

Pursuant to Federal Rule of Civil Procedure (“Rule”) 23(e), End-Payor Plaintiffs (“EPPs”) respectfully move the Court for Orders: (1) finally approving the settlements between EPPs and seventeen additional settling defendants (“Round 4 Settlements”); (2) granting final certification, pursuant to Rules 23(b)(2), with two exceptions, and 23(b)(3) as to each of the settlement classes included in the Round 4 Settlements, which were previously provisionally certified by the Court for settlement purposes only; (3) confirming the appointment of Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 4 Settlement Classes; and (4) approving the Plan of Allocation, which is substantially similar to the Plan previously approved by the Court in connection with the first three rounds of settlements, *see Auto Parts Master Docket*, 2:12-md-02311, ECF No. 1473, *Wire Harnesses*, 2:13-cv-00103, ECF No. 577, *Wire Harnesses*, 2:13-cv-00103, ECF No. 628.

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Statement of Issues

1. Whether the settlements between End-Payor Plaintiffs (“EPPs”) and seventeen additional settling defendants (“Round 4 Settlements”) are fair, reasonable, and adequate, and should be granted final approval under Federal Rule of Civil Procedure 23?

Yes.

2. Whether the Court should grant final certification of the settlement classes provided for by the Round 4 Settlements, which it previously conditionally certified?

Yes.

3. Whether the Court should confirm the appointment of Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 4 Settlement Classes?

Yes.

4. Whether the Court should approve EPPs’ Plan of Allocation where the Court previously approved a substantially similar Plan of Allocation in connection with the first three rounds of settlements, *see* Order Granting End-Payor Plaintiffs’ Amended Motion for Approval of Plan of Allocation of Settlement Proceeds, *Auto Parts Master Docket*, 2:12-md-02311, ECF No. 1473; Order Granting End-Payor Plaintiffs’ Plan of Allocation of the Settlements, 2:13-cv-00103, ECF No. 577; and Order Granting Final Approval To the Round 3 Settlements, 2:13-cv-00103, ECF No. 628?

Yes.

Controlling or Most Appropriate Authorities

- *In re Foundry Resins Antitrust Litig.*, 242 F.R.D. 393 (S.D. Ohio 2007)
- *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 WL 717519, at *6 (E.D. Mich. Feb. 22, 2011)
- *In re Scrap Metal Antitrust Litig.*, 527 F.3d 517 (6th Cir. 2008)
- *In re Whirlpool Corp. Front-Loading Washer Prods. Liab. Litig.*, 722 F.3d 838 (6th Cir. 2013)
- *Sheick v. Auto. Component Carrier LLC*, No. 2:09-cv-14429, 2010 WL 4136958, at *4 (E.D. Mich. Oct. 18, 2010)

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Introduction

Interim Co-Lead Counsel (“Class Counsel”) for the End-Payor Plaintiffs (“EPPs”) respectfully seek final approval of the settlements between EPPs and seventeen additional settling defendants (“Round 4 Settlements”) in the above-captioned actions (“Actions”).

The Round 4 Settlements collectively provide \$183,958,000 in cash for the benefit of the settlement classes included in the Round 4 Settlements (“Round 4 Settlement Classes”) and require 16 additional settling defendant families (“Round 4 Settling Defendants”) to provide cooperation to the EPPs.¹ The Round 4 Settlements also provide that, with two exceptions, each of the Round 4 Settling Defendants will for a period of two years refrain from engaging in certain specified conduct that would violate the antitrust laws involving the automotive parts at issue in the Actions.

The Round 4 Settlements are the product of Class Counsel’s ongoing and very successful efforts to resolve the EPPs’ claims against the Defendants in *In re Automotive Parts Antitrust Litigation*, MDL No. 12-md-02311 (“*Auto Parts Litigation*”). This Court previously granted EPPs’ Motion for Final Approval of Settlements with Certain Defendants (“Round 1 Settlements”), *see, e.g.*, Amended Opinion and Order Granting Final Approval of Class Action Settlement, *Wire Harness*, 12-cv-00103, ECF No. 512 (“Round 1 Final Approval Order”), and EPPs’ Motion for Orders Granting Final Approval of the Round 2 Settlements and Approving the Plan of Allocation in Connection with the Round 2 Settlements (“Round 2 Settlements”), *see, e.g.*, Order Granting Final Approval to the Round 2 Settlements, *Wire Harness*, 12-cv-00103, ECF No. 576 (“Round 2 Final Approval Order”), and EPPs’ Motion for Orders Granting Final Approval of the Round 3

¹ 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 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.

Settlements and Approving the Plan of Allocation in Connection with the Round 3 Settlements (“Round 3 Settlements”), *see, e.g.*, Order Granting Final Approval to the Round 3 Settlements, *Wire Harness*, 12-cv-00103, ECF No. 628 (“Round 3 Final Approval Order”).

The Round 1 Settlements made available \$224,668,350 in cash for the benefit of the settlement classes included in the Round 1 Settlements (“Round 1 Settlement Classes”). They also required the 11 Defendants that were parties to those settlements (“Round 1 Settling Defendants”) to provide cooperation relevant to EPPs’ ongoing claims against the remaining Defendants in those actions. In granting final approval of the Round 1 Settlements, the Court concluded that: (1) the Round 1 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 1 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 1 Final Approval Order at 15-26; 26-27.

The Round 2 Settlements made available \$379,401,268 in cash for the benefit of the settlement classes included in the Round 2 Settlements (“Round 2 Settlement Classes”). They also required the Defendants that were parties to those settlements (“Round 2 Settling Defendants”) to provide cooperation relevant to EPPs’ ongoing prosecution of their claims against the remaining Defendants in those actions. In granting final approval of the Round 2 Settlements, the Court concluded that: (1) the Round 2 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 2 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 2 Final Approval Order at 8-23; 23-26.

The Round 3 Settlements made available \$432,823,040 in cash for the benefit of the settlement classes included in the Round 3 Settlements (“Round 3 Settlement Classes”). They also required the Defendants that were parties to those settlements (“Round 3 Settling Defendants”) to provide significant cooperation relevant to EPPs’ ongoing prosecution of their claims against the

remaining Defendants in those actions. In granting final approval of the Round 3 Settlements, the Court concluded that: (1) the Round 3 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 3 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 3 Final Approval Order at 9-22.

As set forth below, the Round 4 Settlements likewise provide an excellent result for the Round 4 Settlement Classes, especially in light of the substantial risks of this massive and exceptionally complex litigation. In negotiating the Round 4 Settlements, Class Counsel² took into account the amounts of the respective Round 4 Settlements, available evidence supporting EPPs' claims, the relevant dollar volume of the commerce underlying the particular Round 4 Settling Defendant's conduct, the defenses that the Round 4 Settling Defendants raised or were expected to raise, and the substantial value provided by the Round 4 Settling Defendants' agreements to cooperate with EPPs in the continued prosecution of their claims against other defendants that had not yet settled. Class Counsel therefore respectfully submit that the proposed Round 4 Settlements are fair, reasonable, and adequate, and should be granted final approval.

Notice of the Round 4 Settlements was provided through the notice plan approved by the Court ("July 2019 Notice Program"). *See* Declaration of Shannon R. Wheatman, Ph.D. on Implementation of the July 2019 Notice Program ("Wheatman Decl."), ¶¶ 2, 5-17 & Ex. 3 (confirming that publication notice was given to potential class members in the manner approved by the Court and that Internet and television ads were likewise published in the manner approved by the Court); Declaration of Brian A. Pinkerton Regarding July 2019 Notice Dissemination and

² In granting preliminary approval of each of the Round 4 Settlements, the Court preliminarily appointed Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. as Settlement Class 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*, 2:16-cv-03703, ECF. No. 120.

Settlement Administration (“Pinkerton Decl.”) ¶¶ 17, 20-28 & Exs. A-E (confirming notice was mailed and/or emailed to potential class members previously registered and that notice was also sent to various lists of fleet owners and a rented list of consumers). The response from members of the Round 4 Settlement Classes has been positive. As of October 28, 2019, there have been no objections to, or requests for exclusion from, the Round 4 Settlements. *See* Pinkerton Decl. ¶¶ 30-31. As set forth in the July 2019 Notice Program, Round 4 Settlement Class Members have until November 19, 2019 to object to or request exclusion from the Round 4 Settlement Classes. *See, e.g., Exhaust Systems*, 2:16-cv-03703, ECF No. 168.

To effectuate the Round 4 Settlements, it is also respectfully submitted that the Court grant final certification to the Round 4 Settlement Classes, which it has already provisionally certified for settlement purposes. The Round 4 Settlement Classes meet all of the requirements for certification as settlement classes and should be granted final certification. It is further requested that the Court confirm the appointment of Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 4 Settlement Classes.

Class Counsel also respectfully request that the Court approve the revised Plan of Allocation. This Plan of Allocation is substantially similar to EPPs’ Plan of Allocation for the Round 1 Settlements, which the Court previously approved, (“Plan of Allocation Order”) (*see Auto Parts Master Docket*, 2:12-md-02311, ECF No. 1473), for the Round 2 Settlements, which the Court also approved (*see, e.g., Order Granting End-Payor Plaintiffs’ Plan of Allocation of the Settlements*, 2:13-cv-00103, ECF No. 577), and for the Round 3 Settlements, which the Court also approved (*see, e.g., Order Granting Final Approval To the Round 3 Settlements*, 2:13-cv-00103, ECF No. 628). EPPs respectfully request that, upon granting final approval of the Round 4 Settlements, the Court also enter Orders approving EPPs’ Plan of Allocation in connection with

each of the Round 4 Settlements. The revised Plan of Allocation would provide for a minimum payment to authorized class member claimants, as the Court was previously advised. This revised Plan of Allocation would apply to all prior rounds of settlements in addition to the Round 4 Settlements.

Background

I. The Round 4 Settlements Provide Substantial Benefits to EPPs

A. Cash Components of the Round 4 Settlements

The Round 4 Settlements include seventeen defendant groups. The Round 4 Settling Defendants are: (1) Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (collectively, “Brose”); (2) Corning International Kabushiki Kaisha and Corning Incorporated (collectively, “Corning”); (3) Delphi Technologies PLC, and Delphi Powertrain Systems, LLC (together, “Delphi”); (4) Green Tokai Co., Ltd. (“Green Tokai”); (5) Keihin Corporation and Keihin North America, Inc. (collectively, “Keihin”); (6) KYB Corporation (f/k/a Kayaba Industry Co., Ltd.) and KYB Americas Corporation (collectively, “KYB”); (7) Maruyasu Industries, Co., Ltd. and Curtis-Maruyasu America, Inc. (collectively, “Maruyasu”); (8) Meritor, Inc. f/k/a ArvinMeritor, Inc. (“Meritor”); (9) Mikuni Corporation (“Mikuni”); (10) Mitsubishi Heavy Industries, Ltd. and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, “Mitsubishi Heavy”); (11) Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”); (12) Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (collectively, “Sanoh”); (13) Showa Corporation and American Showa, Inc. (collectively, “Showa”); (14) the Reorganized TK Holdings Trust (“TKH”) (15) Tokai Rika, Co. Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (collectively, “Tokai Rika”); (16) Toyo Denso Co., Ltd. and Weastec, Inc. (collectively, “Toyo Denso”); and (17) 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”).

The Round 4 Settlements involve 20 automotive parts that EPPs contend were the subject of illegal bid rigging and price-fixing (“Settled Parts”). The Round 4 Settling Defendants, relevant case(s), and amounts of the Round 4 Settlements are set forth in the following chart:

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	\$760,000.00
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
Toyoda 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

The Round 4 Settlement Classes are made up of 29 separate settlement classes. As part of each settlement negotiation, EPPs considered the available evidence regarding the Round 4 Settling Defendant's conduct as to each relevant class, to the extent available, the estimated dollar amount of commerce affected by that conduct, and the value of the other settlement terms (including the value of the cooperation offered by the Round 4 Settling Defendant). *See* Joint Declaration of Hollis Salzman, Adam J. Zapala, and Marc M. Seltzer in Support of End-Payor Plaintiffs' Motion for Orders Granting Final Approval of the Round 4 Settlements and Approving the Plan of Allocation ("Joint Decl.") ¶ 16, submitted herewith. In the opinion of Class Counsel, the Round 4 Settlements are an excellent result for the Round 4 Settlement Classes and are fair, reasonable, and adequate. *Id.* ¶¶ 18-19.

Given the complexity of the Actions and the barriers to final relief, the Round 4 Settlements provide substantial relief relative to the classes. In most instances, Class Counsel were able to take into account the dollar volume of commerce attributable to each defendant for those who pleaded guilty to a DOJ Indictment or Information, as well as the fines calculated based on that commerce pursuant to the United States Sentencing Commission Guidelines. In most instances, Class Counsel also obtained sales information from Defendants and third parties; academic studies regarding cartel overcharges and typical recovery, *see, e.g.*, John M. Connor & Robert H. Lande, *Not Treble Damages: Cartel Recoveries Are Mostly Less than Single Damages*, 100 IOWA L. REV. 1997, 2010 (2015) (analyzing successful antitrust recoveries); John M. Connor, *Cartel Overcharges*, in 26 THE LAW AND ECONOMICS OF CLASS ACTIONS 249, 290 (James Langenfeld ed., 2014); and expert analysis of likely damages, *cf.* Declaration of Janet S. Netz, Ph.D., in Support of Automobile Dealership and End-Payor Plaintiffs' Opposition to KYB Defendants' Motion for Summary Judgment on the Pass-Through Issue, *Shock Absorbers*, No. 15-cv-03303,

ECF No. 59-2. *See* Joint Decl. ¶¶ 15-16. Based on this information, Class Counsel believe that the settlements represent at least a substantial fraction of the overcharges suffered by EPPs. It should be noted that Defendants have contended that EPPs suffered no damages at all.

B. Cooperation and Other Terms of the Round 4 Settlements

In addition to substantial cash payments (totaling \$183,958,000), the Round 4 Settling Defendants (with one exception) are required to provide (and have already provided) EPPs with various forms of valuable cooperation. Those terms were described in EPPs' preliminary approval motions and are set forth at length in the written settlement agreements.³ In general, the Round 4 Settling Defendants agreed to provide the following cooperation: (1) producing documents and other information relevant to EPPs' ongoing claims against the remaining Defendants who have not yet settled their cases ("the Non-Settling Defendants")⁴ or those Defendants whose settlements do not receive final approval; (2) providing attorneys' proffers; (3) making witnesses available for interviews, depositions, and trial; (4) providing assistance in understanding information provided to EPPs; and (5) facilitating the use of information at trial. With two exceptions, Toyoda Gosei and TKH, the Round 4 Settling Defendants also agreed not to engage in certain specified conduct for a period of two years that would violate the antitrust laws involving the Settled Parts.⁵ *See, e.g.*, Settlement Agreement with Meritor at ¶ 28, *Exhaust Systems*, 2:16-cv-03703, ECF. No. 112-1.⁶

³ All relevant documents are publicly available at www.autopartsclass.com.

⁴ At this time, the only remaining Non-Settling Defendants are the members of the Bosal Defendant Group in the *Exhaust Systems* case, 2:16-cv-03703.

⁵ Unless otherwise set forth herein, all defined terms shall have the meaning set forth in the respective settlement agreements.

⁶ EPPs' settlements with Toyoda Gosei and TKH do not provide for injunctive relief. EPPs settlement agreements with these defendants, however, expressly provide that the release does not apply to, *inter alia*, claims under the state or local laws of any jurisdiction other than an Indirect Purchaser State. *See, e.g.*, TKH Settlement Agreement ¶ 23.

This cooperation has proven extremely valuable to counsel for EPPs in pursuing claims against other defendants. *See* Joint Decl. ¶ 17.

In exchange for the cash payments, cooperation, and equitable relief described above, EPPs have agreed to release their claims against the Round 4 Settling Defendants and their affiliates (together, the “Releasees,” who are further defined in the settlement agreements). However, the Round 4 Settlements will not affect the Non-Settling Defendants’ joint and several liability for the Round 4 Settling Defendants’ alleged wrongdoing. That is, each of the Round 4 Settling Defendants’ sales remain in their respective cases, and, where otherwise applicable, the Non-Settling Defendants remain jointly and severally liable for the damages applicable to those sales after trebling, less only the amounts paid in settlement. *See, e.g.*, Settlement Agreement with Meritor at ¶ 54, *Exhaust Systems*, 2:16-cv-03703, ECF. No. 112-1 (“All rights of any Settlement Class Member against any and all former, current, or future Defendants or co-conspirators or any other person other than Meritor and the other Releasees, for sales made by Meritor and Meritor’s alleged illegal conduct are specifically reserved by End-Payor Plaintiffs and Settlement Class Members. Meritor’s sales to the class and its alleged illegal conduct shall, to the extent permitted or authorized by law, remain in the Action as a basis for damage claims and shall be part of any joint and several liability claims against other current or future Defendants in the Action or other persons or entities other than Meritor’s and the other Releasees.”). Thus, the Round 4 Settlements will not limit EPPs’ right to recover the full amount of their damages from the Non-Settling Defendants, against whom EPPs continue to prosecute their claims.

The Round 4 Settlements are the product of lengthy arm’s-length negotiations between counsel who are experienced in prosecuting and defending complex antitrust class action cases. Joint Decl. ¶ 12. The Round 4 Settlements were all negotiated over an extended period of time by

Class Counsel and counsel for the Round 4 Settling Defendants, through multiple in-person and telephonic meetings and correspondence. *See, e.g., id.* A number of these negotiations were assisted by experienced mediators. *Id.* In preparation for these negotiations, Class Counsel undertook a diligent and thorough investigation of the legal and factual issues presented by this litigation. *Id.* ¶¶ 12, 15-19. Thus, Class Counsel were well informed as to the relevant facts and the strengths of EPPs' claims when the Round 4 Settlements were negotiated.

II. The July 2019 Notice Program Was Carried Out and Provided Adequate Notice

The Round 4 Settlements provide monetary and non-monetary benefits for members of the Round 4 Settlement Classes who: (1) purchased or leased a qualifying new Vehicle⁷ in the U.S. (not for resale), which contains one or more of the Settled Parts; or (2) indirectly purchased one or more of the Settled Parts as a replacement part. The monetary benefits of the Round 4 Settlements will be made available to the members of the Round 4 Settlement Classes in the jurisdictions that allow EPPs to seek money damages or restitution.⁸ Through a preeminent class action notice consultant, Kinsella Media, LLC ("Kinsella"), EPPs implemented the July 2019 Notice Program,⁹

⁷ In general, qualifying vehicles include four-wheeled passenger automobiles, cars, light trucks, pickup trucks, crossovers, vans, mini-vans, and sport utility vehicles (collectively, "Vehicles"). *See, e.g.,* Settlement Agreement with Meritor at ¶ 17, *Exhaust Systems*, 2:16-cv-03703, ECF No. 112-1 ("Vehicles' shall refer to four-wheeled passenger automobiles, vans, sports utility vehicles, and crossover or pick-up trucks.").

⁸ Those jurisdictions are: Arizona, Arkansas, California, the District of Columbia, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin.

⁹ Pursuant to the Court's Orders, Kinsella previously implemented a notice program to provide notice of the Round 1 Settlements ("Combined Notice Program") to potential members of the Round 1 Settlement Classes, *see, e.g.,* Combined Notice Order, *Wire Harness*, 2:13-cv-00103, ECF No. 421, and notice of the Round 2 Settlements to potential members of the Round 2 Settlement Classes, *see, e.g.,* Order Granting End-Payor Plaintiffs' Unopposed Motion for Authorization to Disseminate September 2016 Notice and Claim Form to the End-Payor Plaintiffs Settlement Classes, *Wire Harness*, 2:13-cv-00103, ECF No. 535, and notice of the Round 3 Settlements to potential members of the Round 3 Settlement Classes, *see, e.g.,* Order Granting

which the Court approved.¹⁰ *See, e.g., Heater Control Panels*, 2:12-cv-00403, ECF No. 291. Kinsella and Epiq—the successor to Garden City Group (“GCG”), the Court-appointed settlement administrator—implemented each element of the July 2019 Notice Program. *See* Wheatman Decl. ¶ 4; Pinkerton Decl. ¶¶ 17-28. The Court-approved July 2019 Notice Program included individual notice to potential members who had previously registered on the website and individual notice to people on rented consumer lists and other fleet lists. Pinkerton Decl. ¶¶ 24-28; Wheatman Decl. ¶¶ 8-9. The July 2019 Notice Program also included paid media (including published notice in national publications and Internet advertising), earned media, sponsored keywords with all major search engines, and continued use of and updates to the settlement website and toll-free telephone number. Wheatman Decl. ¶¶ 10-34 & Ex. 3. The July 2019 Notice Program was effective, reaching an estimated 70.1% of new Vehicle owners or lessees, with an average frequency of 2.3 times. *Id.* ¶¶ 18, 35.

Members of the Round 4 Settlement Classes can contact a toll-free helpline or register online at the settlement website, www.AutoPartsClass.com, both of which are maintained by Epiq. *See* Pinkerton Decl. ¶¶ 3, 16, 19, 22. The website provides answers to frequently asked questions, important deadlines, a list of the Round 4 Settling Defendants, and access to important documents, such as the long form notice and relevant Court filings. *Id.* ¶¶ 3, 8, 16-18. The website contains a

EPPs’ Unopposed Motion for Authorization to Disseminate March 2018 Notice to the End-Payor Plaintiffs Settlement Classes, *see, e.g., Wire Harness*, Case No. 2:12-cv-00103, ECF No. 601.

¹⁰ In addition to approving the September 2016 Notice Program, the Court authorized Class Counsel to disseminate a Claim Form to potential members of the Round 1 and Round 2 Settlement Classes. *See Auto Parts Master Docket*, 2:12-md-02311, ECF No. 1473. The Court similarly authorized class Counsel to disseminate a Claim form to potential members of the Round 3 Settlement Classes. *See, e.g., Wire Harness*, Case No. 2:12-cv-00103, ECF No. 601. Potential members of the Round 4 Settlement Classes may submit claims electronically by completing the Claim Form online at www.AutoPartsClass.com or in paper form by downloading the form and completing and mailing it to Epiq. Pinkerton Decl. ¶¶ 7, 11, 14-16.

list of all of the vehicles known to be within any of the Round 4 Settlement Classes (apart from one vehicle list from one Defendant and a vehicle list for the TKH settlement that is subject to its bankruptcy proceeding). *Id.* ¶ 17 & n.2. The website has been operational since October 12, 2015, and is accessible 24 hours a day, seven days a week. *Id.* ¶ 16. As of October 28, 2019, the website had received 2,565,280 visits from 2,175,529 unique visitors. *Id.* ¶ 18. Epiq also sent an email notice to each of the 71,670 individuals who previously registered on the settlement website¹¹ and provided an email address and mailed a postcard notice to each of the 23,085 individuals who had previously registered on the settlement website but did not provide an email address. *Id.* ¶¶ 25-26. Epiq also sent postcard notice to 222,061 fleet companies on a purchased list of names and mailing addresses for registered fleet companies with ten or more registered vehicles. *Id.* ¶ 27. It also sent 9,610,672 email notices to potential settlement class members who purchased at least one vehicle included in the settlements during the class periods and who currently reside in one of the 30 states eligible for monetary compensation or the District of Columbia.¹² *Id.* ¶¶ 28.

III. The Reaction of Members of the Round 4 Settlement Classes Has Been Positive

The reaction of the members of the Round 4 Settlement Classes has been positive. Members of the Round 4 Settlement Classes have until November 19, 2019 to object to the Round 4 Settlements or Plan of Allocation or exclude themselves from the Round 4 Settlement Classes. As of October 28, 2019, Epiq has not received any: (1) objections to or requests for exclusion from the Round 4 Settlements, *id.* ¶¶ 30-31; or (2) objections to the Plan of Allocation, *id.* ¶ 31.

¹¹ The email alert was deliverable to 61,931 individuals. For all individuals for whom the email alert bounced back as undeliverable, Epiq mailed them a postcard notice. Pinkerton Decl. ¶¶ 25-26. 9,739 Email Notices could not be delivered. *Id.*

¹² As of October 28, 2019, 1,026,084 of these emails had been opened. Pinkerton Decl. ¶ 28.

All persons or businesses that purchased or leased one of the categories of Vehicles or replacement parts described in the Notice Programs¹³ were placed on notice that they may be members of the Round 1, Round 2, Round 3, or Round 4 Settlement Classes, and that they are free to appear, object or exclude themselves as they choose.

Legal Standard

“[T]he law favors the settlement of class action lawsuits.” *Griffin v. Flagstar Bancorp, Inc.*, No. 2:10-cv-10610, 2013 WL 6511860, at *2 (E.D. Mich. Dec. 12, 2013). As a result, “the role of the district court is limited to the extent necessary to reach a reasoned judgment that the agreement is not the product of fraud or overreaching by, or collusion between, the negotiating parties, and that the settlement taken as a whole is fair, reasonable and adequate to all concerned.” *IUE-CWA v. Gen. Motors Corp.*, 238 F.R.D. 583, 594 (E.D. Mich. 2006) (internal quotes omitted).

After preliminary approval, notice of the proposed settlement must be given to the settlement class members, and the court must hold a hearing before granting final approval. *In re Telectronics Pacing Sys. Inc.*, 137 F. Supp. 2d 985, 1026 (S.D. Ohio 2001) (citing *Williams v. Vukovich*, 720 F.2d 909, 921 (6th Cir. 1983)). The ultimate question is “whether the interests of the class as a whole are better served if the litigation is resolved by the settlement rather than pursued.” *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 522 (E.D. Mich. 2003) (citation omitted). In reaching that determination, the court has broad discretion to approve a class action settlement. *UAW v. Gen. Motors Corp.*, 497 F.3d 615, 636 (6th Cir. 2007). In exercising this discretion, courts give considerable weight and deference to the view of experienced counsel regarding the merits of an arm’s-length settlement. *Dick v. Spring Commc’ns*, 297 F.R.D. 283, 297

¹³ The July 2019 Notice Program is referred to collectively with the Initial Notice Program and the Combined Notice Program as the (“Notice Programs”).

(W.D. Ky. 2014) (“The Court defers to the judgment of the experienced counsel associated with the case, who have assessed the relative risks and benefits of litigation.”).

Because a settlement represents an exercise of judgment by the negotiating parties, a court reviewing a settlement will not “substitute [its] judgment for that of the litigants and their counsel.” *IUE-CWA*, 238 F.R.D. at 593 (quotations omitted). Nor will it “decide the merits of the case or resolve unsettled legal questions.” *Carson v. Am. Brands, Inc.*, 450 U.S. 79, 88 n.14 (1981). Instead, courts evaluate the plaintiffs’ recovery in light of the fact that a settlement “represents a compromise in which the highest hopes for recovery are yielded in exchange for certainty and resolution.” *Int’l Union, UAW v. Ford Motor Co.*, No. 05-cv-74730, 2006 WL 1984363, at *23 (E.D. Mich. July 13, 2006).

Argument

I. The Round 4 Settlements Are Fair, Reasonable, and Adequate and Should Receive Final Approval

The Round 4 Settlements meet the criteria for final approval under Federal Rule of Civil Procedure 23. They provide meaningful benefits to the members of the Round 4 Settlement Classes, and they were reached after arm’s-length negotiations between experienced counsel who had sufficient information about the merits of, and defenses to the claims asserted in the Actions. The Round 4 Settlements reflect a reasonable compromise in light of the procedural, liability, and damages questions facing both EPPs and the Round 4 Settling Defendants.

Courts in the Sixth Circuit consider the following factors when determining whether to grant final approval of a class action settlement: (1) the likelihood of success on the merits, weighed against the amount and form of the relief offered in the settlement; (2) the complexity, expense, and likely duration of further litigation; (3) the opinions of class counsel and the class representatives; (4) the amount of discovery engaged in by the parties; (5) the reaction of absent

class members; (6) the risk of fraud or collusion; and (7) the public interest. *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 WL 717519, at *8 (E.D. Mich. Feb. 22, 2011). The district court has wide discretion in assessing the weight and applicability of these factors. *Grenada Invs., Inc. v. DWG Corp.*, 962 F.2d 1203, 1205-06 (6th Cir. 1992). Pursuant to Rule 23(e), the Court may approve a proposal that would bind class members if “the class representatives and class counsel have adequately represented the class,” “the proposal was negotiated at arm’s length,” “the relief provided for the class is adequate,” and “the proposal treats class members equitably relative to each other.”

A. The Likelihood of EPPs’ Success on the Merits, Weighed Against the Relief Provided by the Round 4 Settlements, Supports Final Approval

Courts assess class action settlements “with regard to a ‘range of reasonableness,’ which ‘recognizes the uncertainties of law and fact in any particular case and the concomitant risks and costs inherent in taking any litigation to completion.’” *Sheick v. Auto. Component Carrier LLC*, No. 2:09-cv-14429, 2010 WL 4136958, at *15 (E.D. Mich. Oct. 18, 2010) (quoting *IUE-CWA*, 238 F.R.D. at 594). “[S]ettlement avoids the costs, delays, and multitude of other problems associated with them.” *Telectronics*, 137 F. Supp. 2d at 1013. When considering the likelihood of plaintiffs’ success on the merits of the litigation, the ultimate question is whether the interests of the class as a whole are better served if the litigation is resolved by settlement rather than pursued to trial and judgment. *Sheick*, 2010 WL 4136958, at *15. In answering that question, the district court “must carefully scrutinize whether the named plaintiffs and counsel have met their fiduciary obligations to the class and whether the settlement is fair, reasonable, and adequate.” *Shane Grp., Inc. v. Blue Cross Blue Shield*, 825 F.3d 299, 309 (6th Cir. 2017) (internal citations omitted).

EPPs believe they will prevail in the Actions. EPPs nonetheless recognize that success at trial is not guaranteed. Although EPPs believe they can prove the existence of Defendants’ illegal

bid-rigging and price-fixing conspiracies, the Round 4 Defendants, represented by some of the leading law firms across the country, have vigorously defended these cases. Absent the Round 4 Settlements, the Round 4 Settling Defendants would oppose EPPs' motions for class certification, move for summary judgment on numerous issues, and raise defenses to EPPs' claims at trial, should the Actions proceed to trial. Even if EPPs successfully established the Round 4 Settling Defendants' violations of the law, the Round 4 Settling Defendants would offer expert testimony challenging the impact of their conduct and supporting their contention that the EPPs suffered no damages. EPPs would have to show that the Round 4 Settling Defendants' illegal overcharges were passed on through multiple levels of indirect purchasers. EPPs believe they would prevail on all of these issues at trial and that any recovery would be affirmed on appeal, but the Round 4 Settlements avoid the risks of further litigation and ensure a large recovery for members of the Round 4 Settlement Classes. Given these risks, "[a] very large bird in the hand in this litigation is surely worth more than whatever birds are lurking in the bushes." *In re Chambers Dev. Sec. Litig.*, 912 F. Supp. 822, 838 (W.D. Pa. 1995).

Moreover, the discovery cooperation that the Round 4 Settling Defendants have agreed to provide is a substantial benefit to the Round 4 Settlement Classes and "strongly militates toward approval" of the settlements. *In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 643 (E.D. Pa. 2003). In addition, the agreement by all but two of the Round 4 Settling Defendants not to engage in certain specified conduct for a period of two years that would violate the antitrust laws involving the Settled Parts provides value to the members of Round 4 Settlement Classes.¹⁴

While Class Counsel have consulted with their experts about damages issues in connection with the Round 4 Settlements, expert analysis of potential damages is not required in order to settle

¹⁴ See footnote 6, *supra*.

a class action. *See* Newberg on Class Actions § 13:49 (citing *Marshall v. Nat’l Football League*, 787 F.3d 502, 517-18 (8th Cir. 2015) (holding that the district court could approve settlement without finding a specific value for expected recovery of class); *Lane v. Facebook, Inc.*, 696 F.3d 811, 823 (9th Cir. 2012), *cert. denied*, 134 S. Ct. 8 (2013) (rejecting objectors’ argument “that the district court was required to find a specific monetary value corresponding to each of the plaintiff class’s statutory claims and compare the value of those claims to the proffered settlement award” and holding that “[w]hile a district court must of course assess the plaintiffs’ claims in determining the strength of their case relative to the risks of continued litigation, it need not include in its approval order a specific finding of fact as to the potential recovery for each of the plaintiffs’ causes of action. Not only would such a requirement be onerous, it would often be impossible—statutory or liquidated damages aside, the amount of damages a given plaintiff (or class of plaintiffs) has suffered is a question of fact that must be proven at trial. Even as to statutory damages, questions of fact pertaining to which class members have claims under the various causes of action would affect the amount of recovery at trial, thus making any prediction about that recovery speculative and contingent.”)); *see also Wong v. Accretive Health, Inc.*, 773 F.3d 859, 863 (7th Cir. 2014) (rejecting the suggestion that a precise damages model is always required; noting that the requirement of an expert damages report “would have resulted in a lengthy and expensive battle of the experts, with the costs of such a battle borne by the class—exactly the type of litigation the parties were hoping to avoid by settling”; and distinguishing *Reynolds v. Beneficial Nat’l Bank*, 288 F.3d 277 (7th Cir. 2002)).

Class Counsel consulted with their experts about damages issues, examining the dollar volume of commerce affected; the likely overcharges, *see Connor, Cartel Overcharges, supra* at 8, at 290 (identifying average overcharge of 20.2% of affected commerce for recent international

cartels); typical antitrust recoveries, *see* Connor & Lande, *Not Treble Damages: Cartel Recoveries Are Mostly Less than Single Damages*, *supra* at 8, at 2010 (finding a weighted average recovery of 19% of total cartel overcharges in successful antitrust actions); and damages issues unique to each case. *See* Joint Decl. ¶¶ 15-16. Class Counsel believe that the Round 4 Settlements, which reflect only a portion of the recoveries for the class in each parts case, compare favorably to other antitrust recoveries. *See generally* *City of Detroit v. Grinnell Corp.*, 495 F.2d 448, 455 (2d Cir. 1974) (“The fact that a proposed settlement may only amount to a fraction of the potential recovery does not, in and of itself, mean that the proposed settlement is grossly inadequate and should be disapproved. . . . In fact there is no reason, at least in theory, why a satisfactory settlement could not amount to a hundredth or even a thousandth part of a single percent of the potential recovery.”), *abrogated on other grounds by* *Goldberger v. Integrated Res., Inc.*, 209 F.3d 43 (2d Cir. 2000).

Class Counsel believe that the Round 4 Settlements represent an excellent recovery for EPPs. Weighing the benefits of the Round 4 Settlements against the risks of continued litigation tilts the scale heavily toward final approval of the Round 4 Settlements.

B. The Complexity, Expense, and Likely Duration of Litigation Favor Final Approval

“Settlement should represent a compromise which has been reached after the risks, expense and delay of further litigation have been assessed.” *Cardizem*, 218 F.R.D. at 523 (quotation omitted). “[T]he prospect of a trial necessarily involves the risk that Plaintiffs would obtain little or no recovery.” *Id.*

Antitrust cases are notoriously protracted and difficult to litigate. Given the complexity of the Actions, any final adjudicated recovery for the Round 4 Settlement Classes would almost certainly be years away. Should EPPs’ claims proceed to trial, the trial would be expensive, time-consuming, and complex, and it would involve testimony from multiple expert witnesses. Moreover, given the high stakes of this litigation, a favorable trial outcome would most definitely

be contested on appeal. Each subsequent step in the litigation process would require the Round 4 Settlement Classes to incur additional expenses and risks without any assurance of a more favorable outcome than currently provided by the Round 4 Settlements.

This Court has had substantial opportunity to consider the claims and defenses raised in the *Auto Parts Litigation* and has recognized that complex antitrust litigation of this scope and magnitude has many inherent risks that can be extinguished through settlement. *See, e.g.*, Round 1 Final Approval Order at 13; Round 2 Final Approval Order at 10-11; Round 3 Final Approval Order at 14-15. The fact that EPPs achieved exceptional recoveries to date, which eliminate all risks of continued litigation while ensuring substantial payments for the benefit of the members of the Round 4 Settlement Classes, supports final approval of the settlements. Upon final approval, the Round 4 Settlements would bring EPPs' total recovery to date in this litigation more than \$1.2 billion—the largest indirect purchaser recovery in U.S history.

C. The Judgment of Experienced Counsel Supports Approval

“The Court should also consider the judgment of counsel and the presence of good faith bargaining between the contending parties.” *In re Delphi Corp. Sec., Deriv. & “ERISA” Litig.*, 248 F.R.D. 483, 498 (E.D. Mich. 2008). Counsel’s judgment “that settlement is in the best interests of the class is entitled to significant weight, and supports the fairness of the class settlement.” *Packaged Ice*, 2011 WL 717519, at *11 (quotation omitted). In a complex class action litigation such as this, the “Court should defer to the judgment of experienced counsel who has competently evaluated the strength of his proofs.” *Date v. Sony Elecs., Inc.*, No. 07-cv-15474, 2013 WL 3945981, at *9 (E.D. Mich. Jul. 31, 2013) (quotation omitted); *see also Dick*, 297 F.R.D. at 296 (“Giving substantial weight to the recommendations of experienced attorneys, who have engaged in arm’s-length settlement negotiations, is appropriate.” (quotation omitted)).

Class Counsel have decades of experience litigating antitrust class actions and other complex litigation. Similarly, defense counsel are some of the Nation's most experienced and skilled antitrust lawyers. Joint Decl. ¶¶ 9, 12. Class Counsel believe that each of the Round 4 Settlements provides an excellent result for the Round 4 Settlement Classes in light of the circumstances of each Round 4 Settling Defendant's alleged conduct and potential liability. *See id.* ¶¶ 18-19.

In determining whether the judgment of counsel supports final approval of the settlements, a court should consider the amount of discovery completed in the action. *Packaged Ice*, 2011 WL 717519, at *8, 11. There is no baseline required to satisfy this requirement; the "question is whether the parties had adequate information about their claims." *Griffin*, 2013 WL 6511860, at *3 (quotation omitted). That standard is met here. Although formal discovery in each of the Actions has varied, when negotiating each of the Round 4 Settlements, Class Counsel reviewed documents produced by many Defendants, attended attorney proffers from certain cooperating Defendants, analyzed, where appropriate, the volume of commerce affected by the particular Round 4 Settling Defendant's conduct, and analyzed information from parties and non-parties concerning impact, overcharge, and pass-through. *See* Joint Decl. ¶ 7. This information allowed Class Counsel to evaluate the strengths and weaknesses of the claims and defenses asserted in the Actions and the benefits of the Round 4 Settlements. Thus, the judgment of Class Counsel supports final approval of the Round 4 Settlements. *See Sheick*, 2010 WL 4136958, at *18.

D. The Reaction of Class Members Weighs in Favor of Final Approval

The deadline for class members to object to the Round 4 Settlements or Plan of Allocation or to exclude themselves from the Round 4 Settlement Classes is November 19, 2019. *See, e.g., Heater Control Panels*, 2:12-cv-00403, ECF No. 291. As of October 28, 2019, the website had received visits from 2,175,529 unique visitors, the automated toll-free helpline has received 34,222

calls totaling 190,563 minutes, and, Epiq has fielded 11,355 live calls from potential settlement class members. Pinkerton Decl. ¶¶ 18-19. Yet, as of October 28, 2019, Class Counsel have received no objections to the Round 4 Settlements or Plan of Allocation, or requests for exclusion from, any of the Round 4 Settlements. *Id.* ¶¶ 30-31.

The absence of any objections, to date, from members of the Round 4 Settlement Classes supports the adequacy of the Round 4 Settlements. *See, e.g., Stoetznner v. U.S. Steel Corp.*, 897 F.2d 115, 118-19 (3d Cir. 1990) (holding that objections by about 10% of class “strongly favors settlement”); *TBK Partners, Ltd. v. W. Union Corp.*, 675 F.2d 456, 458, 462 (2d Cir. 1982) (approving settlement despite objections of large number of class members); *In re Auto. Refinishing Paint Antitrust Litig.*, 617 F. Supp. 2d 336, 342 (E.D. Pa. 2007) (“The fact that an overwhelming majority of the Class did not file objections is a significant element to consider in determining the overall fairness of the settlements.”); *Taifa v. Bayh*, 846 F. Supp. 723, 728 (N.D. Ind. 1994) (approving class settlement despite objections from more than 10% of class). To the extent any objections are received after the filing of this motion, Class Counsel will address those objections separately.

E. The Round 4 Settlements Are Consistent with the Public Interest

“[T]here is a strong public interest in encouraging settlement of complex litigation and class action suits because they are notoriously difficult and unpredictable and settlement conserves judicial resources.” *Cardizem*, 218 F.R.D. at 530 (quotation omitted). The private enforcement of the antitrust laws is facilitated by the Round 4 Settlements, which will pay nearly two hundred million dollars to consumers and other end-payors.

F. The Round 4 Settlements Are the Result of Thorough Arm’s-Length Negotiations Conducted by Highly Experienced Counsel

There is a presumption that settlement negotiations were conducted in good faith and that the resulting agreement was reached without collusion unless there is contrary evidence. *Packaged Ice*, 2011 WL 717519, at *12. The Round 4 Settlements here were reached after adversarial litigation and often contentious discovery. The negotiations leading to the Round 4 Settlements were conducted entirely at arm’s length, in some instances before a neutral mediator, and often took many months of hard bargaining to arrive at agreements. *See* Joint Decl. ¶ 12. The Round 4 Settlements were negotiated in good faith, with counsel on each side zealously representing the interests of their clients.

G. The Round 4 Settlements Do Not Give Preferential Treatment to Named Plaintiffs While Providing Only Perfunctory Relief to Unnamed Class Members

As noted in End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Payment of Incentive Awards to Class Representatives In Conjunction with the Round Four Settlements, EPPs request that each remaining¹⁵ named Plaintiff who participated in any of the End-Payor Plaintiff *Auto Parts* cases are requested to 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 the named Plaintiff did not appear for a deposition, but otherwise participated in discovery. Such awards are made to compensate the named plaintiffs for their services in pursuing a class action for the benefit of the class. *Hadix v. Johnson*, 322 F.3d 895, 897 (6th Cir. 2003) (noting that “courts have stressed that incentive awards are efficacious ways of encouraging members of a class to become class representatives and awarding individual efforts taken on behalf of the class”). An incentive award of these modest amounts would neither give preferential treatment to named Plaintiffs nor result

¹⁵ Named plaintiffs who were voluntarily dismissed from the case without prejudice would not receive any award.

in the provision of perfunctory relief to unnamed class members. Here, the requested incentive awards are reasonable given the time and resources the named Plaintiffs devoted to the case, including document productions, (in most cases) verified responses to written discovery requests, and (in most cases) deposition testimony. The two award levels are designed to compensate named Plaintiffs in a manner commensurate with the time they put into the case. Furthermore, the awards to the named Plaintiffs are not guaranteed and are left to the discretion of the Court.¹⁶

Moreover, absent or “unnamed” class members are not receiving merely “perfunctory” relief. *See In re Dry Max Pampers Litigation*, 724 F.3d 713, 721 (6th Cir. 2013) (expressing concern where unnamed class members received zero monetary relief and received only “illusory” injunctive relief while counsel received \$2.37 million without “tak[ing] a single deposition, serv[ing] a single request for written discovery, or even fil[ing] a response to [defendant’s] motion to dismiss”). Here, the incentive awards represent only 0.3% of the total Round 4 Settlement Funds with the balance of the net Settlement Funds going to the Settlement Classes.

II. Notice of the Round 4 Settlements Satisfied Rule 23(e) and Due Process

Under Rule 23, “[t]he court must direct notice in a reasonable manner to all class members who would be bound by the [proposed settlement].” Fed. R. Civ. P. 23(e)(1). In Rule 23(b)(3) actions, “the court must direct to class members the best notice that is practicable under the circumstances, including individual notice to all members who can be identified through reasonable effort.” Fed. R. Civ. P. 23(c)(2)(B). Due process requires that absent class members be provided the best notice practicable, reasonably calculated to apprise them of the pendency of the action, and affording them the opportunity to opt out or object. *Phillips Petroleum Co. v. Shutts*,

¹⁶ EPPs discuss the justification for the requested incentive awards in more detail in their Brief In Support of an Award of Attorneys’ Fees and Payment of Incentive Awards to Class Representatives In Connection with the Round Four Settlements, which is being filed on a similar timeframe as this brief.

472 U.S. 797, 812 (1985); *UAW*, 497 F.3d at 629. The “best notice practicable” standard does not require actual notice, nor does it require direct notice when class members’ individual addresses are not readily available or where it is otherwise impracticable. *Fidel v. Farley*, 534 F.3d 508, 514 (6th Cir. 2008); Manual for Complex Litigation (Fourth) § 21.311, at 288 (2004). The mechanics of the notice process “are left to the discretion of the court subject only to the broad ‘reasonableness’ standards imposed by due-process.” *Grunin v. Int’l House of Pancakes*, 513 F.2d 114, 121 (8th Cir. 1975).

The July 2019 Notice Program was multi-faceted and utilized multiple means of communication. The July 2019 Notice Program used both paid and earned media. Wheatman Decl. ¶¶ 10, 26. It included the following elements: (1) individual notice, *id.* ¶¶ 20-21; (2) extensive published notice in several national publications, *id.* ¶ 14; (3) online media efforts through targeted and Internet advertising on various websites, social media sites, and search engines, *id.* ¶¶ 15-16; (4) earned media efforts through a multimedia news release, press releases, and media outreach, *id.* ¶ 26; (5) television advertisements, *id.* ¶¶ 22-23 and (6) a dedicated settlement website, *id.* ¶¶ 8, 28. This notice program easily satisfied the requirements of Rule 23 and due process. *See Packaged Ice*, 2011 WL 717519, at *14; *Sheick*, 2010 WL 4136958, at *11-12.

In terms of content, the class notice must contain a summary of the litigation sufficient “to apprise interested parties of the pendency of the action and to afford them an opportunity to present their objections.” *UAW*, 497 F.3d at 629 (quotation omitted). The notice must clearly and concisely state: (1) the nature of the action; (2) the class definition; (3) the class claims, issues, or defenses; (4) that a class member may enter an appearance through counsel; (5) that the court will exclude from the class any member who requests exclusion; (6) the time and manner for requesting; and (7) the binding effect of a class judgment on class members. Fed. R. Civ. P. 23(c)(2)(B).

That standard is met here. The Court previously approved the July 2019 Notice Program, which is substantially similar to—and in fact more extensive than—the Court-approved notice programs implemented in connection with the Round 1, Round 2, and Round 3 Settlements. *See* Round 1 Final Approval Order at 21 (“The Court finds that the [Round 1] Notice satisfied Rule 23(e)(1), in that it informed the class members of the nature of the pending actions, the terms of the settlement, and how to proceed to get more information.”); *Wire Harness*, 2:12-cv-00103, ECF No. 535 (approving substantially similar notice of Round 2 Settlements); *Exhaust Systems*, 2:16-cv-03703, ECF No. 154 (approving substantially similar notice of Round 3 Settlements). The July 2019 Notice Program contained both a short and long form notice (together, “Notices”). The Notices were written in simple, plain language to encourage readership and comprehension, and no important information was omitted or missing. *See* Wheatman Decl. ¶ 32. The Notices provided substantial information, including background on the issues in the case, a description of the Plan of Allocation, and specific instructions for members of the Round 4 Settlement Classes to follow to properly exercise their rights, such as their right to opt out or to object to the Round 4 Settlements or Plan of Allocation. *See id.* ¶ 33.

III. With One Exception, the CAFA Notice Requirement Has Been Satisfied by Each Settling Defendant

The Class Action Fairness Act, 28 U.S.C. § 1711 *et seq.* (“CAFA”), requires settling defendants to serve notice of a proposed settlement on the appropriate state and federal officials after a proposed class action settlement is filed with the court. 28 U.S.C. § 1715(b). All but one of the Round 4 Settling Defendants have provided Class Counsel with written notice that they have satisfied the CAFA notice requirement.¹⁷ Joint Decl. ¶ 22.

¹⁷ It recently came to Class Counsels’ attention that the TKH Defendants inadvertently failed to fulfill their notice obligations under the Class Action Fairness Act of 2005, 28 U.S.C. § 1715.

IV. The Court Should Certify the Round 4 Settlement Classes

In its preliminary approval orders, the Court found that Rule 23's requirements were met and provisionally certified each of the Round 4 Settlement Classes. It is well-established that a class may be certified for purposes of settlement. *See, e.g., Amchem Prods., Inc. v. Windsor*, 521 U.S. 591 (1997). The settlement class must meet the requirements of Rule 23(a) and at least one subsection of Rule 23(b). *In re Whirlpool Corp. Front-Loading Washer Prods. Liab. Litig.*, 722 F.3d 838, 850-51 (6th Cir. 2013). Previously, the Court gave final approval and certified the substantially similar settlement classes relating to the Round 1, Round 2, and Round 3 Settlements. *See* Round 1 Final Approval Order; Round 2 Final Approval Order; Round 3 Final Approval Order. The Court should reach the same result here.

A. The Round 4 Settlement Classes Satisfy Rule 23(a)

Rule 23(a) is satisfied if: (1) the class is so numerous that joinder of all members is impracticable; (2) there are questions of law and fact common to the class; (3) the claims or defenses of the representative parties are typical of the claims or defenses of the class; and (4) the representative parties will fairly and adequately protect the interest of the class. *Griffin*, 2013 WL 6511860, at *6. The Round 4 Settlement Classes met all of the requirements of Rule 23(a).

1. Numerosity

To establish numerosity, a class representative need only show that joining all members of the potential class is extremely difficult or inconvenient. *Golden v. City of Columbus*, 404 F.3d

Counsel for TKH has represented to Class Counsel that it will cause the requisite notice to be disseminated promptly. In order to ensure compliance with the statute, Class Counsel respectfully request that the Court delay entering final judgment with respect to the TKH Defendants until 90 days after the TKH Defendants cause the requisite notice to be disseminated. Any delay attendant to the TKH Defendants' oversight should have no impact on the timing of the Court's final approval of the other Round 4 Settlements.

950, 965 (6th Cir. 2005). Courts in the Sixth Circuit have recognized that “more than several hundred” class members can satisfy numerosity based simply on the number of potential litigants. *Bacon v. Honda of Am. Mfg., Inc.*, 370 F.3d 565, 570 (6th Cir. 2004). Here, there are many tens of thousands of members of the Round 4 Settlement Classes, including persons and entities, geographically distributed throughout the United States. Thus, joinder would be impracticable, and numerosity is easily present in the Actions.

2. Commonality

Commonality requires only “one issue whose resolution will advance the litigation by affecting a significant number of the proposed class.” *In re Foundry Resins Antitrust Litig.*, 242 F.R.D. 393, 404 (S.D. Ohio 2007), *abrogated on other grounds by In re Behr Dayton Thermal Prod., LLC*, No. 3:08-CV-326, 2015 WL 13651286, at *4 (S.D. Ohio Feb. 27, 2015). “Price-fixing conspiracy cases by their very nature deal with common legal and factual questions about the existence, scope, and extent of the alleged conspiracy.” *Id.* at 405; *see also In re TFT-LCD (Flat Panel) Antitrust Litig.*, 267 F.R.D. 583, 593 (N.D. Cal. 2010) (“Where an antitrust conspiracy has been alleged, courts have consistently held that the very nature of a conspiracy antitrust action compels a finding that common questions of law and fact exist.”) (internal citation omitted).

The following common questions of law and fact are present in these cases: (1) whether Defendants engaged in a conspiracy to rig bids, fix prices, or allocate the markets for the Settled Parts incorporated into Vehicles sold in the United States; (2) the duration of such illegal contracts, combinations, or conspiracies; (3) whether Defendants’ conduct resulted in unlawful overcharges on the prices of the Settled Parts; and (4) whether such unlawful overcharges were passed on to EPPs. Under settled case law, any one of these issues would suffice to establish commonality. *See, e.g., Packaged Ice*, 2011 WL 717519, at *6 (commonality satisfied by questions concerning “whether Defendants conspired to allocate territories and customers and whether their unlawful

conduct caused Packaged Ice prices to be higher than they would have been absent such illegal behavior and whether the conduct caused injury to the Class Members”). Accordingly, the commonality element is satisfied here.

3. Typicality

Typicality is satisfied when “the claims or defenses of the representative parties are typical of the claims or defense of the class.” Fed. R. Civ. P. 23(a)(3). “In the antitrust context, typicality is established when the named plaintiffs and all class members alleged the same antitrust violations by defendants.” *Foundry Resins*, 242 F.R.D. at 405. In these cases, EPPs and the absent class members are all alleged victims of the conspiracies to fix prices, rig bids, and allocate the market and customers for the Settled Parts. The same evidence will prove Defendants’ liability, and whether Defendants’ conduct resulted in unlawful overcharges to EPPs. *See Packaged Ice*, 2011 WL 717519, at *6 (holding that “even if there are factual distinctions among named and absent class members,” typicality is met when “all Class Members’ claims arise from the same course of conduct, *i.e.* a conspiracy to allocate markets in violation of the Sherman Act”).

4. Adequacy

Finally, the representative parties must “fairly and adequately protect the interests of the class.” Fed. R. Civ. P. 23(a)(4). This requires the class representatives to “have common interests with unnamed members of the class” and to “vigorously prosecute the interests of the class through qualified counsel.” *Foundry Resins*, 242 F.R.D. at 407.

There are no conflicts between EPP class representatives and the members of the Round 4 Settlement Classes because they all have the same interest in establishing liability as a result of their purchases or leases of Vehicles or purchases of replacement parts. *See Packaged Ice*, 2011 WL 717519, at *6 (“Plaintiffs’ interests are aligned with the Class Members because they all possess the same interests and have suffered the same type of injury and the class is represented

by competent and experienced Class Counsel.”). EPP class representatives and the members of the Round 4 Settlement Classes also share a common interest in obtaining the Round 4 Settling Defendants’ cooperation in prosecuting the claims against the Non-Settling Defendants, as well as the injunctive relief obtained from virtually all of the Round 4 Settling Defendants.

Courts also must examine the capabilities and resources of class counsel to determine whether they will provide adequate representation to the class under Federal Rule of Civil Procedure 23(g). *Foundry Resins*, 242 F.R.D. at 407. Here, EPPs are represented by counsel with extensive experience in antitrust and class action litigation. They have vigorously prosecuted the claims of the Round 4 Settlement Classes, and they will continue to do so through all phases of the litigation, including trial. *See Marcus v. Dep’t of Revenue*, 206 F.R.D. 509, 512 (D. Kan. 2002) (“In absence of evidence to the contrary, courts will presume the proposed class counsel is adequately competent to conduct the proposed litigation.”). The Court appointed Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP, and Susman Godfrey L.L.P. as Interim Co-Lead Class Counsel on behalf of EPPs in all actions coordinated as part of the *Auto Parts Litigation*. Leadership Orders, *Auto Parts Master Docket*, 2:12-md-02311, ECF Nos. 65, 271. The Court also appointed these same firms as Settlement Class Counsel in each of the orders preliminarily approving the Settlement Agreements (*see, e.g.*, Order Granting Preliminary Approval of Settlement with DENSO at ¶ 7, *Wire Harness*, 2:12-cv-00103, ECF No. 534), and appointed them as Settlement Class Counsel in its order granting final approval of the Round 1 Settlements, Round 2 Settlements, and Round 3 Settlements. *See, e.g.*, Round 1 Final Approval Order at 26; Round 2 Final Approval Order at 25; Round 3 Final Approval Order at 21-22. For the same reasons, the Court should confirm their appointment as Settlement Class Counsel here.

B. The Round 4 Settlement Classes Satisfy Rule 23(b)(3)

In addition to the requirements of Rule 23(a) discussed above, common questions must predominate over questions affecting only individual class members, and a class action must be superior to other available methods of adjudication. Fed. R. Civ. P. 23(b)(3).

1. Predominance

The predominance requirement “tests whether proposed classes are sufficiently cohesive to warrant adjudication by representation.” *Amchem*, 521 U.S. at 623. The predominance requirement is met when “the issues in the class action that are subject to generalized proof, and thus applicable to the class as a whole . . . predominate over those issues that are subject only to individualized proof.” *Beanie v. CenturyTel, Inc.*, 511 F.3d 554, 564 (6th Cir. 2007). But plaintiffs need not “prove that each element of the claim is susceptible to classwide proof.” *Whirlpool*, 722 F.3d at 859. Instead, predominance is satisfied “when there exists generalized evidence which proves or disproves an element on a simultaneous, class-wide basis, since such proof obviates the need to examine each class member’s individualized position.” *Foundry Resins*, 242 F.R.D. at 408.

Common questions must predominate, but they do not have to be dispositive of the litigation. *Id.* “[T]he mere fact that questions peculiar to each individual member of the class action remain after the common questions of the defendant’s liability have been resolved does not dictate the conclusion that a class action is impermissible.” *Cason-Merenda v. VHS of Mich., Inc.*, 296 F.R.D. 528, 535 (E.D. Mich. 2013) (quotation omitted). “Rule 23(b)(3) requires a showing that *questions* common to the class predominate, not that those questions will be answered, on the merits, in favor of the class.” *Amgen, Inc. v. Conn. Ret. Plans & Tr. Funds*, 133 S. Ct. 1184, 1191 (2013).

Horizontal price-fixing cases are particularly well suited for class certification because proof of the conspiracy presents a common, predominating question. *See In re Scrap Metal*

Antitrust Litig., 527 F.3d 517, 535 (6th Cir. 2008) (“[P]roof of the *conspiracy* is a common question thought to predominate over the other issues of the case.”); *Packaged Ice*, 2011 WL 717519, at *7 (“The allegations of market and customer allocation will not vary among the class members and issues regarding the amount of damages do not destroy predominance.”). This is true even if there are individual state law issues, as long as the common issues still outweigh the individual issues—that is, if a common theory can be alleged as to liability and impact that can be pursued by the class. *See, e.g., Whirlpool*, 722 F.3d at 861 (“[I]t remains the ‘black letter rule’ that a class action may obtain certification under Rule 23(b)(3) when liability questions common to the class predominate over damages questions unique to class members.” (internal quotation marks and citations omitted)); *Scrap Metal*, 527 F.3d at 535 (where common issues determine liability, the fact that damages calculation may involve individualized issues does not defeat predominance).

Here, the same sets of core operative facts and theories of liability apply to all the Round 4 Settlement Classes’ claims. Whether the Settling Defendants entered into illegal agreements to artificially fix prices of the Settled Parts is a question common to all members of the Round 4 Settlement Classes because it is an essential element of proving an antitrust violation. Common questions also include whether, if such an agreement was reached, the Round 4 Settling Defendants violated the antitrust laws, and whether their acts caused anticompetitive effects. *See, e.g., Packaged Ice*, 2011 WL 717519, at *6. If EPPs and the absent class members brought individual actions, they would each have to prove the same claims in order to establish liability. For settlement purposes, common issues predominate here.

2. Superiority

In determining whether a class action is the superior method to employ, courts should consider:

(A) the class members' interests in individually controlling the prosecution or defense of separate actions; (B) the extent and nature of any litigation concerning the controversy already begun by or against class members; (C) the desirability or undesirability of concentrating the litigation of the claims in the particular forum; and (D) the likely difficulties in managing a class action.

Fed. R. Civ. P. 23(b)(3); *Foundry Resins*, 242 F.R.D. at 411.

The *Auto Parts Litigation* has been centralized in this Court. As of October 28, 2019, no members of the Round 4 Settlement Classes have thus far requested exclusion from the Round 4 Settlement Classes. Thus, consideration of the factors listed in subsections (A), (B), and (C) demonstrates the superiority of the Settlement Classes. The last factor, meanwhile, is irrelevant because the potential difficulties in managing a trial are extinguished by the fact of settlement. *Amchem*, 521 U.S. at 620. In addition, the scope and complexity of the *Auto Parts Litigation*—and as a result, the cost to litigate these claims—is enormous. The Round 4 Settlement Classes are largely comprised of individual consumers who purchased or leased a new Vehicle or purchased a replacement part, none of whom could rationally be expected to spend the millions of dollars necessary to pursue their claims resulting from the unlawful overcharges. *See Paper Sys. Inc. v. Mitsubishi Corp.*, 193 F.R.D. 601, 605 (E.D. Wis. 2000) (“Given the complexities of antitrust litigation, it is not obvious that all members of the class could economically bring suits on their own.”). Even if class members could afford individual litigation, however, that leaves the alternatives to the Settlement Classes as a multiplicity of separate lawsuits at high cost to the judicial system and private litigants, or no recourse for many class members for whom the cost of pursuing individual litigation would be prohibitive. *See In re Flonase Antitrust Litig.*, 284 F.R.D. 207, 234 (E.D. Pa. 2012); *In re NASDAQ Market-Makers Antitrust Litig.*, 169 F.R.D. 493, 527 (S.D.N.Y. 1996). Thus, certification of the Settlement Classes is superior to the alternatives in this litigation.

V. The Court Should Approve the Revised Plan of Allocation

On October 11, 2016, the Court granted EPPs' Amended Motion for Approval of Plan of Allocation "to distribute all settlement funds as to which the Court has granted final approval," and "direct[ed] the EPPs to give notice of the Plan of Allocation to the Settlement Classes." *Auto Parts Master Docket*, 2:12-md-02311, ECF No. 1473. On July 10, 2017, the Court further approved EPPs' Plan of Allocation for Round 1 Settlements and Round 2 Settlements. *Wire Harness*, 2:12-cv-00103, ECF No. 577. That same Plan of Allocation was approved for the Round 3 Settlements. *See, e.g.*, Order Granting Final Approval To the Round 3 Settlements, 2:13-cv-00103, ECF No. 628 (referencing approved Plan of Allocation). On August 2, 2019, the Court granted EPPs' Second Amended Unopposed Motion for Authorization to Disseminate July 2019 Notice to the End-Payor Plaintiffs Settlement Classes. *See, e.g.*, *Heater Control Panels*, 2:12-cv-00403, ECF No. 291. The Revised Plan of Allocation filed with that motion is substantively similar to the prior, approved plans of allocation and would apply to all prior settlement rounds. *See, e.g.*, *In re: Cathode Ray Tube (CRT) Antitrust Litig.*, No. C-07-5944-SC, 2016 WL 3763382, at *12 (N.D. Cal. Feb. 29, 2016) (noting that "*de minimis* adjustments to a settlement allocation plan do not typically raise fairness or due process concerns, or require extensive additional procedures" in part because "[s]ettlement approval routinely involves such issues" and approving changes involving re-allocation of approximately \$2.8 million), *report and recommendation adopted in part*, No. C-07-5944 JST, 2016 WL 3648478 (N.D. Cal. July 7, 2016), *dismissed sub nom. In re Cathode Ray Tube (CRT) Antitrust Litig.*, No. 16-16368, 2017 WL 3468376 (9th Cir. Mar. 2, 2017); *Law v. Nat'l Collegiate Athletic Ass'n*, 108 F. Supp. 2d 1193, 1196, 1200 (D. Kan. 2000) (approving a revised plan of allocation after noting that "[f]or practical purposes, the class-wide plan of allocation cannot account for every individual circumstance" and noting that "[m]ost of the objections to the revised plan of allocation either have been previously resolved or raise issues

that were vigorously litigated at earlier stages of the litigation”). Since EPPs’ Plan of Allocation for the Round 4 Settlements is substantially similar to the Plan previously approved for the Round 1, Round 2, and Round 3 Settlements, EPPs request that the Court again approve this Plan.

The only notable change to the revised plan of allocation is the following:

This *pro rata* allocation will be modified by initially distributing \$100 (the Minimum Payment Amount) to all Authorized Claimants, and then distributing the remaining funds to Authorized Claimants on a classwide basis whose weighted *pro rata* allocation exceeds \$100 (subject to their being sufficient funds for each Authorized Claimant to receive at least \$100). If the net settlement funds are insufficient to allow a minimum payment of \$100 to each Authorized Claimant, the amount to be paid to all Authorized Claimants shall be adjusted so that claimants share in the net settlement funds on a *pro rata* basis based on the amounts of their respective net allowed claim amounts.

See, e.g., Heater Control Panels, 2:12-cv-00403, ECF No. 290-2 at pp. 4-5. This Minimum Payment Amount was added to encourage the filing of claims and to address the Court’s prior concern that the number of claims already filed was fewer than hoped for. *See* Transcript of August 1, 2018 Fairness Hearing at 8:25-10:6, 2:12-md-2311, ECF No. 1937 (noting among other things that the low number of claims filed as of last summer “just didn’t ring well with me”). The addition of a minimum payment amount serves this purpose and has been found by other courts to be “extremely important” in part because it “creat[es] a significant incentive for consumers to file proofs of claim.” *In re Relafen Antitrust Litig.*, 231 F.R.D. 52, 63 (D. Mass. 2005) (approving an allocation plan that ensured a minimum payment to consumers who filed a proof of claim). Moreover, courts have also recognized that a plan of allocation need not treat all class members equally. Courts have held that even where “[t]he manner in which the plan of allocation simplifies reality clearly works an injustice in his case,” that injustice may be outweighed because “[a]dministrative convenience requires . . . that allocation plans incorporate some theoretically unjustified simplification.” *In re California Micro Devices Sec. Litig.*, 965 F. Supp. 1327, 1336 (N.D.

Cal. 1997); *see also In re AT&T Mobility Wireless Data Servs. Sales Tax Litig.*, 789 F. Supp. 2d 935, 112 (E.D. Ill. 2011) (addressing objectors cross-subsidization concern and noting that “there is no rule that settlements benefit all class members equally” (quoting source omitted)).

Finally, Class Counsel notes that the Plan of Allocation is completely separate and apart from the settlements reached in this litigation. *See, e.g., In re WorldCom, Inc. Sec. Litig.*, 388 F. Supp. 2d 319, 350 & n.45 (S.D.N.Y. 2005) (addressing objections to a plan of allocation as distinct from objections to a settlement). Any challenges to the Plan would not affect the approval of the settlements.

Conclusion

For the foregoing reasons, Class Counsel respectfully request that the Court: (1) grant final approval of the Round 4 Settlements; (2) grant final certification of the Round 4 Settlement Classes for settlement purposes only; (3) confirm the appointment of Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 4 Settlements; and (4) approve the revised Plan of Allocation.

Dated: October 30, 2019

Respectfully submitted,

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*Interim Co-Lead Class Counsel for the
Proposed End-Payor Plaintiff Classes*

CERTIFICATE OF SERVICE

I hereby certify that on October 30, 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
Marc M. Seltzer

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 (“Settlement Class Counsel”) for the End-Payor Plaintiffs (“EPPs”) in *In re Automotive Parts Antitrust Litigation*, MDL No. 12-md-02311 (“*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.

The Action

3. The EPPs in the *Auto Parts Litigation* are persons or entities who purchased or leased a qualifying new Vehicle¹ in the U.S. (not for resale), which contains one or more of the automotive parts that EPPs contend were the subject of illegal bid rigging and price-fixing (“*Auto Parts*”). EPPs have alleged that the defendants in the *Auto Parts Litigation*, who are some of the largest automotive parts manufacturers in the world, conspired with each other and other co-conspirators to fix the price of, rig bids for, and allocate the markets of automotive parts incorporated into new Vehicles manufactured by automobile manufacturers.

¹ In general, qualifying vehicles include four-wheeled passenger automobiles, cars, light trucks, pickup trucks, crossovers, vans, mini-vans, and sport utility vehicles (collectively, “Vehicles”).

4. The first case in the *Auto Parts Litigation* alleging price fixing and bid rigging in the automotive parts industry was *Wire Harness*, Case No. 2:12-cv-00100. On February 7, 2012, the United States Judicial Panel on Multidistrict Litigation (“Judicial Panel” or “Panel”) transferred actions sharing “factual questions arising out of an alleged conspiracy to inflate, fix, raise, maintain, or artificially stabilize prices of automotive wire harness systems” to the Eastern District of Michigan. *See* Conditional Transfer Order, Case No. 2:12-md-02311 (E.D. Mich. 2012), ECF No. 2.

5. After complaints were filed alleging conspiracies to fix prices of additional component parts, including *Instrument Panel Clusters* (Case No. 2:12-cv-00200), *Heater Control Panels* (Case No. 2:12-cv-00400), and *Fuel Senders* (Case No. 2:12-cv-00300), the Judicial Panel determined that including all actions involving alleged price-fixing in the automotive parts industry in MDL No. 2311 would result in the most efficient handling of the litigation. The additional component part cases were transferred to this Court for coordinated pretrial proceedings, and *In re: Automotive Wire Harness Systems Antitrust Litigation* was renamed *In re: Automotive Parts Antitrust Litigation*. To date, more than 40 class action antitrust price-fixing cases involving over 165 defendants have been filed with the Court.

6. On March 23, 2012, the Court appointed Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP,² and Susman Godfrey L.L.P. as Interim Co-Lead Class Counsel in the *Wire Harness* action and made the same appointment on August 7, 2012, for all the other automotive parts antitrust cases. *See* Master File No. 2:12-md-2311, ECF No. 65, Order Granting End-Payor

² The lawyers at Robins Kaplan LLP representing the EPPs were previously at another firm when originally appointed Co-Lead Class Counsel. *See* Master File No. 2:12-md-2311, ECF No. 65. That Order has since been amended to reflect those lawyers’ current firm affiliation. *See* Master File No. 2:12-md-2311, ECF No. 505.

Plaintiffs' Application for Appointment of Interim Co-Lead Class Counsel and Liaison Counsel, and ECF No. 271, Case Management Order No. 3.

7. Since our appointment as Interim Co-Lead Class Counsel for End-Payor Plaintiffs ("Class Counsel"), our firms have together supervised the activities of all counsel for the EPPs in prosecuting the *Auto Parts Litigation*. This litigation is unique in its size and complexity. From the outset, our firms have diligently worked to advance the claims of members of the proposed EPP classes, and have performed the following services on behalf of the proposed EPP classes:

- 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.

8. All of this work has been done on an entirely contingent-fee basis in what is, without a doubt, one of the most complex set of antitrust cases in the history of the antitrust laws.

Settlement Negotiations and Preliminary Approval

9. 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 few 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*, 2:12-cv-00103, ECF Nos. 497, 512; *Wire Harness*, No. 2:12-cv-00103, ECF No. 576; *Wire Harness*, 2:12-cv-00103, ECF No. 628.

10. EPPs have now reached settlements with an additional 17 settling defendants (“Round 4 Settlements”), making available an additional \$183,958,000 million for the benefit of the settlement classes included in the Round 4 Settlements (“Round 4 Settlement Classes”).³

11. 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*;

³ Pursuant to a settlement with the Reorganized TK Holdings Trust (“TKH”) reached in its bankruptcy, Class Counsel have secured a \$53,200,000 authorized claim against TKH, but they expect to receive only a small fraction of this amount for distribution to the class.

- 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*;
- 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*.

12. 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, often assisted by 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. The Round 4 Settlements involve 20 automotive parts that EPPs contend were the subject of illegal bid rigging and price-fixing (“Settled Parts”). The Round 4 Settling Defendants, relevant cases, and amounts of the Round 4 Settlements are set forth in the following chart:

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	\$760,000.00
Green Tokai	Body Sealing Products	\$950,000.00

Auto Parts Round 4 Settlements and Settlement Funds		
Round 4 Settling Defendant	Automotive Parts Case	Settlement Fund
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

13. The Court preliminarily approved each of the Round 4 Settlements. *See* Orders approving settlements between EPPs and Brose, *Side-Door Latches*, No. 2:17-cv-11637, ECF No. 24; Corning, *Ceramic Substrates*, No. 2:16-cv-03803, ECF No. 121; Delphi, *Ignition Coils*, No. 2:13-cv-01403, ECF No. 234; Green Tokai, *Body Sealing Products*, No. 2:16-cv-03403, ECF No. 98; Keihin, *Fuel Injection Systems*, No. 2:13-cv-02203, ECF No. 344; KYB, *Shock Absorbers*, No. 2:15-cv-03303, ECF No. 120; Maruyasu, *Fuel Injection Systems*, No. 2:13-cv-02203, ECF No. 373, *Automotive Steel Tubes*, No. 2:16-cv-04003, ECF No. 103; Meritor, *Exhaust Systems*, No.

2:16-cv-03703, ECF No. 120; Mikuni, *Fuel Injection Systems*, No. 2:13-cv-02203, ECF No. 383, *Valve Timing Control Devices*, No. 2:13-cv-02503, ECF No. 250; Mitsubishi Heavy, *Air Conditioning Systems*, No. 2:13-cv-02703, ECF No. 213; Panasonic, *Air Conditioning Systems*, No. 2:13-cv-02703, ECF No. 226; Sanoh, *Automotive Steel Tubes*, No. 2:16-cv-04003, ECF No. 110; Showa, *Electric Powered Steering Assemblies*, No. 2:13-cv-01903, ECF No. 262, *Shock Absorbers*, No. 2:15-cv-03303, ECF No. 125; TKH, *Occupant Safety Systems*, No. 2:12-cv-00603, ECF No. 203; Tokai Rika, *Heater Control Panels*, No. 2:12-cv-00403, ECF No. 255, *Switches*, No. 2:13-cv-01303, ECF No. 130, *Steering Angle Sensors*, No. 2:13-cv-01603, ECF No. 111, *Occupant Safety Systems*, No. 2:12-cv-00603, ECF No. 193; Toyo Denso, *Ignition Coils*, No. 2:13-cv-01403, ECF No. 187, *Power Window Switches*, No. 2:16-cv-03903, ECF No. 56; Toyota Gosei, *Occupant Safety Systems*, No. 2:12-cv-00603, ECF No. 198, *Automotive Constant Velocity Joint Boot Products*, No. 2:14-cv-02903, ECF No. 81, *Automotive Hoses*, No. 2:15-cv-03203, ECF No. 68, *Body Sealing Products*, No. 2:16-cv-03403, ECF No. 93, *Interior Trim Products*, No. 2:16-cv-03503, ECF No. 53, *Automotive Brake Hoses*, No. 2:16-cv-03603, ECF No. 44.

14. Before entering into substantive settlement negotiations with the Round 4 Settling Defendants, Class Counsel had substantial information to help them assess the claims and defenses, the strengths of EPPs' claims, and the scope of the conduct at issue for the particular Defendants. This information was gathered from multiple sources including their own investigation, discovery in these cases, information provided to the DOJ and other enforcement authorities, cooperating Defendants, and pursuant to their own discussions with the Round 4 Settling Defendants.

15. In particular, Class Counsel analyzed, among other things, the affected volumes of commerce attributable to each defendant for those who pleaded guilty to a DOJ Indictment or

Information, as well as the fines calculated based on that commerce pursuant to the United States Sentencing Commission Guidelines. Class Counsel also analyzed sales and other information from Defendants and third parties, and academic studies regarding cartel overcharges and typical recoveries. Based on this information, Class Counsel believe that the settlements represent at least a very substantial fraction of the overcharges suffered by EPPs. It should be noted that Defendants have contended that EPPs suffered no damages at all.

16. As part of these negotiations, Class Counsel considered the particular Defendant's conduct, information regarding the estimated amount of commerce affected by that conduct, and the value of other settlement terms, including the discovery cooperation offered by the Round 4 Settling Defendant.

17. The cooperation provided by Settling Defendants has proven very valuable. EPPs have to date settled all cases against all Defendants with the exception of a single Defendant Group in the *Exhaust Systems* matter.

18. Collectively and individually, Class Counsel believe that the Round 4 Settlements are fair, reasonable, and adequate given the merits of the claims and defenses, the risks associated with the litigation, and the certainty provided by settlements and early cooperation in these cases.

19. Class Counsel believe that the Round 4 Settlements are fair, reasonable, and adequate for the respective settlement classes they represent.

20. On August 2, 2019, the Court granted EPPs' Second Amended Unopposed Motion for Authorization to Disseminate July 2019 Notice to the End-Payor Plaintiffs Settlement Classes. *See, e.g., Heater Control Panels*, 2:12-cv-00403, ECF No. 291. The July 2019 Notice Order: (1) approved the proposed Notice Program, which commenced in September 2019; (2) approved the long form notice, short (publication) form notice (together, "July 2019 Notices"), and the Claim

Form; and (3) authorized EPPs to disseminate the July 2019 Notices and Claim Form and notice of the plan of allocation of the settlement proceeds (“Plan of Allocation”)

21. Pursuant to the July 2019 Notice Order, Class Counsel oversaw the efforts of Kinsella Media, LLC (“Kinsella”) and Epiq—the successor to Garden City Group—the court-appointed class notice expert and claims administrator, respectively, to effectuate the July 2019 Notice Program, which includes a website, a toll-free telephone number, direct mail, and paid and earned media efforts. The details of the July 2019 Notice Program are described in the declarations of Brian A. Pinkerton, on behalf of Epiq, and Shannon R. Wheatman, on behalf of Kinsella, filed concurrently herewith.

22. With one exception, the Round 4 Settling Defendants have provided EPPs with written notice that they have complied with the notice requirement pursuant to the Class Action Fairness Act of 2005 (“CAFA”), 28 U.S.C. § 1715. It recently came to Class Counsel’s attention that the Reorganized TK Holdings Trust (“TKH”) inadvertently failed to fulfill their notice obligations under CAFA. Counsel for TKH has represented to Class Counsel that it will cause the requisite notice to be disseminated promptly. In order to ensure compliance with the statute, Class Counsel respectfully request that the Court delay entering final judgment with respect to TKH until 90 days after TKH causes the requisite notice to be disseminated. Any delay attendant to TKH’s oversight should have no impact on the timing of the Court’s final approval of the other settlements subject to the Round 4 Settlements.

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

Dated: October 30, 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

I, BRIAN A. PINKERTON, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am an employee of Epiq Class Action & Claims Solutions, Inc. (“Epiq”) and formerly an Assistant Director at Garden City Group, LLC (“GCG”). In 2018, Epiq acquired GCG—the Court-appointed Settlement Administrator¹—and became its successor. All references to “Epiq” herein incorporate the work performed while operating as either GCG or Epiq. The following statements are based on my personal knowledge and information provided by other experienced Epiq employees working under my supervision, and, if called on to do so, I could and would testify competently thereto.

PROCEDURAL HISTORY

2. On October 13, 2015, GCG was appointed as the Settlement Administrator pursuant to Paragraph 5 of the Court’s Corrected Order Granting End-Payor Plaintiffs’ (“EPPs”) Motion for Authorization to Disseminate Notice to the End-Payor Plaintiff Settlement Classes (“Initial Notice Order”) in connection with the settlements between EPPs and Hitachi Automotive Systems, Ltd. (“HIAMS”), T.RAD Co., Ltd., and T.RAD North America, Inc. (together “T.RAD”). *See, e.g., Alternators*, 2:13-cv-00703, ECF No. 55. The Initial Notice Order approved (i) the initial notice program; and (ii) authorized EPPs to disseminate notice concerning settlements reached with HIAMs and T.RAD (“Initial Notice”).

3. As set forth in the Initial Notice Order, Epiq, as the successor to GCG, has responsibilities that include, among other things: (1) creating and maintaining a toll-free helpline for potential members of the Settlement Classes; and (2) creating and maintaining a dedicated Settlement Website, which houses pertinent information including important deadlines and

¹ All capitalized terms not otherwise defined in this document shall have the meaning ascribed to them in the applicable EPP settlement agreements.

answers to frequently asked questions, where individuals can view documents relevant to the Settlements and can register online to have a copy of the long form notice mailed to them directly. Epiq's duties also include mailing direct notice to individuals who request direct notice as well as establishing a dedicated P.O. Box for the Settlements and handling mail received, such as objections, exclusion requests, requests for direct notice, and inquiries from potential members of the Settlement Classes.

Round 1

4. On January 13, 2016, Lori L. Castaneda executed a declaration to update the Parties and the Court as to the status of the dissemination of the notice program in connection with EPPs' settlements with HIAMs and T.RAD ("Initial Notice Program"), in compliance with the Initial Notice Order.

5. On January 26, 2016, the Court entered an Order granting EPPs' Motion for Authorization to Disseminate Combined Notice to the EPP Settlement Classes ("Combined Notice Order"): (i) approving the combined notice program ("Combined Notice Program"); and (ii) authorizing EPPs to disseminate an updated, combined notice ("Combined Notice") concerning settlements reached with nine defendant families and their affiliates, in addition to HIAMs and T.RAD (collectively, "Round 1 Settlements"). *See, e.g., Wire Harness*, 2:13-cv-00103, ECF No. 421.

6. Similarly, in accordance with the Combined Notice Order, on March 25, 2016, Lori L. Castaneda executed a supplemental declaration reporting on the status of dissemination of the updated long form notice ("Updated Long Form Notice") and updated summary form notice concerning EPPs' settlements with the Defendants included in the Round 1 Settlements.

Round 2

7. On October 7, 2016, the Court entered an Order Granting EPPs' Unopposed Motion for Authorization to Disseminate September 2016 Notice and Claim Form to the End-Payor Plaintiffs Settlement Classes ("September 2016 Notice Order") in connection with EPPs' settlements with an additional 12 defendant families and their affiliates (collectively, "Round 2 Settlements"). The September 2016 Notice Order: (i) approved the proposed September 2016 notice program ("September 2016 Notice Program"), long form notice ("September 2016 Long Form Notice"), and summary form notice ("September 2016 Summary Notice") (together, "September 2016 Notice Forms"); (ii) approved the proposed Claim Form ("Claim Form"); and (iii) authorized EPPs to disseminate the Claim Form and September 2016 Notice Forms. *See, e.g., Wire Harness*, Case No. 2:12-cv-00103, ECF No. 535.

8. In compliance with the September 2016 Notice Order, Epiq's responsibilities include, but are not limited to: (1) publishing relevant documents on the Settlement Website; and (2) sending direct email or mail notice to those individuals who previously registered on the Settlement Website, notifying them about the Round 2 Settlements and EPPs' plan to distribute proceeds from the Round 1 and 2 Settlements ("Plan of Allocation"), and directing them to visit the Settlement Website to read updated information about the Round 2 Settlements and Plan of Allocation.

9. In accordance with the September 2016 Notice Order, on February 9, 2017, Lori L. Castaneda executed a declaration regarding dissemination of the September 2016 Notice and compliance with the Court's September 2016 Notice Order.

10. Similarly, in accordance with the September 2016 Notice Order, on April 5, 2017, Lori L. Castaneda executed a supplemental declaration to update the Parties and the Court as to

the status of the Settlement Administrator's performance of its duties, including handling communications relating to the Settlements, and disseminating notice to potential members of the Settlement Classes in accordance with the Court's September 2016 Notice Order.

Round 3

11. On March 13, 2018, the Court entered an Order Granting EPPs' Unopposed Motion for Authorization to Disseminate March 2018 Notice to the End-Payor Plaintiffs Settlement Classes ("March 2018 Notice Order") in connection with EPPs' settlements with an additional 32 Defendants and their affiliates (collectively, "Round 3 Settlements"). The March 2018 Notice Order: (i) approved the proposed March 2018 notice program ("March 2018 Notice Program"), long-form notice ("March 2018 Long Form Notice"), and short-form notice ("March 2018 Summary Notice") (together, "March 2018 Notice Forms"); (ii) approved the proposed Claim Form ("Claim Form"); and (iii) authorized EPPs to disseminate the Claim Form and March 2018 Notice Forms. *See, e.g., Wire Harness*, Case No. 2:12-cv-00103, ECF No. 601.

12. In accordance with the March 2018 Notice Order, on June 13, 2018, I executed a declaration regarding dissemination of the March 2018 Notice and compliance with the Court's March 2018 Notice Order.

13. Similarly, in accordance with the March 2018 Notice Order, on July 26, 2018, I executed a supplemental declaration to update the Parties and the Court as to the status of the Settlement Administrator's performance of its duties, including handling communications relating to the Settlements, and disseminating notice to potential members of the Settlement Classes in accordance with the Court's March 2018 Notice Order.

Round 4

14. On August 2, 2019, the Court entered an Order Granting EPPs' Second Amended Unopposed Motion for Authorization to Disseminate July 2019 Notice to the End-Payor Plaintiff Settlement Classes ("July 2019 Notice Order") in connection with EPPs' settlements with an additional 17 Defendants and their affiliates (collectively, "Round 4 Settlements"). The July 2019 Notice Order: (i) approved the proposed July 2019 notice program ("July 2019 Notice Program"), long-form notice ("July 2019 Long Form Notice"), and short-form notice ("July 2019 Summary Notice") (together, "July 2019 Notice Forms"); (ii) approved the proposed Claim Form ("Claim Form"); and (iii) authorized EPPs to disseminate the Claim Form and July 2019 Notice Forms. *See, e.g., Heater Control Panels*, 2:12-cv-00403, ECF No. 291.

15. I submit this Declaration, in compliance with Paragraph 9 of the Court's July 2019 Notice Order, to update the Parties and the Court about the status of Epiq's performance of its duties as Settlement Administrator, including handling communications relating to the Settlements, receiving and reviewing claims, and disseminating notice to potential members of the Settlement Classes in accordance with the Court's July 2019 Notice Order.

SETTLTMENT WEBSITE

16. Pursuant to Paragraph 7 of the Initial Notice Order, with the settlements of Rounds 1 through 3, GCG established and Epiq maintains a website for the Settlements, www.AutoPartsClass.com, to answer frequently asked questions, receive online registrations and claims, as well as provide Settlement information and important deadlines to potential members of the Settlement Classes. Users of the Settlement Website can review documents relevant to the Settlements, including the Initial Notice, Combined Notice, September 2016 Notice, March 2018 Notice, and July 2019 Notice. A list of the single non-settling Defendant Group in Exhaust Systems

is also available on the Settlement Website as is a list of the included auto parts and list of the vehicles that are currently known to be included in the Rounds 1, 2, 3, and 4 Settlements. Visitors to the Settlement Website can also file claims on the Settlement Website. In connection with the Round 1, Round 2, and Round 3 Settlements, Epiq received 117,581 registrations or claims from potential members of the Settlement Classes who registered or filed claims on the Settlement Website or by contacting the Settlement Administrator through other means. The Settlement Website has been operational since October 12, 2015, and is accessible 24 hours a day, seven days a week.

17. Pursuant to Paragraph 5 of the July 2019 Notice Order, on September 9, 2019, Epiq updated the Settlement Website so that the homepage, frequently asked questions page, and court documents page, all include information pertaining to the Round 4 Settlements.² Epiq also added the Complaints, Settlement Agreements, and Preliminary Approval Orders applicable to the Round 4 Settlements, as well as the Motion to Disseminate July 2019 Notice, July 2019 Notice, and the July 2019 Notice Order. The website also still includes all documents pertaining to the Round 1, Round 2, and Round 3 Settlements, which members of the Settlement Class can reference or download. The updated version of the previously-approved Claim Form, which was approved by the Court's July 2019 Notice Order, was also made available on the website on September 9, 2019. A copy of the updated Claim Form is attached hereto as **Exhibit A**.

18. Epiq continued to implement additional updates to the Settlement Website after September 9, 2019. An updated version of the video summary was added to the website on September 26, 2019. Epiq further updated the Settlement Website on September 26, 2019 by adding the proposed Revised Plan of Allocation, which was filed in connection with the Round 4

² Vehicle lists relating to the TKH and Showa Settlements have not yet been added.

Settlements. Epiq will continue to maintain and update the Settlement Website throughout the administration of the Settlements. As of October 28, 2019, the Settlement Website has received 2,565,280 visits from 2,175,529 unique visitors.

TOLL-FREE TELEPHONE NUMBER

19. In accordance with Paragraph 7 of the Initial Notice Order, GCG reserved a designated toll-free telephone number, 1-877-940-5043, in order to accommodate inquiries regarding the Settlements. On October 16, 2015, GCG made the toll-free hotline operational with an Interactive Voice Response (“IVR”) system. Callers have the ability to listen to important information about the Settlements 24-hours a day, seven days per week. If callers have additional questions or wish to request a copy of the July 2019 Notice or the Claim Form, they also have the ability to speak to a live customer service representative Monday through Friday, between the hours of 8:30 a.m. and 5:00 p.m. Eastern Time. In compliance with the July 2019 Notice Order, on September 9, 2019, Epiq updated the IVR to notify callers of the Round 4 Settlements. As of October 28, 2019, there have been 34,222 calls to the IVR totaling 190,563 minutes. As of October 28, 2019, Epiq has fielded 11,355 live calls from potential members of the Settlement Classes. Epiq will continue to maintain and update the IVR throughout the administration of the Settlements.

DISSEMINATING DIRECT NOTICE

20. As part of its role as Settlement Administrator, Epiq routinely mails copies of the current version of the long form notice to all individuals who request to have a copy of the notice mailed to them directly. Epiq established a secure online registration portal on the dedicated Settlement Website where individuals can enter their contact information and register to have a notice mailed to them.

21. In connection with the Round 1, Round 2, and Round 3 Settlements, Epiq and its predecessor mailed 70,368 copies of the prior versions of the long form notice to potential members of the Settlement Classes who registered on the Settlement Website or provided their contact information by contacting the Settlement Administrator directly through other means.

22. As of September 15, 2019, Epiq discontinued mailing previous, old versions of the long form notice, and began mailing the new, updated July 2019 Long Form Notice to all individuals who provided their name and address and requested to have a copy mailed to them. As of October 28, 2019, Epiq has mailed a total of 601 copies of the July 2019 Long Form Notice to individuals who requested a copy by contacting the toll-free number or by contacting the Settlement Administrator through other means. As of October 28, 2019, there are 49 additional individuals who have registered to receive notice since the last mailing, and Epiq will mail a copy of the July 2019 Long Form Notice to each of them. A true and correct copy of the July 2019 Long Form Notice is attached hereto as **Exhibit B**.

23. As of October 28, 2019, Epiq has received nine July 2019 Long Form Notices returned by USPS without forwarding address information as undeliverable mail. For all notices returned by the USPS without a forwarding address, Epiq compares the undeliverable address against the National Change of Address (“NCOA”) database maintained by the U.S. Post Office to locate a more current mailing address. When a more current address is located, Epiq re-mails the notice to the updated address.

24. In accordance with the July 2019 Notice Program, Epiq’s responsibilities include notifying individuals who previously registered on the Settlement Website about the Round 4 Settlements and Plan of Allocation, and directing them to visit the Settlement Website for updated information about the Round 4 Settlements and Plan of Allocation. In compliance with the July

2019 Notice Order, Epiq provided direct notice of the Round 4 Settlements and Plan of Allocation to all individuals who had previously registered or filed a claim prior to September 16, 2019. Direct notice of the Round 4 Settlements and Plan of Allocation was sent by email where a potentially valid email address was available (“Email Notice”) and by mail to those individuals who had not provided an email address or whose Email Notice was determined to be undeliverable.

25. On September 16, 2019, Epiq caused the Email Notice (attached hereto as **Exhibit C**) to be sent to each of the 71,670 individuals who previously registered or filed a claim for whom Epiq had a valid email address. Of those 71,670 Email Notices, 61,931 were delivered. 9,739 Email Notices could not be delivered for one or more of the following reasons: the email address no longer existed; the email account was closed inactive, or disabled; the email address had a bad domain name or address error; the recipient’s mailbox was full; or the recipient server was busy or unable to deliver.

26. Epiq also prepared and formatted a postcard notice (“Registrant Postcard Notice”) to be mailed to individuals who previously registered or filed a claim for whom Epiq did not have a valid email address or whose attempted Email Notice was undeliverable. Attached hereto as **Exhibit D** is a sample of the Registrant Postcard Notice that Epiq disseminated. On September 16, 2019, Epiq disseminated the Postcard Notice to each of the 23,085 individuals for whom Epiq did not have a valid email address but did have a valid mailing address. On September 18, 2019, Epiq disseminated the Registrant Postcard Notice to the 9,738 individuals whose attempted Email Notice was undeliverable and who had a valid mailing address. As of October 28, 2019, Epiq has received 286 Registrant Postcard Notices returned by the USPS with forwarding address information. Postcards returned by the USPS with forwarding address information were promptly re-mailed to the updated addresses provided. As of October 28, 2019, Epiq has received 1,968

Registrant Postcard Notices returned by the USPS without forwarding address information as undeliverable mail. For Registrant Postcard Notices returned by the USPS without a forwarding address, Epiq compares the undeliverable address against the NCOA database maintained by the U.S. Post Office to locate a more current mailing address. When a more current address is located, Epiq re-mails the postcard to the updated address.

27. In addition, Epic purchased a list of names and mailing addresses for registered fleet companies with ten or more registered vehicles. The list included 222,061 fleet companies. In accordance with the July 2019 Notice Program and in compliance with the Court's July 2019 Notice Order, on September 16, 2019, Epiq sent a postcard notice ("Fleet Postcard Notice") to each of the 222,061 fleet companies. Attached hereto as **Exhibit E** is a sample of the Fleet Postcard Notice that Epiq disseminated. As of October 28, 2019, Epiq has received 137 Fleet Postcard Notices returned by the USPS with forwarding address information. Postcards returned by the USPS with forwarding address information were promptly re-mailed to the updated addresses provided. As of October 28, 2019, Epiq has received 4,859 Fleet Postcard Notices returned by the USPS without forwarding address information as undeliverable mail. For Fleet Postcard Notices returned by the USPS without a forwarding address, Epiq compares the undeliverable address against the NCOA database maintained by the U.S. Post Office to locate a more current mailing address. When a more current address is located, Epiq re-mails the postcard to the updated address.

28. Finally, in accordance with the July 2019 Notice Program and in compliance with the Court's July 2019 Notice Order, Epiq caused email notice to be sent to a list of potential Settlement Class Members who purchased at least one vehicle included in the Settlements during the class periods and who currently reside in one of the 30 states eligible for monetary compensation or the District of Columbia. Commencing on September 16, 2019, Epiq caused

9,610,672 emails to be sent to potential Settlement Class Members. As of October 28, 2019, 1,026,084 of these emails have been opened by the recipient, and 105,064 of the potential Settlement Class Members have clicked a link in the email and been connected to the settlement website. A sample of the email notice sent to these potential Settlement Class Members is attached hereto as **Exhibit F**.

SETTLEMENT P.O. BOX

29. On February 19, 2015, GCG (Epiq's predecessor) reserved a designated P.O. Box for the administration of the Settlements: Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163. Epiq monitors the Settlement P.O. Box for Settlement-related mail such as objections, exclusion requests, requests for direct notice or a paper Claim Form, inquiries about the Settlements, and the submission of Claim Forms and supporting documents. Epiq promptly handles all mail received at the Settlement P.O. Box.

EXCLUSIONS

30. Pursuant to Paragraph 10 of the July 2019 Notice Order, individuals who wish to exclude themselves from any or all of the Round 4 Settlement Classes are required to submit a written request for exclusion, received no later than November 19, 2019, to the Settlement Administrator. As of October 28, 2019, Epiq has not received any requests for exclusion from Round 4 Settlements.

OBJECTIONS

31. Pursuant to Paragraph 11 of the July 2019 Notice Order, in order to object to one or more of the Round 4 Settlements or to the Plan of Allocation, a member of the Round 4 Settlement Classes must submit a written objection to both the Settlement Administrator and the

Court, received no later than November 19, 2019. As of October 28, 2019, Epiq has not received any objections to Round 4 Settlements and/or Plan of Allocation.

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

Executed this 30th day of October 2019, in Seattle, Washington.

A handwritten signature in blue ink, appearing to read "Brian Pinkerton", written over a horizontal line.

Brian A. Pinkerton

Exhibit A

Auto Parts Settlements
P.O. Box 10163
Dublin, OH 43017-3163
Toll-Free: 1-877-940-5043



AUTO PARTS CLASS CLAIM FORM

TO SUBMIT A CLAIM FOR PAYMENT:

- 1.) Complete all information below.
- 2.) You **must** provide your name and contact information.
- 3.) All information is subject to verification for accuracy by the Settlement Administrator.
- 4.) You **must** confirm that the information you provide is true and correct by signing the Claim Form. Unsigned Claim Forms will be denied.
- 5.) Submit the completed Claim Form to the Settlement Administrator listed below. You may go to www.AutoPartsClass.com to submit your claim online, or you may transmit the Claim Form to:

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

- 6.) If your contact information changes, please contact the Settlement Administrator at the address above to update your contact information.

**No documentation is required at this time, but please hold on to any documents that you have.
The Settlement Administrator will contact you if additional information is needed.**



SECTION I: CLAIMANT CONTACT INFORMATION

Name:

[Grid for Name]

Address:

[Grid for Address]

City:

State:

Zip:

[Grid for City, State, Zip]

Telephone Number:

[Grid for Telephone Number]

Email Address:

[Grid for Email Address]

Are you filing a claim for a business?

Yes No

SECTION II: PURCHASE/LEASE CLAIMS SECTION

Are you making a claim for the purchase or lease of a new vehicle?

Yes No

How many vehicles are you claiming?

[Grid for Number of Vehicles]

For each vehicle for which you are making a claim, please complete a row in the table below and provide all of the requested information (attach additional sheets if needed). **You can submit a claim even if you do not know your VIN.**

Vehicle Year	Vehicle Make	Vehicle Model	VIN (Vehicle Identification Number)	State of Residence or Principal Place of Business at Time of Purchase or Lease	Estimated Date of Purchase or Lease	Purchase or Lease?

To determine if your vehicle is included in the Settlements, please visit www.AutoPartsClass.com or contact the toll-free number below. Please note that additional vehicles may be identified at a later date.

If you need additional space to record more entries, you may attach additional sheets. Please be sure to include all of the information requested in the table above on any additional sheets that you attach.

To view Garden City Group, LLC's Privacy Notice, please visit <http://www.choosegcg.com/privacy>

QUESTIONS? VISIT WWW.AUTOPARTSCCLASS.COM OR CALL TOLL-FREE 1-877-940-5043

Exhibit B

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

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

Claims Deadline Set for December 31, 2019

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

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

Your Legal Rights and Options		
SUBMIT A CLAIM	The only way to get a payment. You will be able to submit a claim for payment from the Settlements in Rounds 1 through 4 (as applicable). If you already filed a claim in the Round 1, 2, or 3 Settlements, you do not need to submit another claim for those vehicles or replacement parts. You should also submit a claim if you have additional vehicles or replacement parts to report.	December 31, 2019
EXCLUDE YOURSELF	You will not be included in the Settlement Classes for the Round 4 Settlements from which you exclude yourself. You will receive no benefits from those Round 4 Settlements, but you will keep any rights you currently have to sue these Settling Defendants about	November 19, 2019

	the claims in the Settlement Classes from which you exclude yourself.	
DO NOTHING	You will be included in the Settlement Classes for the Round 4 Settlements and are eligible to file a claim for a payment (if you qualify). If you do not file a claim for a payment by the deadline, you will not receive a payment from the Settlements. You will give up your rights to sue the Round 4 Settling Defendants about the claims in these cases.	
OBJECT TO THE SETTLEMENTS AND PLAN OF ALLOCATION	If you do not exclude yourself, you can write to the Court explaining why you disagree with any of the Round 4 Settlements, the revised Plan of Allocation, or any requested award of attorneys' fees or costs.	November 19, 2019
GO TO THE HEARING	If you submit a written objection, you may ask to speak in Court about your opinion of the Round 4 Settlements.	December 10, 2019, at 11:00 a.m.

- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court in charge of these cases still has to decide whether to finally approve the Round 4 Settlements. Payments will only be made if the Court approves the Round 4 Settlements and the revised Plan of Allocation, and after any appeals are resolved.

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BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the Round 4 Settlements reached in some of the pending cases that are included in this litigation, before the Court decides whether to finally approve these Settlements.

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

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

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

2. WHAT ARE THESE LAWSUITS ABOUT?

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

3. WHO ARE THE ROUND 4 SETTLING DEFENDANTS?

The Round 4 Settling Defendants are:

1. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America (together, “Brose”),
2. Corning International Kabushiki Kaisha and Corning Incorporated (together, “Corning”),
3. Delphi Technologies PLC and Delphi Powertrain Systems, LLC (together, “Delphi”),
4. Green Tokai Co., LTD. (“Green Tokai”),

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5. Keihin Corporation and Keihin North America, Inc. (together, “Keihin”),
6. KYB Corporation (f/k/a Kayaba Industry Co. Ltd) and KYB Americas Corporation (together, “KYB”),
7. Maruyasu Industries Co., Ltd. and Curtis Maruyasu America, Inc. (together, “Maruyasu”),
8. Meritor, Inc. f/k/a ArvinMeritor, Inc. (“ArvinMeritor”),
9. Mikuni Corporation (“Mikuni”),
10. Mitsubishi Heavy Industries America, Inc. and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, “Mitsubishi”),
11. Panasonic Corporation and Panasonic Corporation of North America (together, “Panasonic”),¹
12. Sanoh Industrial Co., Ltd. and Sanoh America, Inc. (collectively, “Sanoh”),
13. Showa Corporation and American Showa, Inc. (collectively, “Showa”),
14. Reorganized TK Holdings Trust (“TKH”),
15. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (together, “Tokai Rika”),²
16. Toyo Denso Co., Ltd. and Weastec, Inc. (together, “Toyo Denso”), and
17. Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corporation; TG Kentucky, LLC; TG Missouri Corp.; and TG Fluid Systems USA Corporation (collectively, “Toyoda Gosei”).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

5. WHO ARE THE NON-SETTLING DEFENDANTS?

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

6. WHAT VEHICLE PARTS ARE INCLUDED?

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

- **Air Conditioning Systems** are systems that cool the interior environment of a vehicle and are part of a vehicle’s thermal system. Air Conditioning Systems, whether sold together or separately,

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

include one or more of the following: automotive compressors, condensers, HVAC units (typically consisting of a blower motor, actuators, flaps, evaporator, heater core, and filter embedded in a plastic housing), control panels, sensors, and associated hoses and pipes.

- **Automotive Brake Hoses** are flexible hoses that carry brake fluid through the hydraulic brake system of an automobile.
- **Automotive Constant-Velocity-Joint Boot Products** are composed of rubber or plastic and are used to cover the constant-velocity-joints of an automobile to protect the joints from contaminants.
- **Automotive Hoses** are flexible tubes used to convey liquid and air in vehicles. Automotive Hoses include low-pressure rubber hoses used in automobile engine compartments and plastic and resin tubes used in vehicle engine compartments and fuel tank modules.
- **Automotive Steel Tubes** are used in fuel distribution, braking, and other automotive systems. Automotive Steel Tubes are sometimes divided into two categories: chassis tubes and engine parts. Chassis tubes, such as brake and fuel tubes, tend to be located in the body of a vehicle. Engine parts, such as fuel injection rails, oil level tubes, and oil strainer tubes, are associated with the function of a vehicle's engine.
- **Body Sealing Products** are automotive body sealing parts. They are typically made of rubber and trim the doors, hoods, and compartments of vehicles. Body Sealing Products keep noise, debris, rainwater, and wind from entering the vehicle and control vehicle vibration. In some instances, they also serve as a design element. Body Sealing Products include body-side opening seals, door-side weather-stripping, glass-run channels, trunk lids, and other rubber sealings.
- **Ceramic Substrates** are uncoated ceramic monoliths with fine honeycomb structures that, after coating with a mix of metal and other chemicals, are incorporated into automotive catalytic converters.
- **Exhaust Systems** are systems of piping and other parts that convey noxious exhaust gases away from the passenger compartment and reduces the level of pollutants and engine exhaust noise emitted. An Exhaust System includes one or more of the following components: manifold, flex pipes, catalytic converter, oxygen sensor, isolator/gasket/clamps, resonator assemblies/pipe accessories, and muffler/muffler assemblies. An Exhaust System has a "hot end," which is the part of the Exhaust System that is mounted to the engine, which is generally comprised of a manifold and catalytic converter, and a "cold end," which is the part of the Exhaust System that is mounted to the underbody of the car, which generally contains a muffler, pipes, and possibly a catalytic converter.
- **Electronic Powered Steering Assemblies** which are defined to include electric power steering motors, provide electric power to assist the driver to more easily steer the automobile. Electronic Powered Steering Assemblies link the steering wheel to the tires, and include the column, intermediate shaft, electronic control unit, but do not include the steering wheel or tires. "Pinion-Assist Type Electronic Powered Steering Assemblies" provide power to the steering gear pinion shaft from electric motors to assist the driver to more easily steer the automobile. Pinion-Assist Type Electronic Powered Steering Assemblies include an electronic control unit and link the steering wheel to the tires, but do not include the column, intermediate shaft, steering wheel or tires.

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Electronic Powered Steering Assemblies include Pinion-Assist Type Electronic Powered Steering Assemblies as well as all component parts of the assemblies, including the steering column, intermediate shaft, electronic control unit, and electric power steering motors (but not the steering wheel or tires).

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

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a combination of the turn and wiper switches as one unit, sold together as a pair; and door courtesy switch (installed in the door frame), which activates the light inside the vehicle when the door opens.

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

7. WHY ARE THESE CLASS ACTIONS?

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

WHO IS INCLUDED IN THE CLASSES

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

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

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

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

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

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Brose	January 1, 2004	June 14, 2018	Side-Door Latches
Corning	January 1, 1990	January 11, 2018	Ceramic Substrates

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Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Delphi	January 1, 2000	June 21, 2019	Ignition Coils
Green Tokai	January 1, 2000	September 6, 2018	Body Sealing Products
Keihin	January 1, 2000	May 22, 2018	Fuel Injection Systems
KYB	January 1, 1995	November 6, 2018	Shock Absorbers
Maruyasu	January 1, 2000	October 15, 2018	Fuel Injection Systems
	December 1, 2003	October 15, 2018	Automotive Steel Tubes
Meritor	January 1, 2002	June 5, 2018	Exhaust Systems
Mikuni	January 1, 2000	June 18, 2019	Fuel Injection Systems Valve Timing Control Devices
Mitsubishi	May 1, 1999	June 15, 2018	Air Conditioning Systems
Panasonic	May 1, 1999	March 11, 2019	Air Conditioning Systems
Sanoh	December 1, 2003	April 10, 2019	Automotive Steel Tubes
Showa	January 1, 2005	July 10, 2019	Electronic Powered Steering Assemblies
	January 1, 1995	July 10, 2019	Shock Absorbers
TKH	January 1, 2003	November 27, 2018	Occupant Safety Systems
Tokai Rika	January 1, 2000	March 23, 2018	Heater Control Panels
	January 1, 2003	March 23, 2018	Occupant Safety Systems
	September 1, 2003	March 23, 2018	Steering Angle Sensors
	September 1, 2003	March 23, 2018	Switches
Toyo Denso	January 1, 2000	April 30, 2018	Ignition Coils

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

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
	January 1, 2003	April 30, 2018	Power Window Switches
Toyoda Gosei	February 1, 2004	July 20, 2018	Automotive Brake Hoses
	May 1, 2003	July 20, 2018	Automotive Hoses
	January 1, 2000	July 20, 2018	Body Sealing Products
	January 1, 2006	July 20, 2018	Automotive Constant-Velocity-Joint Boot Products
	June 1, 2004	July 20, 2018	Interior Trim Products
	January 1, 2003	July 20, 2018	Occupant Safety Systems

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

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

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

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

9. WHO IS NOT INCLUDED IN THE SETTLEMENT CLASSES?

The Settlement Classes do not include:

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

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

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

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

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

THE ROUND 4 SETTLEMENTS’ BENEFITS

11. WHAT DO THE ROUND 4 SETTLEMENTS PROVIDE?

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

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

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

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

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

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

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

HOW TO GET BENEFITS

12. HOW DO I SUBMIT A CLAIM?

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

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

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

However, you will be required to submit a Claim Form to be eligible to receive a payment from any of the Settlement Funds. Claims may be submitted online at www.AutoPartsClass.com or by printing and mailing your completed form postmarked by **December 31, 2019** to:

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

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

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

13. HOW MUCH MONEY CAN I GET?

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

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

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

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

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

Payments will be based on a number of factors, including at least the number of valid claims filed by all members of the Settlement Class in question and the number of (1) qualifying new vehicles purchased or leased or (2) qualifying replacement parts purchased. It is possible that any money

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

remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Settling Defendants after the Court finally approves the Round 4 Settlements.

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

14. WHEN WILL I GET A PAYMENT?

Payments may be distributed to members of the Settlement Classes after: (1) the Court grants final approval to the Round 4 Settlements; (2) any appeals from such approvals are resolved (appeals can take several years to conclude); (3) the claims administration process is completed; and (4) the Court approves the allocation of the Net Settlement Funds.

15. WHAT IS THE NON-MONETARY RELIEF?

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

REMAINING IN THE CLASSES

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

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

In return for paying the Settlement amounts and providing the non-monetary benefits, the Round 4 Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the Settlement Agreements. The Round 4 Settlement Agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves these Settlements. If you have any questions, you can talk to Class Counsel listed in Question 20 for free, or you can, of course, talk to your own lawyer (at your own expense). The Round 4 Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASSES

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

To exclude yourself from one or more of the Settlement Classes, you must send a letter by mail stating that you want to be excluded from *In re Automotive Parts Antitrust Litigation* and specifying from which Settlement Class or Classes (including the specific automotive part case) you wish to be excluded. If you did not timely request to be excluded from the Round 1, Round 2 or Round 3 Settlement Classes, you may not request to be excluded from those Settlement Classes at this time. You may only request to be excluded from the Settlement Classes for the Round 4 Settlements.

Your letter must also include:

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

If you are seeking to exclude yourself from one or more of the Round 4 Settlement Classes, you are also requested (but not required) to state in your letter the number of new vehicles you purchased from January 1, 1990 to July 20, 2019.

Any request for exclusion must be mailed to the address immediately below, and must be **received** no later than **November 19, 2019**:

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

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

No. Unless you exclude yourself, you give up any right to sue the Round 4 Settling Defendants for the claims being released in this litigation.

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

No. If you exclude yourself from the Settlement Classes in any of the Round 4 Settlements, you will not get any money as a result of the Settlement in that case. However, you may exclude

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yourself from one or more of the Settlement Classes for any of the Round 4 Settlements but remain in the Settlement Classes for other Round 4 Settlements. In that case, you may receive money from the Round 4 Settlements for the Settlement Classes in which you remain a Class member.

THE LAWYERS REPRESENTING YOU

20. DO I HAVE A LAWYER REPRESENTING ME?

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

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

21. HOW WILL THE LAWYERS BE PAID?

At the upcoming Final Fairness Hearing, Class Counsel may ask the Court (a) to award incentive awards to named Plaintiffs, (b) to reimburse Class Counsel for certain costs and expenses, and (c) for attorneys' fees based on their services in this litigation, not to exceed 25% of the approximately \$184 million in additional Settlement Funds resulting from the Round 4 Settlements after deducting reimbursable litigation costs, incentive awards, and expenses. Any payment to the attorneys will be subject to Court approval, and the Court may award less than the requested amount. The attorneys' fees, costs, incentive awards, and litigation expenses that the Court orders, plus the costs to administer the Round 4 Settlements, will come out of the Settlement Funds. Class Counsel may seek additional attorneys' fees, costs, and expenses from any additional Settlements or recoveries obtained in the future.

When Class Counsel's motion for fees, costs, and expenses is filed, it will be available at www.AutoPartsClass.com. The motion will be filed on or before October 31, 2019 and will be posted on the website shortly thereafter for any objections to or comments on the motion from members of the Settlement Classes (*see* Question 22).

OBJECTING TO THE ROUND 4 SETTLEMENTS

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

If you have objections to or comments about any aspect of (a) one or more of the Round 4 Settlements, (b) the revised Plan of Allocation as it applies to members of any of the Settlement Classes (in Rounds 1 through 4), or (c) the motion by Class Counsel for attorneys' fees, costs, and

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

incentive awards as it applies to members of the Round 4 Settlement Classes, then you may express your views to the Court. You can only object to or comment on these matters if you do not exclude yourself from the applicable Settlement Class or Classes.

To object to or comment on a Round 4 Settlement, the revised Plan of Allocation, or the motion for attorneys’ fees, costs, and incentive awards, you must do so in writing. Your letter must specify which Settlement (including the specific vehicle part) you are objecting to and include the following in your objection letter:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a new eligible vehicle and/or purchase of the applicable replacement part:
 - Purchase or lease documentation should include: (a) the date of purchase or lease, (b) the make and model year of the new vehicle, and (c) the state where you resided when the new vehicle was purchased or leased, or as to businesses, the principal place of business;
 - Replacement part documentation should include: (a) the date of purchase, (b) type of replacement part purchased, and (c) the state where you resided when the replacement part was purchased, or as to businesses, the principal place of business.;
- The name of the Settling Defendant whose Settlement you are objecting to or commenting on;
- The vehicle part case, including the case name and case number, that is the subject of your objections or comments. (You can find the case numbers at www.AutoPartsClass.com. Go to the “Class Action Complaints” under the “Court Documents” tab to find the cases by part.);
- The reasons you object to the Settlement, revised Plan of Allocation, motion for attorneys’ fees, or incentive awards, along with any supporting materials; and
- Your signature.

Any comment or objection must be in writing, mailed to **both** of the addresses listed immediately below, and must be received by both the Clerk of the Court and the Notice Administrator, no later than **November 19, 2019**. The addresses are:

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

Any objection or comment must also be timely filed with the Court (on or before November 19, 2019) in the case file (or docket) of the specific automotive parts case or cases that are the subject

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

of your objection or comments (e.g., *In re Heater Control Panels*, No. 2:12-cv-00403). Objections or comments filed only in *In re Automotive Parts Antitrust Litigation* (the Master Docket, 2:12-md-02311), will not satisfy this requirement.

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

23. WHAT IS THE DIFFERENCE BETWEEN EXCLUDING MYSELF FROM THE SETTLEMENT CLASSES AND OBJECTING TO THE ROUND 4 SETTLEMENTS?

If you exclude yourself from one or more of the Round 4 Settlement Classes, you are telling the Court that you do not want to participate in the Round 4 Settlement(s) from which you exclude yourself. Therefore, you will not be eligible to receive any payment from those Round 4 Settlement(s), and you will not be able to object to them. Objecting to a Round 4 Settlement simply means telling the Court that you do not like something about the Settlement. Objecting does not make you ineligible to receive a payment.

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Round 4 Settlements and any requests by Settlement Class Counsel for fees, costs, expenses, and Class representative incentive awards. You may attend and you may ask to speak, but you do not have to do so.

24. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE ROUND 4 SETTLEMENTS?

The Court will hold a Final Fairness Hearing at **11:00 a.m.** on **December 10, 2019**, at the United States Courthouse, 231 W. Lafayette Blvd, Detroit, MI 48226, Room 250. The hearing may be moved to a different date or time without additional notice, so check www.AutoPartsClass.com or call 1-877-940-5043 for current information. At this hearing, the Court will consider whether the Round 4 Settlements and the revised Plan of Allocation are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel. At or after the hearing, the Court will decide whether to approve the Round 4 Settlements.

25. DO I HAVE TO ATTEND THE HEARING?

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

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

26. MAY I SPEAK AT THE HEARING?

If you send an objection or comment on the Round 4 Settlements, revised Plan of Allocation, or motion for attorney’s fees, costs, and incentive awards, as described in Question 22, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing if you do not submit a timely written objection or comment as described in Question 22. You cannot speak at the hearing if you exclude yourself from that specific Settlement Class.

THE TRIALS

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

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

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

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

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

29. WILL I GET MONEY AFTER THE TRIALS?

If the Plaintiffs obtain money or benefits as a result of a trial or settlement with the Non-Settling Defendants, then members of the classes in question will be notified about how to ask for a share or what their other options are at that time. That information will be available at www.AutoPartsClass.com. With the approval of the Court, notice of any subsequent settlements and related matters may be given only on the website. These things are not known right now.

GET MORE INFORMATION

30. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Round 4 Settlements. More details are in the Round 4 Settlement Agreements. You can view or get copies of the Settlement Agreements and more information about all the Settlements at www.AutoPartsClass.com. In addition, the full proposed revised Plan of Allocation is available at www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163, send an email to info@AutoPartsClass.com, or call the toll-free number, 1-877-940-5043. If you file a claim, you will be notified of any future settlements and other information concerning these cases.

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

Exhibit C

From: DoNotReply <donotreply@legalclaimsadmin.com>
Sent: Tuesday, September 16, 2019 11:39 AM
To: [REDACTED]
Subject: Auto Parts Settlements Update

**You Could Get \$100 or More From Auto Parts Settlements
Claims Deadline Set for December 31, 2019**

FILE A CLAIM NOW!

You are receiving this email because you registered to receive updated information about the Automotive Parts Settlements.

Additional defendants have agreed to new Settlements resolving claims that they fixed the price of auto parts. More information is available for your review on the website, www.AutoPartsClass.com.

You are not required to provide documentation at the time you file a claim.

You can file a claim now by clicking on the link above. Submitting a claim is easy. You can also file a claim by mail. The deadline to file a claim is **December 31, 2019**. You could get \$100 or more if you qualify. If you already filed a claim, you do not need to file one again for the same vehicle or part to get a payment. You should file an additional claim if you have new vehicles or parts to report.

Registration Number: 9999999

Exhibit D

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

PRESORTED
FIRST-CLASS
MAIL
U.S. POSTAGE
PAID

**Update: Auto Parts Settlements Total Over \$1.2 Billion
Claims Deadline Set for December 31, 2019**

YAA00012639489



JANE CLAIMANT
123 A STREET
ANYTOWN, WA 98101

You Could Get \$100 or More from Auto Parts Settlements

File a Claim Now

What is This About?	<p>You are receiving this notice because you registered to receive updated information about the Automotive Parts Settlements. Additional defendants have agreed to new Settlements resolving claims that they fixed the price of auto parts. More information is available for your review on the website, www.AutoPartsClass.com.</p> <p>You are not required to provide documentation at the time you file a claim.</p>
How to File a Claim?	<p>Submitting a claim is easy. Go to www.AutoPartsClass.com to file a claim online. You can also file a claim by mail. The deadline to file a claim in these Settlements is December 31, 2019. You could get \$100 or more if you qualify. If you already filed a claim, you do not need to file one again for the same vehicle or part to get a payment. You should file an additional claim if you have new vehicles or parts to report.</p>

For More Info or a Claim Form:

www.AutoPartsClass.com 1-877-940-5043 info@AutoPartsClass.com

Exhibit E

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

51

PRESORTED
FIRST-CLASS
MAIL
U.S. POSTAGE
PAID

Auto Parts Settlements Total Over \$1.2 Billion
File Your Claim by December 31, 2019

YAA00012639489



JANE CLAIMANT
123 A St
ANYWHERE, WA 98101

You Could Get \$100 or More from Auto Parts Settlements

File a Claim Now

What is This About?	<p>You are receiving this notice because your company may have purchased (or leased) new vehicles or parts that may be included in the Automotive Parts Settlements. You can now file a claim for money, and your other rights could be affected.</p> <p>Defendants have agreed to Settlements resolving claims that they fixed the price of certain auto parts. More information is available for your review on the website, www.AutoPartsClass.com.</p>
How to File a Claim?	<p>Submitting a claim is easy. Go to www.AutoPartsClass.com to file a claim online. You can also file a claim by mail. The deadline to file a claim in these Settlements is December 31, 2019. You could get \$100 or more if you qualify. If you already filed a claim, you do not need to file one again for the same vehicle or part to get a payment. You should file an additional claim if you have new vehicles or parts to report.</p>

For More Info or a Claim Form:

www.AutoPartsClass.com 1-877-940-5043 info@AutoPartsClass.com

Exhibit F

From: Auto Parts Class <broadcast@exact-emailing.com>
Sent: Friday, September 13, 2019 8:40 AM
To: Pinkerton, Brian
Subject: TEST: Attention Toyota Car Owners

YOU COULD GET \$100 OR MORE FROM AUTO PARTS SETTLEMENTS

FILE A CLAIM NOW!

Brian,

You are receiving this email because records show you purchased a Toyota Camry that is included in the Automotive Parts Settlements. You can now file a claim for money, and your rights may be affected.

Defendants have agreed to Settlements resolving claims that they fixed the price of auto parts. More information is available for your review at www.AutoPartsClass.com.

Submitting a claim is easy. No documentation is required at this time. Click on the link below to file a claim online by **December 31, 2019**. If you already filed a claim, you do not need to file one again for the same vehicle or part to get a payment. You should file an additional claim if you have new vehicles or parts to report.

FILE A CLAIM

*Unsubscribe from our emails by [clicking here](#)
Postal opt-outs can be sent to: Opt-out Compliance, 1923 Bragg St #140-3025, Sanford, NC 27330
This email was sent to you because you are registered to receive our 3rd party partner emails*

**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. 2:12-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: FUEL INJECTION SYSTEMS	Case No. 2:13-cv-02203
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

**DECLARATION OF SHANNON R. WHEATMAN, PH.D. ON IMPLEMENTATION OF
THE JULY 2019 NOTICE PROGRAM**

I, Shannon R. Wheatman, being duly sworn, hereby declare as follows:

1. I am president of Kinsella Media, LLC (“Kinsella”), an advertising and notification consulting firm in Washington, D.C. specializing in the design and implementation of notification programs.

2. I submit this declaration in connection with the above referenced matter, *In re Automotive Parts Antitrust Litigation*. Katherine Kinsella, founder and former president of

Kinsella, previously submitted a declaration executed September 3, 2015, outlining the firm's and my credentials. I previously submitted a declaration describing the July 2019 Notice Program designed by Kinsella ("July 2019 Notice Program Declaration"). The Court subsequently approved the July 2019 Notice Program on August 2, 2019. This declaration describes the implementation of the July 2019 Notice Program and measures taken to provide the best notice practicable under the circumstances.

3. This declaration is based upon my personal knowledge and upon information provided by Settlement Class Counsel and my associates and staff. The information is of a type reasonably relied upon in the fields of advertising, media, and communications.

4. Each element of this Notice Program was implemented by Kinsella and Epiq (formerly Garden City Group, LLC).¹

July 2019 Notice Program Phase 1: Due Process Components Overview

5. The first phase of the Court-approved July 2019 Notice Program, designed and implemented for this case, achieved each of the planned objectives.

6. In my opinion, the first phase of the July 2019 Notice Program provided the best notice practicable under the circumstances of this case and satisfied due process. The details of this portion of the July 2019 Notice Program and the basis for my opinion on its adequacy are outlined below.

7. This first phase of the program was implemented to provide notice to Settlement Class Members and informed Settlement Class Members about their rights and options in the case. The second phase will be a simple reminder about the upcoming claims deadline.

¹ Garden City Group was acquired by Epiq on June 15, 2018 and is now continuing operations as part of Epiq. All references herein to either Epiq or Garden City Group are used interchangeably to refer to the integrated Epiq organization.

PHASE 1: DUE PROCESS COMPONENTS

8. As set forth in the “Declaration of Brian A. Pinkerton Regarding July 2019 Notice Dissemination and Settlement Administration” (“Pinkerton Declaration”), beginning September 16, 2019, the Settlement Administrator, Epiq, sent an email to those individuals who filed a claim or previously registered on the Settlement Website, www.AutoPartsClass.com, and who provided a valid email address. The email notified potential members of the settlement classes (“Settlement Class Members”) about the Round 4 Settlements and directed them to visit the website to read updated information or file a claim. Beginning September 16, 2019, Epiq mailed a postcard to potential Settlement Class Members who provided only a mailing address and those whose attempted email alert bounced back as undeliverable.

9. Additionally, beginning September 16, 2019, Epiq sent an email to potential Settlement Class Members and mailed a postcard to fleet companies. More information about the direct notice can be found in the Pinkerton Declaration.

Paid Media

10. The paid media portion of the first phase of the July 2019 Notice Program was designed to provide notice of the Round 4 Settlements to potential Settlement Class Members. The paid media was, in accordance with best practices, designed by choosing a target audience that encompasses the characteristics of Settlement Class Members.

11. As described in the July 2019 Notice Program Declaration, Kinsella used GfK MediaMark Research, Inc.’s (“GfK MRI”) *2018 Doublebase Study*² to select a target audience.

² GfK MRI produces the annual *Doublebase Survey*, a study of over 50,000 adults consisting of two full years of data. The sample consists of over 26,000 respondents. Fieldwork is done in two waves per year, each lasting six months and consisting of 13,000 interviews. At the end of the interview, the fieldworker presents a self-administered questionnaire that measures approximately 500 product/service categories, 6,000 brands, and various lifestyle activities.

The target audience selected was adults 18 years of age or older who currently own or lease a new motor vehicle (“New Vehicle Owners/Lessees”). New Vehicle Owners/Lessees are measured in GfK MRI; however, fleet owners and replacement part purchasers are not measured in the survey data.

12. As indicated in the July 2019 Notice Program Declaration, the target audience of New Vehicle Owners/Lessees is still appropriate because it is the closest measurable target to the Settlement Classes (individuals who bought or leased a new vehicle or paid to replace a qualifying part in their vehicle from 1990 to 2019).

13. Kinsella utilized media outlets based on their ability to provide effective and efficient penetration of the target audience. Further details are available in the detailed Notice Program document filed with my July 2019 Notice Program Declaration.

14. The Publication Notice appeared in the following consumer magazines: *People*,³ *Sports Illustrated*, and *Time*. An example of the Publication Notice as it appeared in print is attached as **Exhibit 1**.

15. In addition to published notice, Kinsella used Internet banner advertising to provide Settlement Class Members with additional notice opportunities beyond the print placements. The banner advertisement was designed to alert potential Settlement Class Members to the Round 4 Settlements through the use of a bold message and graphics. The simple message enabled potential Settlement Class Members to quickly determine if they might be affected by the Round 4 Settlements. When visitors clicked on the banner advertisement, they were connected directly to the Settlement Website. Samples of the banner advertisements as they appeared on several websites are attached as **Exhibit 2**.

³ The Publication Notice appeared twice in *People*.

16. Banner advertisements appeared on the following networks between September 16, 2019 and October 20, 2019: *Conversant, Facebook/Instagram, RhythmOne, and Verizon Media Group*. Each network partners with thousands of websites to distribute online advertisements across their network. The banner advertisements ran across the partner websites, and 216,722,630 total gross impressions⁴ were delivered.

17. An Implementation Report for the first due process phase of the July 2019 Notice Program is attached as **Exhibit 3** and confirms that this phase of the Court-approved July 2019 Notice Program was implemented. The report details each print publication and the date and page number upon which the Publication Notice appeared. The report confirms that Kinsella has received a true and correct copy of the advertisement, or “tearsheet,” from each publication. The report also details the delivered gross impressions for the due process Internet advertisements.⁵

Effectiveness of July 2019 Notice Program

18. The *reach*⁶ and *frequency*⁷ of the July 2019 Notice Program were measured against the target audience to evaluate the strength and efficiency of the paid media (magazine and Internet advertising). The July 2019 Notice Program delivered an estimated reach of 70.1% of New Vehicle Owners/Lessees with an average frequency of 2.3 times.⁸ In my opinion, the July 2019 Notice Program adequately reached New Vehicle Owners/Lessees.

⁴ *Gross impressions* are the total number of times a form of media containing the Notice was shown. This figure does not represent the total number of unique viewers of the Notice, as some viewers/readers will have the opportunity to see the Notice in more than one media vehicle.

⁵ Copies of the notices as they appeared in each publication are available to the Court upon request.

⁶ *Reach* is the estimated percentage of a target audience that is exposed one or more times through a specific media outlet or combination of media outlets within a given period.

⁷ *Frequency* is the estimated average number of opportunities an audience member has to see the notice.

⁸ The claims reminder components are not measured for this target audience, so their contribution to the overall reach of the media was not calculated.

PHASE 2: CLAIMS REMINDER COMPONENTS

19. In addition to the due process components required by Rule 23(c)(2) of the Federal Rules of Civil Procedure (“Rule 23”), the Notice Program includes extensive media and individual mail to encourage Class Members to file claims. This portion of the program is still being implemented.

Individual Notice

20. Starting November 26, 2019, Epiq will email or mail a Reminder Notice to individuals who previously registered on the website who have not already filed a claim, potential Settlement Class Members, and fleet companies.

21. Starting November 26, 2019, Epiq also will email individuals who had already filed a claim and asked them to share information about the Settlements and upcoming claims deadline with their friends and family.

Paid Media

22. As described in July 2019 Notice Program Declaration, a multi-layered media program including television and targeted Internet will be implemented.

23. A 30-second television ad will run on local and cable TV from November 11, 2019 to December 8, 2019. Local TV will reach media markets in the 30 affected states and D.C.

24. Targeted Internet advertising will be used from November 11, 2019 to December 15, 2019 to reach potential Settlement Class Members on the Internet across different ad networks and publisher websites and through Facebook, Instagram, and LinkedIn. Banner ads will be targeted to reach specific car owners; individuals interested in automotive topics, car parts, or repair; individuals who purchased automotive products and aftermarket accessories; and

individuals who clicked on banner ads for the prior notice programs or previously visited the Settlement website.

25. Kinsella is using a third-party ad management platform, Sizmek, to audit the digital portion of the Notice Program. The digital campaign that Kinsella designed, planned, and is implementing measures impressions across all platforms for accuracy.

PHASE 1 & 2: EARNED MEDIA

26. The July 2019 Notice Program features an earned media program. All materials will contain a message that highlights the Settlements' benefits, encourages potential Settlement Class Members to file a claim, and features the toll-free telephone number and website address that Settlement Class Members can visit for complete information. The earned media program includes:

a. A multichannel news release ("MNR") that will be distributed on PR Newswire's US1 National Circuit on or around November 20, 2019.

b. Outreach to targeted media outlets to solicit their interest in writing a story about the Settlements and generate free media coverage began October 1, 2019. A media pitch team is conducting outreach to national and local reporters for print and television outlets that focus on automotive, law, and consumer interest stories. This outreach has generated six unique stories so far, including features on *The Auto Channel*, *Danny the Deal Guru*, *Top Class Actions*, *Hustler Money Blog*, and *Miles to Memories*, as well as nine social media posts from online influencers. Media outreach will continue through December 24, 2019.

c. A Satellite Media Tour where television and radio interviews with Class Counsel will begin airing on or around November 7, 2019 to an audience of over six million across the United States.

OTHER

27. On November 11, 2019, Kinsella will begin keyword advertising by registering keywords and phrases (e.g., “Auto Parts Settlement”) with all major search engines, including: Google AdWords, Bing Microsoft Advertising, and their search partners. When a user searches for one of the specified search terms or phrases, sponsored links may appear on the results page. For example, Google will show pages and ads in response to the keywords that are typed in the search box. The keyword advertisement will then direct potential Settlement Class Members to the Settlement Website.

28. As further set forth in the Pinkerton Declaration, Epiq, updated the Settlement Website at www.AutoPartsClass.com to enable potential Settlement Class Members to get current information on the Settlements or file a claim and the answers to the frequently asked questions on the toll-free phone number.

Performance and Design of Notice Plan

29. ***Objectives were met.*** The primary objective of the first, due process phase of the July 2019 Notice Program in this case was to effectively reach the greatest practicable number of Settlement Class Members with “noticeable” Notices of the Round 4 Settlements and provide them with every reasonable opportunity to understand that their legal rights are affected. This objective was successful.

30. ***The Notice reached Class Members effectively.*** The first phase of the July 2019 Notice Program, as implemented, reached an estimated 70.1% of New Vehicle Owners/Lesseees.

Although not included in the reach percentage above, the Settlement Website, claims reminder components, and earned media and outreach efforts further enhance coverage among the potential Settlement Class Members. Based on our calculations, I can confidently state that the potential Settlement Class Members were adequately reached with notice of the Round 4 Settlements.

31. *Notices were designed to increase noticeability and comprehension.* The Court-approved Notices were designed to get the attention of Settlement Class Members by, for example, including bold and informative headlines. After the Notices caught the interest of the Settlement Class Members, it was critical that they could understand the content.

32. The Publication Notice was worded with simple, plain language text to encourage readership and comprehension. No important or required information was missing or omitted. The Notice refers readers to the availability of more information via the website or toll-free number.

33. The Long Form Notice was available via the website or the toll-free number. The Long Form Notice provided substantial information, including specific instructions Settlement Class Members needed to follow to properly exercise their rights and background on the issues in the case. This Notice was designed to encourage readership and understanding with a well-organized and reader-friendly design. The question and answer format made it easy for Settlement Class Members to find answers to common questions.

34. The final appearance of the due process Notice was on October 20, 2019, which allows plenty of time for members of the Settlement Classes to see the Notices and respond accordingly before the November 19, 2019, exclusion and objection deadlines. This timing ensures that Settlement Class Members are allotted more than adequate time to act on their rights.

Conclusion

35. The first phase of the July 2019 Notice Program effectively reached an estimated 70.1% of New Vehicle Owners/Lessees and provided an estimated average of 2.3 opportunities to see the Notice. Although not included in the reach percentage, the claims reminder components, earned media and outreach efforts, and the Settlement Website provide other opportunities for potential Settlement Class Members to learn and obtain information about the Round 4 Settlements.

36. It is my opinion that the reach of the target audience, number of exposure opportunities to the notice information, and content of the Notices was adequate and reasonable under the circumstances. It is consistent with the standards employed by Kinsella in notification programs designed to reach class members. The July 2019 Notice Program, as designed and implemented, is fully compliant with Rule 23 of the Federal Rules of Civil Procedure.

I declare under penalty of perjury that the foregoing is true and correct. Executed in Souderton, PA this 30th day of October 2019.



Shannon R. Wheatman, Ph.D.

EXHIBIT 1

Vehicle Owners/Lessees Could Get Money from Settlements Involving Auto Parts

You Could Get \$100 or More

Claims Deadline Set for December 31, 2019

There are new Settlements totaling approximately \$184 million with manufacturers that resolve claims they fixed the price of certain automotive vehicle components. This may have caused individuals and businesses to pay more for certain new vehicles and replacement parts. The Settling Defendants deny any claims of wrongdoing.

Am I included?

You may be included if, from 1990 to 2019, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale) or (2) bought a qualifying vehicle replacement part (not for resale) from someone other than the manufacturer of the part. In general, qualifying vehicles include new four-wheeled passenger automobiles, vans, sports utility vehicles, crossovers, and pickup trucks. Visit the website below or call for more information.

What do the Settlements provide?

This is the fourth group of Settlements for this case. The combined total Settlement Fund is over \$1.2 billion. The Settlement Funds (minus expenses, attorney fees, incentive awards, and other costs) will be used to pay consumers and businesses who bought/leased certain new vehicles or bought certain replacement parts while living in 30 states and the District of Columbia. The Settlements also include cooperation and agreements by certain Settling Defendants not to engage in certain conduct for a period of 24 months.

The 30 states are: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin.

How can I get a payment?

You must submit a Claim Form online or by mail by **December 31, 2019**. If you already filed a claim, you do not need to submit another claim for the same vehicle or part. You should file an additional claim if you have new vehicles or parts to report. Payments will be based on the number of valid claims filed as well as on the number/type of eligible cars/replacement part(s) you purchased. All valid and timely claimants will receive a minimum \$100 payment (depending on the availability of funds).

What are my rights?

Even if you do nothing, you will be bound by the Court's decisions. If you want to keep your right to sue, you must exclude yourself by **November 19, 2019**. If you do not exclude yourself, you may object to one or more of the Settlements by **November 19, 2019**.

The Court will hold a hearing on **December 10, 2019** to consider whether to approve the Settlements. Settlement Class Counsel may also request incentive awards for named plaintiffs, reimbursement of costs and expenses as well as attorneys' fees not to exceed 25% of the Settlement Funds (minus costs, expenses, and incentive awards). You or your own lawyer may appear and speak at the hearing at your own expense.

For More Info or to File a Claim:

1-877-940-5043 www.AutoPartsClass.com

people picks

MOVIE | Abominable

FAMILY A young girl, Yi (Chloe Bennet), befriends a Yeti, nicknamed Everest, who has broken free from his captors and wants nothing more than to return to his home high up in the Himalayas. *Abominable* takes a little while to get its narrative going, but Everest is cute—he's like a Mini Cooper-size plush toy—and the animation is a beautiful tapestry of landscapes: rivers, forests, mountains and skies of Instagram blue. (Sept. 27, PG)



Mixed-ish Star Arica Himmel

The New York City native, 14, celebrated landing her first major TV role as if she'd won the World Series. "I went to Disneyland with my dad," says Himmel, who plays the kid version of Tracee Ellis Ross's Rainbow Johnson on ABC's *Black-ish* spinoff. Ross, who narrates the show, has been "a mentor to me," Himmel says. "She told me not to focus on what she does in *Black-ish* but add my own flavor."

—DANA ROSE FALCONE



CLOCKWISE FROM TOP: UNIVERSAL STUDIOS/PEARL STUDIO; JAMIE MCCARTHY/GETTY IMAGES; KELSY MCNEEL/ABC

EXHIBIT 2

Display Banner

The screenshot displays the MSN homepage with a prominent display banner for AutoPartsClass.com. The banner features the text "YOU COULD GET \$100 OR MORE FROM SETTLEMENTS" and a "SIGN UP NOW" button. The URL "www.AutoPartsClass.com" is visible below the button. The MSN logo and "powered by Microsoft News" are in the top left. A search bar with "web search" is in the top right. Below the search bar are links to Outlook.com, Microsoft Store, Skype, Shopping, Facebook, eBay, Rewards, Office, and OneDrive. A navigation bar includes "NEW YORK / 63°F", "Make MSN my homepage", and categories like NEWS, ENTERTAINMENT, SPORTS, MONEY, LIFESTYLE, HEALTH, FOOD, TRAVEL, AUTOS, VIDEO, KIDS, and CAUSES. The main content area features several news stories: "UKRAINE FALLOUT" with sub-headlines "Trump has 'obligation' to seek foreign aid" and "US wanted Ukraine to probe before meeting, texts show"; "Winners and losers from Seahawks' win over Rams"; "Harris calls on WH to release Trump-Xi records"; "8-17 plane crash: Are old bombers safe to fly?"; "Braves players bemoan Acuña's lack of hustle"; "Why Philipps considered divorcing Silverstein"; "Bieber tells PETA: 'Leave my beautiful cats alone'"; "Motley Fool issues Rare 'Bull's Eye' Buy Alert"; and "Biden warns Fox News against running Trump ad". A "TRENDING NOW" section lists various news items. The AutoPartsClass.com banner is repeated on the right side of the page.

Display Banner

29	JAX	2-2	ARI	0-3-1	ATL	1-3	TB	2-2	MIN	2-2	CHI	3-1	NYJ	0-3	BAL	2-2	BUF	3-1	NE	4-0	DEN	0-4
30	CAR	2-2	CIN	0-4	HOU	2-2	NO	3-1	NYG	2-2	OAK	2-2	PHI	2-2	PIT	1-3	TEN	2-2	WAS	0-4	LAC	2-2
	SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET		SUN, 1:00 PM ET	SUN, 4:05 PM ET

NEWS SCORES SCHEDULE STANDINGS HIGHLIGHTS NFL 100 ...

FA



SEATTLE SEAHAWKS



LOS ANGELES RAMS

VS



GAME CENTER

Seahawks stun Rams in dramatic win

Chris Carson hauled in the go-ahead touchdown in Seattle's comeback victory over L.A. on Thursday night. A missed field goal by Greg Zuerlein sealed the win. See all the stats and watch every highlight here.

News NFL 100 My Team

What we learned from Seahawks' win over Rams
 Rams' Zuerlein blames poor swing for missed FG
 Russell Wilson, Lockett connect on improbable TD
 Raiders' Tyrell Williams, J.J. Nelson questionable
 Rudolph putting 'emphasis' on throwing to Juju
 Diggs on report he wants out: Truth to all rumors
 Steve Smith Sr.: Sam Mills' immense impact on me
 Injuries: Rams WR Brandin Cooks exits vs. 'Hawks
 Week 5 game picks: Pack or 'Boys in classic bout?

[GO TO NEWS](#)

YOU COULD GET
\$100 OR MORE
 FROM SETTLEMENTS

[SIGN UP NOW](#)

www.AutoPartsClass.com

YOU COULD GET
\$100 OR MORE
 FROM SETTLEMENTS

[SIGN UP NOW](#)

www.AutoPartsClass.com

DSP - 300x250

The screenshot shows a Yahoo! Style article titled "This best-selling down jacket weighs in at less than a pound for ultimate portability". The article is by Kate Mendonca, dated October 3, 2019. It features three images of down jackets in maroon, beige, and dark green. The text describes the jacket as a packable puffer, ideal for layering and portability. The article also includes social media sharing icons for Tumblr, Facebook, Twitter, and Email. To the right of the article are two promotional banners: one for AutoPartsClass.com offering a \$100 or more discount from settlements, and another for Reformation launching limited-edition sneakers with New Balance.

Home Mail News Sports Finance Celebrity Style Movies Weather Answers Mobile

yahoo! style Search Sign in Mail

Style Home Shopping Fashion Beauty Royals Red Carpet Life Health Video Follow Us f t

Shopping

This best-selling down jacket weighs in at less than a pound for ultimate portability

Kate Mendonca
Yahoo Canada Style October 3, 2019

t f t

Wantdo Women's Packable Ultra Light Down Jackets.

Yahoo Lifestyle Canada is committed to finding you the best products at the best prices. We may receive a share from purchases made via links on this page.

If you're always on the go, a jacket that keeps up with your active lifestyle is a must. Some days it's a rushed commute to work, and others it's a relaxed hike through the forest, but having one item that can function for all aspects of your everyday routine is especially important as the temperature starts to dip.

Throughout the fall, a packable puffer is a great solution to cold weather dressing. Ideal for layering, they conveniently fold up into a compact size that easily fits inside a backpack or a purse as the weather changes throughout the day.

The [Wantdo Women's Packable Ultra Light Down Jacket](#) is one best-selling option that's winning over shoppers thanks to its affordable price tag and high quality down filling. Retailing for \$85, this coat has made its way to the top of [Amazon's](#) list of best-selling jackets as customers look for warmer outerwear.

YOU COULD GET \$100 OR MORE FROM SETTLEMENTS
SIGN UP NOW
www.AutoPartsClass.com

'I wear it all the time': This chunky Amazon cardigan is the epitome of fall chic
Yahoo Style

Reformation launches limited-edition sneakers with New Balance
Yahoo Style



Verizon confidential and proprietary. Unauthorized disclosure, reproduction or other use prohibited.

DSP - 728x90

Home Mail News Sports Finance Celebrity Style Movies Weather Answers Mobile

yahoo!
style

Search Search

Sign in Mail

Style Home Shopping Fashion Beauty Royals Red Carpet Life Health Video

Follow Us f t i t

YOU COULD GET \$100 OR MORE FROM SETTLEMENTS SIGN UP NOW
www.AutoPartsClass.com

Shop Now This best-selling packable jacket weighs less than a pound
"I love the colour, love the warmth and lightness of this jacket!"



Pass the Cheesecake! Target Is Selling 'The Golden Girls' Costumes for Halloween

Caitlyn Fitzpatrick
Marie Claire October 4, 2019



Photo credit: Toynk

From Marie Claire

Trying to figure out what to dress up as for Halloween tends to be at least a little stressful. So why not grab your three best friends and be the four most iconic older women on television? [The Golden Girls costumes](#) are guaranteed to cause some laughs and win you any contest—and you don't even have to go to St. Olaf to get them!

Verizon confidential and proprietary. Unauthorized disclosure, reproduction or other use prohibited.



DSP - 160x600

Yahoo Fantasy Football 19 NFL \$350K Baller [\$35K to 1st]

Entry Fees: \$10 | Entries: 7,194/38,910 | Starts in: 2 days 02:29:54

Leaderboard

Week By Week | Season To Date

Standings - Top 50

Rank	Team (League)	Adj. Pts
1	JasonH's Team (1200016)	2188.58
2	tnagel1's Team (1035696)	2129.07
3	Dylan's Notable Team (1183663)	2105.16
4	Cody's Crazy Team (1199531)	2102.80
5	dean's Primo Team (1044064)	2101.31
6	Greg's Grand Team (993047)	2094.92
7	rick's Team (977225)	2082.33
8	Brett's Team (1206796)	2079.99
9	DJ BERTIE's Team (620027)	2072.58
10	Barrington, NH's Team (1112313)	2070.93
11	Ed ♡'s Team (1000621)	2069.89
12	turtleking's Team (1217691)	2068.54
13	Mary Kate's Team (1014237)	2067.06
14	pearman's Crazy Team (1276011)	2065.36
15	Ian's Legit Team (1117206)	2063.77
16	Ryan Fraser's Team (817108)	2061.94
17	santo's Neat Team (919910)	2061.27
18	Aaron's Team (940508)	2059.86
19	T3's Tip-Top Team (1160096)	2059.32
20	maddie's Team (1103792)	2051.71

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The Morning Rundown: How Taliban talks fell apart, Nadal's win and an 'underground Galapagos'

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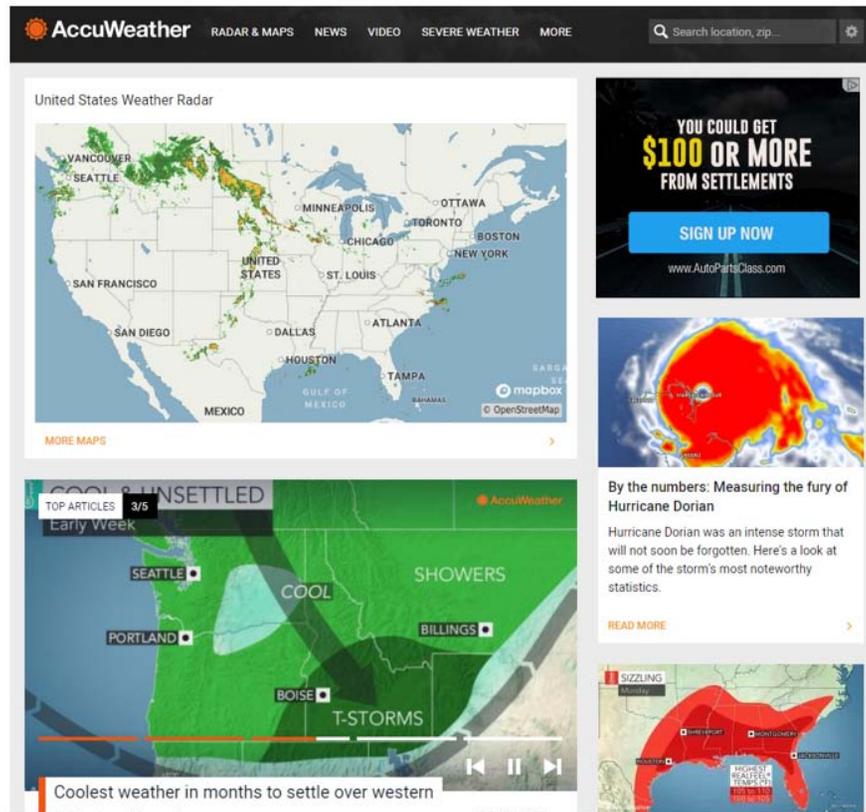
NBC NEWS HURRICANE DORIAN POLITICS U.S. NEWS BUSINESS WORLD TECH & MEDIA OPINION HEALTH SPORTS

HURRICANE DORIAN
'Everything's gone': In Abaco Islands, lives shattered by Dorian devastation
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POLITICS NEWS
Secret Taliban peace talks at Camp David floated, scrapped within a week

WORLD
British Parliament to be suspended as Brexit hangs in balance

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EXHIBIT 3

Implementation Report

In re Automotive Parts Antitrust Litigation - Round 4
 October 23, 2019



Phase 1: Due Process

Print Media

	Unit Type/Size	Issue Date	Date Ad(s) Ran	Page # of Ad	Tearsheet Received
Magazine(s)					
<i>People</i>	Half Page	September 30, 2019	September 20, 2019	38	Yes
<i>People</i>	Half Page	October 7, 2019	September 27, 2019	46	Yes
<i>Sports Illustrated</i>	Half Page	October 7, 2019	October 3, 2019	69	Yes
<i>Time</i>	Half Page	September 30, 2019	September 20, 2019	59	Yes

Online Media

	Ad Type/Size	Est. Delivered Impressions
Web		216,722,630
Conversant	728x90, 300x250, 160x600	
Facebook	254x133	
RhythmOne	728x90, 300x250, 160x600	
Verizon Media Group	728x90, 300x250, 160x600	

Earned Media and Outreach

	Run Dates
Media Pitching	September 13 to December 24, 2019