

**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

**ORDER GRANTING END-PAYOR PLAINTIFFS' UNOPPOSED MOTION FOR
AUTHORIZATION TO DISSEMINATE MARCH 2018 NOTICE TO
THE END-PAYOR PLAINTIFFS SETTLEMENT CLASSES**

End-Payor Plaintiffs (“EPPs”) have previously settled with 23 Defendants and their affiliates, in two “rounds” of settlements. The Court entered orders finally approving the eleven Round 1 Settlements on August 9, 2016, *see, e.g.*, Amended Opinion and Order Granting Final Approval, *Wire Harness*, 2:12-cv-00103, ECF No. 512, and finally approving the twelve Round 2 Settlements on July 10, 2017, *see, e.g.*, Order Granting Final Approval to the Round 2 Settlements, *Wire Harness*, 2:12-cv-00103, ECF No. 576.

EPPs have now settled with an additional 32 Defendants and their affiliates (“Round 3 Settling Defendants”), for \$417,623,040 and seek leave to provide notice of these settlements (“Round 3 Settlements”).¹

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The Round 3 Settling Defendants are:

1. Aisan Industry Co., Ltd.; Franklin Precision Industry, Inc.; Aisan Corporation of America; and Hyundam Industrial Co., Ltd. (collectively, “Aisan”),
2. ALPHA Corporation and Alpha Technology Corporation (collectively, “ALPHA”),
3. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc. (collectively, “Alps”),
4. Robert Bosch GmbH and Robert Bosch LLC (collectively, “Bosch”),
5. Bridgestone Corporation and Bridgestone APM Company (collectively, “Bridgestone”),
6. Calsonic Kansei Corporation and Calsonic Kansei North America, Inc. (collectively, “Calsonic”),
7. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation (collectively, “Chiyoda”),
8. Continental Automotive Electronics LLC, Continental Automotive Korea Ltd, and Continental Automotive Systems, Inc. (collectively, “Continental”),
9. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation (collectively, “Diamond Electric”),
10. Eberspa¨cher Exhaust Technology GmbH & Co. KG and Eberspa¨cher North America Inc. (collectively, “Eberspa¨cher”),

The Court has previously approved the Plan of Allocation that EPPs intend to implement

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11. Faurecia Abgastechnik GmbH; Faurecia Systèmes d'Échappement; Faurecia Emissions Control Technologies, USA, LLC; and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. (collectively, "Faurecia"),
 12. Hitachi Automotive Systems, Ltd. ("HIAMS"),
 13. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.; (collectively, "Hitachi Metals"),
 14. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc. (collectively, "INOAC"),
 15. JTEKT Corporation; JTEKT Automotive North America, Inc.; and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) (collectively, "JTEKT"),
 16. Kiekert AG and Kiekert U.S.A., Inc. (collectively, "Kiekert"),
 17. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. (collectively, "KOITO"),
 18. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. (collectively, "MAHLE Behr"),
 19. MITSUBA Corporation and American Mitsuba Corporation (collectively, "MITSUBA"),
 20. Nachi-Fujikoshi Corp. and Nachi America Inc. (collectively, "Nachi"),
 21. NGK Insulators, Ltd. And NGK Automotive Ceramics USA, Inc. (collectively, "NGK Insulators"),
 22. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. (collectively, "NGK Spark Plugs"),
 23. Nishikawa Rubber Company, Ltd. ("Nishikawa"),
 24. NTN Corporation and NTN USA Corporation (collectively, "NTN"),
 25. Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. (collectively, "Sanden"),
 26. SKF USA Inc. ("SKF"),
 27. Tenneco Inc., Tenneco GmbH and Tenneco Automotive Operating Co., Inc. (collectively, "Tenneco"),
 28. Toyo Tire & Rubber Co. Ltd.; Toyo Tire North America OE Sales LLC; and Toyo Automotive Parts (USA), Inc. (collectively, "Toyo"),
 29. Usui Kokusai Sangyo Kaisha, Ltd and Usui International Corporation (collectively, "Usui"),
 30. Valeo S.A. ("Valeo")
 31. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. (collectively, "Yamada"),
 32. Yamashita Rubber Co., Ltd. and YUSA Corporation (collectively, "YAMASHITA").

to distribute the proceeds of the Round 3 Settlements. *See, e.g.*, Order Approving End-Payor Plaintiffs Plan of Allocation, *In re: Wire Harness Systems*, 2:12-cv-00103, Dkt. No. 577; Plan of Allocation, *Wire Harness Systems*, Dkt. No. 523-1. EPPs previously indicated they would seek to apply the Plan to all future settlements. *See id.*

The Court has also previously approved the Claim Form that EPPs intend to continue to use for claims submitted in connection with the actions settled in the Round 3 Settlements. *See, e.g.*, Order Approving End-Payor Plaintiffs Motion for Authorization to Disseminate September 2016 Notice and Claim Form, *In re: Wire Harness Systems*, 2:12-cv-00103, Dkt. No. 535; *see also* Ex. B to Decl. W. Reiss (Proposed Claim Form), *Wire Harness Systems*, 2:12-cv-00103, Dkt. No. 525-3.

EPPs now seek to provide notice of: (i) the Round 3 Settlements to members of the Settlement Classes for those settlements; and (ii) the Claim Form and proposed Plan of Allocation to distribute the settlement funds (“Plan of Allocation”), after the award of Court-approved attorneys’ fees and reimbursable costs and expenses to members the Settlement Classes for the Round 1, 2, and 3 Settlements.

Upon consideration of EPPs’ Unopposed Motion for Authorization to Disseminate March 2018 Notice to the End-Payor Plaintiffs Settlement Classes (“Motion”), it is hereby ORDERED as follows:

1. The Motion is hereby GRANTED.
2. Unless otherwise set forth herein, all defined terms shall have the same meaning ascribed to them in the applicable settlement agreements.

March 2018 Notice to Potential Class Members

3. The Court approves the form and content of the: (a) Long-Form Notice; (b) Short-Form Notice (together, “March 2018 Notice”); and (c) Claim Form.

4. The Court finds that the posting and publication of the Long-Form Notice and Short-Form Notice, respectively, in the manner set forth herein constitutes the best notice practicable under the circumstances and is valid, due and sufficient notice to all persons entitled thereto and complies fully with the requirements of Federal Rule of Civil Procedure 23 and the due process requirements of the Constitution of the United States.

5. On or before **April 16, 2018**, Garden City Group, LLC (“GCG”), the Court-appointed Settlement Administrator, shall begin to publish relevant documents on the Settlement Website (autopartsclass.com), including: (1) the complaints applicable to the Round 3 Settlements; (2) the settlement agreements with the Round 3 Settling Defendants; (3) the Orders preliminarily approving the Round 3 Settlements; (4) EPPs’ Motion to Disseminate the March 2018 Notice; (5) this Order; (6) the Long-Form Notice; (7) the Claim Form previously approved; and (8) the Plan of Allocation previously approved.

6. On or before **April 23, 2018**, Kinsella Media, LLC (“Kinsella”), the Court-appointed Notice Administrator, shall commence publication of the Short-Form Notice in the manner set forth in the March 2018 Notice Program described in the Declaration of Shannon R. Wheatman, Ph.D., on Adequacy of the Notice and Notice Plan, filed as Exhibit 1 to EPPs’ Motion for Authorization to Disseminate the March 2018 Notice. The Short-Form Notice shall be in substantially the same form as the version submitted with Dr. Wheatman’s Declaration. EPPs are authorized to make minor adjustments to the Short-Form Notice, including but not limited to adding settlement agreements.

7. On or before **April 16, 2018**, GCG will begin to send email or mailed notice to those individuals who previously registered on the website, notifying them about the Round 3 Settlements and Plan of Allocation and directing them to visit the website to read updated information about the Round 3 Settlements. GCG shall also post the Long-Form Notice on the website by this date. The Long-Form Notice shall be in substantially the same form as the version submitted with Dr. Wheatman's Declaration. EPPs are authorized to make minor adjustments to the Long-Form Notice, including but not limited to adding settlement agreements.

8. On or before **June 14, 2018**, EPPs shall file with the Court affidavits or declarations of the persons responsible for the posting of the Long-Form Notice and publication of the Short-Form Notice, reporting on the status of the mailing, posting, and publication of the Long-Form Notice and Short-Form Notice.

9. On or before **June 14, 2018**, Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. ("Settlement Class Counsel") shall file with the Court their Motion for Final Approval of the Round 3 Settlements and, if Settlement Class Counsel elects, a Motion for Attorneys' Fees and Reimbursement of Expenses.

10. All requests for exclusion from the Round 3 Settlement Classes must: be in writing; be mailed; be received by GCG no later than **July 13, 2018**; and otherwise comply with the requirements set forth in the March 2018 Notice.

11. Any member of the Round 3 Settlement Classes who objects to any of the Round 3 Settlements must object in writing. All objections must: specifically reference which of the settlements the Class Member objects to; be mailed; be received by GCG and the Court Clerk no later than **July 13, 2018**; and otherwise comply with the requirements set forth in the March 2018 Notice.

12. Each member of the Round 3 Settlement Classes shall retain all rights and causes of action with respect to claims against all non-settling Defendants, regardless of whether such member of the Round 3 Settlement Classes decides to remain in, or request exclusion from, any or all of the Round 3 Settlement Classes.

13. The Court will hold a **Fairness Hearing on August 1, 2018, at 10:00 am**, at the Theodore Levin U.S. Courthouse, Courtroom 272, 231 West Lafayette Blvd., Detroit MI 48226, to determine the fairness, reasonableness, and adequacy of the proposed settlements with the Round 3 Settling Defendants, and, if requested, to consider whether to grant Settlement Class Counsel's request for attorneys' fees and reimbursement of expenses. Any Settlement Class member who follows the procedure set forth in the March 2018 Notice may appear and request to be heard at this hearing. The Fairness Hearing may be rescheduled, adjourned or continued without further notice to the Round 3 Settlement Classes.

SO ORDERED.

Date: March 13, 2018

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

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing Order was served upon counsel of record via the Court's ECF System to their respective email addresses or First Class U.S. mail to the non-ECF participants on March 13, 2018.

s/ Kay Doaks
Case Manager