, James F. Wyatt, III, declare and state as follows:

1. I am a partner at the law firm of Wyatt & Blake, LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Wyatt & Blake, LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 2.9 hours. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$2,030.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$63.50 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 24th day of October, 2019 at Charlotte, North Carolina.

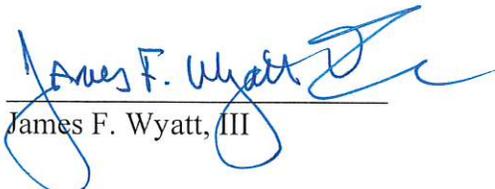

James F. Wyatt, III

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Wyatt & Blake, LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$63.30
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$0.20
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$63.50

EXHIBIT 26

**DECLARATION OF CHRISTOPHER T. MICHELETTI IN SUPPORT OF
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 FILED ON BEHALF OF ZELLE LLP**

I, Christopher T. Micheletti, declare and state as follows:

1. I am a partner at the law firm of Zelle LLP. I submit this declaration in support of 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. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

2. My firm has acted as counsel for End-Payor Plaintiffs in this litigation entirely on a contingent basis. The background and experience of Zelle LLP and its attorneys are summarized in the *curriculum vitae* previously submitted to the Court in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a Fund for Future Litigation Expenses. *See, e.g., Wire Harness*, 2:12-cv-00103 (E.D. Mich. Mar. 10, 2016), ECF No. 433.

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from April 1, 2018 through September 30, 2019 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from April 1, 2018 through September 30, 2019 is 80.60. The total lodestar for my firm from April 1, 2018 through September 30, 2019 is \$37,088.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. Costs and expenses will be reimbursed from the litigation fund. As detailed in Exhibit B, my firm has incurred a total of \$514.17 in unreimbursed costs and expenses in this litigation during the period from April 1, 2018 through September 30, 2019. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

7. The costs and expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate record of costs and expenses incurred.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746.

Executed on this 28th day of October, 2019 at San Francisco, California.

A handwritten signature in black ink, appearing to read "Christopher T. Micheletti", written over a horizontal line.

Christopher T. Micheletti

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Zelle LLP

Reporting Period: April 1, 2018 through September 30, 2019

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Christopher T. Micheletti (2018)	P	\$ 860.00	2.90	\$ 2,494.00
Christopher T. Micheletti (2019)	P	\$ 880.00	16.80	\$ 14,784.00
Qianwei Fu (2018)	P	\$ 630.00	6.80	\$ 4,284.00
Qianwei Fu (2019)	P	\$ 650.00	6.20	\$ 4,030.00
Mei Xuan	LC	\$ 240.00	47.90	\$ 11,496.00
TOTALS			80.60	\$ 37,088.00

- Partner (P)
- Of Counsel (OC)
- Associate (A)
- Law Clerk (LC)
- Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Zelle LLP

Reporting Period: April 1, 2018 through September 30, 2019

Disbursement	Amount
Electronic Research	\$ 458.82
Filing / Misc. Fees	
Overnight Delivery/Messengers	\$ 35.67
Photocopying	\$ 0.82
Postage	
Service of Process Fees	
Telephone / Fax	\$ 18.86
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$ 514.17

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311
	:	Hon. Marianne O. Battani
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	:	

**SUPPLEMENTAL DECLARATION OF ADAM J. ZAPALA REGARDING
LITIGATION FUND IN SUPPORT OF 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**

I, Adam J. Zapala, declare as follows:

1. I am an attorney duly licensed to practice in the State of California and I am admitted to this Court. I am a Partner with the law firm of Cotchett, Pitre & McCarthy, LLP (“CPM”) and, along with Robins Kaplan LLP and Susman Godfrey L.L.P, am Interim Co-Lead Counsel (“Class Counsel”) of record for the End-Payor Plaintiffs (“EPPs”) in *In re Automotive Parts Antitrust Litigation* (“Auto Parts”). I have personal knowledge of the facts set forth in this declaration and, if called upon, I could and would competently testify thereto. I make this Declaration pursuant to 28 U.S.C. § 1746.

2. I make this Declaration in support of EPPs’ Motion for an Award of Attorneys’ Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round Four Settlements with the following Defendant Groups in the following Actions:

- a. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America in *Side-Door Latches*;
- b. Corning International Kabushiki Kaisha and Corning Incorporated in *Ceramic Substrates*;
- c. Delphi Technologies PLC, and Delphi Powertrain Systems, LLC in *Ignition Coils*;
- d. Green Tokai Co., Ltd. In *Body Sealing Products*;
- e. Keihin Corporation and Keihin North America, Inc. in *Fuel Injection Systems*;
- f. KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation in *Shock Absorbers*;
- g. Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc. in *Fuel Injection Systems* and *Automotive Steel Tubes*;
- h. Meritor, Inc. f/k/a ArvinMeritor, Inc. in *Exhaust Systems*;
- i. Mikuni Corporation in *Fuel Ejection Systems* and *Valve Timing Control Devices*;

- j. Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc. in *Air Conditioning Systems*;
- k. Panasonic Corporation and Panasonic Corporation of North America in *Air Conditioning Systems*;
- l. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. in *Automotive Steel Tubes*;
- m. Showa Corporation and American Showa, Inc. in *Electric Powered Steering Assemblies and Shock Absorbers*;
- n. Reorganized TK Holdings Trust in *Occupant Safety Systems*;
- o. Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. in *Heater Control Panels, Switches, Steering Angle Sensors, and Occupant Safety Systems*;
- p. Toyo Denso Co., Ltd. and Weastec, Inc. in *Ignition Coils and Power Window Switches*; and
- q. Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., TG Missouri Corp., TG Kentucky, LLC, TG Missouri Corp., and TG Fluid Systems USA Corp. in *Occupant Safety Systems, Automotive Constant Velocity Joint Boot Products, Automotive Hoses, Body Sealing Products, Interior Trim Products, and Automotive Brake Hoses*.

3. Class Counsel have paid many of the expenses in *Auto Parts* from a litigation fund (“Litigation Fund”) that they established for the purpose of paying expenses incurred during this litigation. Class Counsel and the law firms working at their direction, contributed to the Litigation Fund. The Court also awarded EPPs a fund for the payment of future litigation expenses in the amount of \$11,250,000 on June 20, 2016. CPM is responsible for maintaining and administering the Litigation Fund in connection with the prosecution of *Auto Parts*.

4. Attached hereto as Exhibit A is a report summarizing the Litigation Fund expenses incurred and paid from May 1, 2018 through October 15, 2019.¹ As summarized in Exhibit A, the

¹ Co-Lead Counsel’s last accounting of the Litigation Fund to the Court detailed expenses incurred and paid from the Litigation Fund through April 30, 2018. *See e.g.*, Supplemental Declaration of

total amount of expenses paid by the Litigation Fund during this period is **\$1,116,351.67**. Exhibit A sets forth the categories of expenses that comprise this amount.

5. No reimbursement is sought for expenses paid or incurred by the Litigation Fund from May 1, 2018 through October 15, 2019 as EPPs have or will pay these expenses from the future litigation expenses fund referenced above.

6. These common litigation expenses were reasonably and necessarily incurred in connection with the prosecution of EPPs' claims in *Auto Parts*.

7. The common litigation expenses incurred are reflected in CPM's books and records. These books and records are prepared from checks, expense vouchers, and other source materials which are regularly kept and maintained by CPM and accurately reflect the expenses incurred and the expenses paid.

8. The balance of the Litigation Fund is \$7,575,712.44 as of October 15, 2019.

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

Executed this 31st day of October 2019 in Burlingame, California.



Adam J. Zapala

Adam J. Zapala Regarding End-Payor Plaintiffs' Litigation Fund in Support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round 3 Settlements at ¶ 4, *Spark Plugs*, No. 2:12-cv-00103 (June 14, 2018), ECF No. 91-3.