

**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
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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 2:16-cv-10456
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 2:16-cv-11804
IN RE: POWER WINDOW SWITCHES	Case No. 2:16-cv-03903
IN RE: AUTOMOTIVE STEEL TUBES	Case No. 2:16-cv-04003 2:16-cv-12949
IN RE: SIDE-DOOR LATCHES	Case No. 2:16-cv-04303 2:17-cv-11637

THIS DOCUMENT RELATES TO:
End-Payor Actions

**ORDER GRANTING END-PAYOR PLAINTIFFS' SECOND AMENDED
UNOPPOSED MOTION FOR AUTHORIZATION TO DISSEMINATE JULY 2019
NOTICE TO THE END-PAYOR PLAINTIFF SETTLEMENT CLASSES**

End-Payor Plaintiffs (“EPPs”) have previously settled with 56 Defendants and their affiliates, in three “rounds” of settlements. The Court entered orders finally approving the 11 Round 1 Settlements on August 9, 2016, *see, e.g.*, Amended Opinion and Order Granting Final Approval, *Wire Harness Systems*, 2:12-cv-00103, ECF No. 512; finally approving the 12 Round 2 Settlements on July 10, 2017, *see, e.g.*, Order Granting Final Approval to the Round 2 Settlements, *Wire Harness Systems*, 2:12-cv-00103, ECF No. 576; and finally approving the 33 Round 3 Settlements on November 8, 2018, *see, e.g.*, Order Granting Final Approval to the Round 3 Settlements, *Wire Harness Systems*, 2:23-cv-00103, ECF No. 628.

EPPs have now settled with an additional 17 Defendants and their affiliates (“Round 4 Settling Defendants”) for \$183,958,000¹ and seek leave to provide notice of these settlements (“Round 4 Settlements”).²

¹ Class Members have a \$53,200,000 authorized claim against the Reorganized TK Holdings Trust in bankruptcy proceeding, but they can expect to receive only a small fraction of this amount for distribution to the class. For this reason the authorized claim amount is not included in the total settlement amount listed above. The class representatives have also reached a settlement with Takata Corp. in Japanese insolvency proceedings. The settlement provides for a payment of 25,000,000 Japanese Yen (equivalent to approximately \$220,000). This settlement as a formal matter is with the class representatives only, but the proceeds of the settlement will be paid to the same group of purchasers included in the Settlement Class agreed to pursuant to the settlement agreement with Takata Corp.’s U.S. subsidiary, Reorganized TK Holdings Trust.

² The Round 4 Settling Defendants are:

1. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America,
2. Corning International Kabushiki Kaisha and Corning Incorporated,
3. Delphi Technologies PLC and Delphi Powertrain Systems, LLC,
4. Green Tokai Co., Ltd.,
5. Keihin Corporation and Keihin North America, Inc.,
6. KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation,
7. Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc.,

The Court has previously approved the Plan of Allocation that EPPs intend to implement to distribute the proceeds of the Rounds 1, 2, and 3 Settlements. *See, e.g.*, Order Approving End-Payor Plaintiffs' Plan of Allocation, *Wire Harness Systems*, 2:12-cv-00103, Dkt. No. 577. EPPs previously indicated they would seek to apply the Plan to all future settlements. *See id.*

EPPs, however, have indicated that they can increase claims activity and more broadly distribute the benefits of the settlements if they modify the plan of allocation to distribute a minimum payment amount of \$100 per claimant. The Court approves this modified plan of allocation by separate order.

The Court has also previously approved the Claim Form that EPPs intend to continue to use, with minor modifications, for claims submitted in connection with the actions settled in the Round 4 Settlements. *See, e.g.*, Order Approving End-Payor Plaintiffs' Motion for Authorization to Disseminate September 2016 Notice and Claim Form, *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 4 Settlements to members of the Settlement Classes for those settlements; (ii) the Claim Form and proposed revised Plan of Allocation to distribute the settlement funds ("Plan of Allocation"), after the award of Court-

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8. Meritor, Inc. f/k/a ArvinMeritor, Inc.,
 9. Mikuni Corporation,
 10. Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc.,
 11. Panasonic Corporation and Panasonic Corporation of North America,
 12. Sanoh Industrial Co., Ltd. and Sanoh America, Inc.,
 13. Showa Corporation and American Showa, Inc. (collectively, "Showa"),
 14. Reorganized TK Holdings Trust,
 15. Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.,
 16. Toyo Denso Co., Ltd. and Weastec, Inc.,
 17. Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., TG Missouri Corp., TG Kentucky, LLC, and TG Fluid Systems USA Corp.

approved attorneys' fees, incentive awards, and reimbursable costs and expenses, to members the Settlement Classes for the Round 1, 2, 3, and 4 Settlements; and (iii) the claim submission deadline for members of the Round 1, 2, 3, and 4 Settlement Classes.

Upon consideration of EPPs' Second Amended Unopposed Motion for Authorization to Disseminate July 2019 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.

July 2019 Notice to Potential Class Members

3. The Court approves the form and content of the: (a) Long-Form Notice; (b) Short-Form Notice (together, "July 2019 Notice"); and (c) Claim Form.

4. The Court finds that the posting and publication of the July 2019 Notice 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 **September 9, 2019**, Epiq, as the successor to Garden City Group, LLC, 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 4 Settlements; (2) the settlement agreements with the Round 4 Settling Defendants; (3) the Orders preliminarily approving the Round 4 Settlements; (4) EPPs' Motion to Disseminate the July 2019 Notice; (5) this Order; (6) the Long-Form Notice; (7) the Claim Form; and (8) the order approving the revised Plan of Allocation.

6. On or before **September 16, 2019**, Kinsella Media, LLC (“Kinsella”), the Court-appointed Notice Administrator, shall commence publication of the Short-Form Notice in the manner set forth in the July 2019 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 July 2019 Notice. The Short-Form Notice shall be in substantially the same form as the version submitted with the Wheatman 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 **September 16, 2019**, Epiq will begin to send email or mailed notice to those individuals who previously registered on the website, notifying them about the Round 4 Settlements and Plan of Allocation and directing them to visit the website to read updated information about the Round 4 Settlements. Epiq 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 **October 31, 2019**, 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 4 Settlements and, if Settlement Class Counsel elects, a Motion for Attorneys’ Fees and Reimbursement of Costs and Expenses, along with any motion for incentive awards for class representatives.

9. On or before **October 31, 2019**, 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.

10. All requests for exclusion from the Round 4 Settlement Classes must: be in writing; be mailed; be received by Epiq no later than **November 19, 2019**, and otherwise comply with the requirements set forth in the July 2019 Notice.

11. Any member of the Round 4 Settlement Classes who objects to any of the Round 4 Settlements must object in writing. All objections must: specifically reference to which of the settlements the Class Member objects; be mailed; be received by Epiq and the Court Clerk no later than **November 19, 2019**; and otherwise comply with the requirements set forth in the July 2019 Notice.

12. Any member of the Round 4 Settlement Classes who objects to any requested award of attorneys' fees, costs, expenses, or incentive awards must object in writing. All objections must: specifically reference to which of the requested awards the Class Member objects; be mailed; be received by Epiq and the Court Clerk no later than **November 19, 2019**; and otherwise comply with the requirements set forth in the July 2019 Notice.

13. Any member of the Round 4 Settlement Classes who objects to any requested award of attorneys' fees, costs, expenses, or incentive awards must object in writing. All objections must: specifically reference which settlement class the Class Member is a member of; specifically reference to which of the requested awards the Class Member objects; be mailed; be received by Epiq and the Court Clerk no later than **November 19, 2019**; and otherwise comply with the requirements set forth in the July 2019 Notice.

14. Any member of the Round 4 Settlement Classes who objects to the proposed Plan of Allocation must object in writing. All objections must: specifically reference which settlement class the Class Member is a member of; specifically identify to what aspect of the proposed Plan

of Allocation the Class Member objects; be mailed; be received by Epiq and the Court Clerk no later than **November 19, 2019**; and otherwise comply with the requirements set forth in the July 2019 Notice.

15. Each member of the Round 4 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 4 Settlement Classes decides to remain in, or request exclusion from, any or all of the Round 4 Settlement Classes.

16. Finally, all members of the Round 1, 2, 3, and 4 Settlement Classes who have not previously filed claims and wish to submit claims to receive settlement funds from the Rounds 1, 2, 3, and 4 Settlements must file a claim in accordance with the Claim Form no later than **December 31, 2019**.

17. The Court will hold a **Fairness Hearing on December 10, 2019, at 11:00 am**, at the Theodore Levin U.S. Courthouse, Courtroom 250, 231 West Lafayette Blvd., Detroit MI 48226, to determine the fairness, reasonableness, and adequacy of the proposed settlements with the Round 4 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 July 2019 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 4 Settlement Classes.

IT IS SO ORDERED.

Date: August 2, 2019

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