

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 2:12-md-02311 Hon. Sean F. Cox
IN RE: WIRE HARNESS SYSTEMS	Case No. 2:12-cv-00103
IN RE: INSTRUMENT PANEL CLUSTERS	Case No. 2:12-cv-00203
IN RE: FUEL SENDERS	Case No. 2:12-cv-00303
IN RE: HEATER CONTROL PANELS	Case No. 2:12-cv-00403
IN RE: BEARINGS	Case No. 2:12-cv-00503
IN RE: OCCUPANT SAFETY SYSTEMS	Case No. 2:12-cv-00603
IN RE: ALTERNATORS	Case No. 2:13-cv-00703
IN RE: ANTI-VIBRATIONAL RUBBER PARTS	Case No. 2:13-cv-00803
IN RE: WINDSHIELD WIPER SYSTEMS	Case No. 2:13-cv-00903
IN RE: RADIATORS	Case No. 2:13-cv-01003
IN RE: STARTERS	Case No. 2:13-cv-01103
IN RE: AUTOMOTIVE LAMPS	Case No. 2:13-cv-01203
IN RE: SWITCHES	Case No. 2:13-cv-01303
IN RE: IGNITION COILS	Case No. 2:13-cv-01403
IN RE: MOTOR GENERATORS	Case No. 2:13-cv-01503
IN RE: STEERING ANGLE SENSORS	Case No. 2:13-cv-01603
IN RE: HID BALLASTS	Case No. 2:13-cv-01703
IN RE: INVERTERS	Case No. 2:13-cv-01803
IN RE: ELECTRONIC POWERED STEERING ASSEMBLIES	Case No. 2:13-cv-01903
IN RE: AIR FLOW METERS	Case No. 2:13-cv-02003
IN RE: FAN MOTORS	Case No. 2:13-cv-02103
IN RE: FUEL INJECTION SYSTEMS	Case No. 2:13-cv-02203
IN RE: POWER WINDOW MOTORS	Case No. 2:13-cv-02303
IN RE: AUTOMATIC TRANSMISSION FLUID WARMERS	Case No. 2:13-cv-02403
IN RE: VALVE TIMING CONTROL DEVICES	Case No. 2:13-cv-02503 Case No. 2:13-cv-02603
IN RE: ELECTRONIC THROTTLE BODIES	
IN RE: AIR CONDITIONING SYSTEMS	Case No. 2:13-cv-02703

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

Case No. 2:13-cv-02803
Case No. 2:14-cv-02903

Case No. 2:15-cv-03003
Case No. 2:15-cv-03203
Case No. 2:15-cv-03303
Case No. 2:16-cv-03403
Case No. 2:16-cv-03503
Case No. 2:16-cv-03603
Case No. 2:16-cv-03703
Case No. 2:16-cv-03803
Case No. 2:16-cv-03903
Case No. 2:16-cv-04003
Case No. 2:16-cv-04103
Case No. 2:17-cv-04303
Case No. 2:21-cv-04403

Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
End-Payor Actions

**SETTLEMENT CLASS COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES IN CONNECTION WITH
THE ROUNDS 1-5 SETTLEMENTS**

Settlement Class Counsel for the End-Payor Plaintiffs hereby respectfully move the Court for an award of attorneys' fees equal to an additional 7.77% of the Aggregate Settlement Amount¹ (less the litigation costs approved by the Court), plus a pro rata share of the interest earned on the amount of any award granted through this application (collectively, "the Requested Amount"). The requested fee award would, when added to the prior fee awards made by the Court, equal approximately 30% of the total settlement amounts, net of litigation costs.

Dated: May 9, 2025

Respectfully submitted,

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¹ The term "Aggregate Settlement Amount" refers to the \$1,224,004,658 principal settlement total in Rounds 1–5 that excludes settlements obtained by Settlement Class Counsel with Takata Corp. and TK Holdings, Inc. (together, "Takata"), which were obtained in bankruptcy proceedings. Settlement Class Counsel have recovered a total of \$471,056 from these settlements, which will be included in the distribution to Settlement Class Members. By this application, Settlement Class Counsel do not intend to seek fees on money obtained from those settlements.

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TABLE OF CONTENTS

I.	INTRODUCTION	1
II.	SUMMARY OF THE FACTS	8
	A. Class Counsel Have Achieved Over \$1.224 Billion in Settlements and Obtained Final Approval for All Settlements from the Court.....	8
	B. Class Counsel Have Vigorously Prosecuted This Litigation.	9
	C. Settlement Class Counsel’s Request for Attorneys’ Fees Covers Work Performed Since 2019.	14
	D. Settlement Class Counsel Expects to Perform Further Meaningful Work in Connection with Claims Administration.....	20
	E. Settlement Class Counsel Have Provided Notice of Intent to Request an Award Consistent with Judge Battani’s Prior Rulings.....	20
III.	LEGAL STANDARD	22
	A. Following Prior Practice, this Court Should Adopt the Percentage-of-the- Fund Approach.	22
	B. Substantial Fee Awards Encourage Private Enforcement of Antitrust Laws.....	23
	C. Consistent with Sixth Circuit Precedent, the Court Expressly Rejected the “Mega-Fund” Adjustment Theory in this Case.....	26
IV.	ARGUMENT.....	28
	A. The Six <i>Ramey</i> Factors Support the Fee Request.	29
	i. Class Counsel Have Secured Valuable Benefits for All Settlement Class Members	29
	ii. Society Has a Strong Interest in Awarding Reasonable Attorneys’ Fees and Incentivizing Enforcement of Antitrust Laws.....	30
	iii. Class Counsel Have Been Working on A Contingent Fee Basis.....	31

iv. The Complexity of This Massive, Sprawling Litigation Supports the
Fee Request.33

v. The Parties’ Class Action and Antitrust Litigation Skill and
Experience Support the Fee Request.....35

vi. A Lodestar Crosscheck Confirms the Value of the Services Rendered
and Reasonableness of the Fee Request.....36

B. The Prior Fee Awards Were Interim and Partial.....42

C. Settlement Class Counsel Have Not Been Compensated for Extensive
Work Performed Over More Than Five Years.....43

D. The Fee Request Is Consistent with Awards Given to Other Counsel for
Plaintiffs in this Litigation and is Appropriate and Fair.43

E. Award of Expenses and Costs Paid from the Litigation Fund.....47

V. CONCLUSION.....49

TABLE OF AUTHORITIES

	Page(s)
Cases	
<i>Allapattah Servs. v. Exxon Corp.</i> , 454 F. Supp. 2d 1185 (S.D. Fla. 2006)	26, 27
<i>Alpine Pharmacy, Inc. v. Chas. Pfizer & Co.</i> , 481 F.2d 1045 (2d Cir. 1973)	23
<i>Andrews v. State Auto Mutual Insurance Company</i> , 2023 WL 7018839 (S.D. Ohio 2023)	40
<i>Arp. v. Hohla & Wyss Enters., LLP</i> , No.18-119, 2020 WL 6498956 (S.D. Ohio Nov. 5, 2020)	40
<i>In re Automotive Parts Antitrust Litig.</i> , No.12- 02311, 2018 WL 7108072 (E.D. Mich. Nov. 5, 2018)	7
<i>Bailey v. AK Steel Corp.</i> , No. 06-468, 2008 WL 553764 (S.D. Ohio Feb. 28, 2008)	40
<i>Ballatore v. Comm’r of Soc. Sec.</i> , No. 11-15335, 2015 U.S. Dist. LEXIS 135402 (E.D. Mich. Aug. 5, 2015)	32
<i>Barnes v. City of Cincinnati</i> , 401 F.3d 729 (6th Cir. 2005)	39
<i>Bessey v. Packerland Plainwell, Inc.</i> , No. 4:06-cv-95, 2007 WL 3173972 (W.D. Mich. Oct. 26, 2007)	24
<i>Boeing Co. v. Van Gemert</i> , 444 U.S. 472 (1980)	23
<i>Cantor v. Detroit Edison Co.</i> , 86 F.R.D. 752 (E.D. Mich. 1980)	39
<i>In re Cardinal Health Inc. Sec. Litigs.</i> , 528 F. Supp. 2d 752 (S.D. Ohio 2007)	32, 36, 37, 40
<i>In re Cardizem CD Antitrust Litig.</i> , 218 F.R.D. 508 (E.D. Mich. 2003)	<i>passim</i>

<i>In re Cathode Ray Tube (CRT) Antitrust Litig.,</i> MDL No. 1917, 2013 U.S. Dist. LEXIS 137945 (N.D. Cal. June 20, 2013).....	34
<i>Chapman v. Gen. Motors, LLC,</i> No. 2:19-CV-12333-TGB-DRG (E.D. Mich. May 6, 2025)	24
<i>In re Combustion, Inc.,</i> 968 F. Supp. 1116 (W.D. La. 1997)	25
<i>Cook v. Rockwell Int’l Corp.,</i> No. 90-CV-181–JLK, 2017 WL 5076498 (D. Colo. Apr. 28, 2017)	25, 39
<i>Daoust v. Maru Rest., LLC,</i> 2019 WL 2866490 (E.D. Mich. July 3, 2019)	24
<i>In re Delphi Corp. Sec., Derivative & “ERISA” Litig.,</i> 248 F.R.D. 483 (E.D. Mich. 2008)	29, 31
<i>Does 1-2 v. Deja Vu Servs., Inc.,</i> 925 F.3d 886 (6th Cir. 2019)	25
<i>In re E. Palestine Train Derailment,</i> No. 4:23-CV-0242, 2024 WL 4370003 (N.D. Ohio Sept. 27, 2024), No. 4:23-CV-0242, 2024 WL 5266527 (N.D. Ohio Nov. 15, 2024)	25, 26
<i>In re Equifax Inc. Customer Data Sec. Breach Litig.,</i> 999 F.3d 1247 (11th Cir. 2021)	27
<i>In re Flint Water Cases,</i> 583 F. Supp. 3d 911 (E.D. Mich. 2022), <i>dismissed</i> , No. 22-1187, 2022 WL 18960956 (6th Cir. Sept. 14, 2022)	25
<i>In re Folding Carton Antitrust Litig.,</i> 84 F.R.D. 245 (N.D. Ill. 1979), 744 F.2d 1252 (7th Cir. 1984)	30
<i>Ford v. Fed.-Mogul Corp.,</i> No. 2:09-cv-14448, 2015 U.S. Dist. LEXIS 3399 (E.D. Mich. Jan. 7, 2015)....	41
<i>Fusion Elite All Stars v. Varsity Brands, LLC,</i> No. 20-2600, 2023 WL 6466398 (W.D. Tenn. Oct. 4, 2023)	39

<i>Haddock as trustee of Flyte Tool & Die Co., Inc. 401-K Profit Sharing Plan v. Nationwide Life Ins. Co.,</i> No. 3:01-CV-1552 (SRU), 2015 WL 13942222 (D. Conn. Apr. 9, 2015).....	25
<i>Hawaii v. Standard Oil Co.,</i> 405 U.S. 251 (1972).....	23
<i>In re Home Point Capital Inc. Securities Lit.,</i> No. 21-11457, 2024 WL 3273275 (E.D. Mich. June 28, 2024).....	39
<i>Huyer v. Buckley,</i> 849 F.3d 395 (8th Cir. 2017)	25
<i>Kritzer v. Safelite Solutions, LLC,</i> No. 10-cv-0729, 2012 U.S. Dist. LEXIS 74994 (S.D. Ohio May 30, 2012)	32
<i>In re Linerboard Antitrust Litig.,</i> 292 F. Supp. 2d 631 (E.D. Pa. 2003).....	33
<i>In re Linerboard Antitrust Litig.,</i> No. CIV.A. 98-5055, 2004 WL 1221350 (E.D. Pa. June 2, 2004), No. CIV.A.98-5055, 2004 WL 1240775 (E.D. Pa. June 4, 2004)	27, 31
<i>Lonardo v. Travelers Indem. Co.,</i> 706 F. Supp. 2d 766 (N.D. Ohio 2010)	22
<i>In re MacBook Keyboard Litig.,</i> No. 18-cv-02813, 2023 WL 3688452 (N.D. Cal. May 25, 2023)	41
<i>In re Managed Care Litig.,</i> 00-1334-MD, 2003 WL 22850070 (S.D. Fla. Oct. 24, 2003)	25
<i>Martin v. Trott Law, P.C.,</i> 2018 WL 4679626 (E.D. Mich. Sept. 28, 2018)	24
<i>McHugh v. Olympia Entm't, Inc.,</i> 37 F. App'x 730 (6th Cir. 2002)	41
<i>Merkner v. AK Steel Corp.,</i> No. 1:09-CV-423-TSB, 2011 WL 13202629 (S.D. Ohio Jan. 10, 2011).....	39
<i>Mills v. Elec. Auto-Lite Co.,</i> 396 U.S. 375 (1970).....	23

<i>Mitsubishi Motors Corp. v. Soler Chrysler-Plymouth, Inc.</i> , 473 U.S. 614 (1985)	23
<i>Moeller v. The Week Publ'ns, Inc.</i> , 2023 WL 6628014 (E.D. Mich. Oct. 11, 2023).....	24
<i>In re Packaged Ice Antitrust Litig.</i> , No. 08-MDL-01952, 2011 WL 6209188 (E.D. Mich. Dec. 13, 2011)	<i>passim</i>
<i>In re Peanut Farmers Antitrust Litig.</i> , No. 2:19-CV-00463, 2021 WL 9494033 (E.D. Va. Aug. 10, 2021).....	39
<i>Pillsbury Co. v. Conboy</i> , 459 U.S. 248 (1983).....	23
<i>In re Polyurethane Foam Antitrust Litig.</i> , No. 1:10-MD-2196, 2015 WL 1639269 (N.D. Ohio Feb. 26, 2015)	25, 35
<i>In re Prandin Direct Purchaser Antitrust Litig.</i> , No. 10-12141, 2015 WL 1396473 (E.D. Mich. Jan. 20, 2015).....	7, 25, 39
<i>Pratt v. KSE Sportsman Media, Inc.</i> , 2024 WL 113755 (E.D. Mich. Jan. 10, 2024)	24
<i>Ramey v. Cincinnati Enquirer, Inc.</i> , 508 F. 2d 1188 (6th Cir. 1974)	<i>passim</i>
<i>Rawlings v. Prudential-Bache Props., Inc.</i> , 9 F.3d 513 (6th Cir. 1993)	22
<i>In re Regions Morgan Keegan Sec.</i> , No. 09-2009, 2013 WL 12110279 (W.D. Tenn. Aug. 6, 2013)	39
<i>Reiter v. Sonotone Corp.</i> , 442 U.S. 330 (1979).....	23
<i>In re Rio Hair Naturalizer Prods. Liab. Litig.</i> , MDL No. 1055, 1996 WL 780512 (E.D. Mich. Dec. 20, 1996)	22
<i>Schreiber v. Mayo Found. for Med. Educ. & Rsch.</i> , No. 2:22-cv-188 (W.D. Mich. May 29, 2024).....	24

<i>Schumacher v. AK Steel Corp. Ret. Acc. Pension Plan</i> , 995 F. Supp. 2d 835 (S.D. Ohio 2014)	7, 41
<i>Sheean v. Convergent Outsourcing, Inc.</i> , 2019 WL 6039921 (E.D. Mich. Nov. 14, 2019)	24
<i>In re Skelaxin (Metaxalone) Antitrust Litig.</i> , 2014 WL 2946459	7, 24, 39
<i>In re Sonic Corp. Customer Data Sec. Breach Litig.</i> , No. 1:17-MD-2807, 2019 WL 3773737 (N.D. Ohio Aug. 12, 2019)	25
<i>In re Southeastern Milk Antitrust Litig.</i> , No. 08-md-1000, 2013 WL 2155387 (E.D. Tenn. May 17, 2013)	24, 37
<i>Stanley v. U.S. Steel Co.</i> , No. 04-74654, 2009 U.S. Dist. LEXIS 114065 (E.D. Mich. Dec. 8, 2009)	32
<i>In re T-Mobile Customer Data Sec. Breach Litig.</i> , 111 F.4th 849 (8th Cir. 2024)	25, 27
<i>In re Telescopes Antitrust Litig.</i> , No. 5:20-CV-03639-EJD, 2025 WL 1093248 (N.D. Cal. Apr. 11, 2025)	41
<i>In re TFT-LCD (Flat Panel) Antitrust Litig.</i> , 07-1827, 2013 U.S. Dist. LEXIS 49885 (N.D. Cal. Apr. 1, 2013)	34
<i>Thomsen v. Morley Co., Inc.</i> , 2023 WL 3437802 (E.D. Mich. May 12, 2023)	24
<i>In re TikTok, Inc., Consumer Privacy Litig.</i> , 617 F. Supp. 3d 904 (N.D. Ill. 2022)	40
<i>In re Trans Union Corp. Privacy Litig.</i> , 629 F.3d 741 (7th Cir. 2011)	32
<i>Underwood v. Carpenters Pension Tr. Fund-Detroit & Vicinity</i> , No. 13-CV-14464, 2017 WL 655622 (E.D. Mich. Feb. 17, 2017)	40
<i>United States v. Corning Int’l Kabushiki Kaisha</i> , No. 2:16-cr-20357 (E.D. Mich. May 16, 2016)	14

<i>Vendo Co. v. Lektro-Vend Corp.</i> , 433 U.S. 623 (1977).....	31
<i>Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.</i> , 396 F.3d 96 (2d Cir. 2005)	31
<i>In re Wash. Pub. Power Supply Sys. Sec. Litig.</i> , 19 F.3d 1291 (9th Cir. 1994)	23
<i>Worthington v. CDW Corp.</i> , No. C-1-03-649, 2006 WL 8411650 (S.D. Ohio May 22, 2006)	25
<i>Zilinsky v. LeafFilter North, LLC</i> , 2023 WL 2696554 (S.D. Ohio. Mar. 29, 2023).....	24

STATEMENT OF THE ISSUE PRESENTED

Should the Court award Settlement Class Counsel an additional 7.77% of the Aggregate Settlement Amount (less the litigation costs approved by the Court), plus a pro rata share of the interest earned on the amount of any award granted through this application, as compensation for their nearly 14 years of labor in this complex litigation and their successful efforts in achieving historic settlements with 72 groups of defendants in 43 separate automotive parts cases (including the Round 5 settlements for which no attorneys' fees have been awarded) and for all other services rendered, including their work in supervising the lengthy and complicated settlement administration process?

**STATEMENT OF CONTROLLING OR MOST APPROPRIATE
AUTHORITIES**

Ramey v. Cincinnati Enquirer, Inc., 508 F. 2d 1188 (6th Cir. 1974).

I. INTRODUCTION

This massive and extraordinarily complex multidistrict litigation is now entering its final stages. The litigation began in 2011, with the filing of the first of many interrelated antitrust class action cases brought against foreign and domestic manufacturers of automotive parts included in millions of vehicles sold and leased to consumers across the United States.² Forty-three separate class actions involving parts of a multitude were ultimately brought against 72 groups of defendants by End-Payor Plaintiffs.³ Other class action cases were brought by direct purchasers of those parts, automobile dealers who indirectly purchased and resold and leased vehicles that included those parts, truck and equipment dealers, and a putative class of cities and municipalities. In addition, two cases were brought by state attorneys general on behalf of purchasers in their states.

Shortly after the commencement of this litigation, in 2012, the Court appointed three law firms as co-lead counsel for the End-Payor Plaintiffs and ultimately as Settlement Class Counsel to conduct and oversee the management of the class actions on behalf of all of the End-Payor Plaintiffs. Since then, the lawyers

² Joint Decl. ¶ 8. The first consolidated complaint in this multi-district litigation was filed in 2012. *See* Consolidated Amended Class Action Complaint, Case No. 2:12-md-02311 (May 14, 2012), ECF No. 87.

³ *See* Appendix B (showing that the 72 settlements figure excludes two other defendants, Takata Corp. and TK Holdings, Inc.).

who led the litigation for those firms have managed and supervised every aspect of each of these cases. Those law firms appointed by the Court to lead this litigation are Susman Godfrey L.L.P., Cotchett, Pitre & McCarthy LLP, and Robins Kaplan LLP (collectively, “Settlement Class Counsel”).⁴ The law firm serving as Liaison Counsel for End-Payor Plaintiffs is The Miller Law Firm, P.C.

In their role as co-lead counsel, these lawyers and their firms, *inter alia*, investigated each of the alleged interrelated price-fixing conspiracies, coordinated their efforts with the United States Department of Justice, drafted plaintiffs’ complaints, conducted massive document and deposition discovery from the defendants and third parties, defended plaintiffs in discovery taken by the defendants, successfully opposed defendants’ multiple motions to dismiss plaintiffs’ complaints, conducted multiple rounds of settlement negotiations with numerous different groups of the defendants, negotiated agreements with the other plaintiffs regarding the coordination and management of the litigation, including with the state attorneys general who brought their own actions, drafted all of the settlement

⁴ Early in the litigation, Labaton Sucharow LLP was appointed by the Court as co-lead in the litigation. Order Granting End-Payor Plaintiffs’ Application for Appointment of Interim Co-Lead Class Counsel and Liaison Counsel, Case No. 2:12-md-02311 (Mar. 23, 2012), ECF No. 65 (initially appointing “Labaton Sucharow LLP, Susman Godfrey LLP and Cotchett, Pitre & McCarthy LLP to serve as Interim Co-Lead Class Counsel for end-payor purchasers of wire harnesses and related products . . . in this antitrust class action”). The lawyers at the Labaton firm were continued in their role at their new firm, Robins Kaplan LLP, which replaced the Labaton firm as one of the three co-lead counsel. Joint Decl. ¶ 11 fn. 2.

agreements with the defendants, obtained court approvals of the settlements, devised the plan of allocation of settlement proceeds, oversaw the class notices and highly complex claims administration process, defended the plaintiffs on appeals to the Sixth Circuit, and directed and oversaw the litigation efforts of multiple other plaintiff law firms (together with Settlement Class Counsel, “Class Counsel”⁵).⁶ Through it all, Settlement Class Counsel never wavered in many years of steadfast labor on behalf of the classes they were appointed to represent.

These cases were probably the one of the most complex antitrust class actions ever prosecuted. Settlement Class Counsel, who are nationally recognized leaders in the field of complex litigation, took on these cases entirely on a contingency basis, with no assurance of payment should they have not been able to successfully prosecute these cases.⁷ As of March 2025, Class Counsel has devoted a combined 388,956 hours of their time to this litigation, with Settlement Class Counsel alone expending nearly 8,000 hours of time on this matter since October 1, 2019.⁸

⁵ Other members of the “Class Counsel” group were attorneys and staff working at the direction of Settlement Class Counsel.

⁶ Joint Decl. ¶ 12.

⁷ *Id.* ¶ 4.

⁸ *Id.* ¶ 32; *see also* Joint Declaration of Hollis Salzman, Marc M. Seltzer, and Adam J. Zapala In Support of End-Payor Plaintiffs’ Motion for An Award of Attorneys’ Fees And Payment of Incentive Awards to Class Representatives In Connection with the Round Four Settlements, at ¶ 25, Case No. 2:15-cv-03303 (Oct. 31, 2019), ECF

As a result of their hard work, Settlement Class Counsel obtained settlements totaling in excess of \$1.224 billion.⁹ This truly remarkable result is believed to be the largest amount ever obtained on behalf of indirect purchasers in the history of U.S. antitrust litigation.¹⁰

The Court previously granted interim fee and expense applications paid out of the successive rounds of the settlements achieved along the way. Those interim fee awards equaled approximately 22.29% of the total principal settlement amounts of the first four rounds of settlements, net of litigation expenses.¹¹ No amount has thus far been paid from the proceeds of the last, fifth round of settlements.

Settlement Class Counsel now seeks a final fee award that, when combined with the previous amounts awarded by the Court, would equal approximately 30% of the total settlement amounts, net of litigation expenses.¹² The amount requested

No. 132-1 (noting that as of September 31, 2019—more than five years ago—class counsel had already spent a combined 380,975.60 hours pursuing the claims resulting in a lodestar of \$154,782,333.18).

⁹ See Appendix B.

¹⁰ Joint Decl. ¶ 15; *see also* Transcript of September 17, 2020 Fairness Hearing at 6:7–11 (noting that “[t]aken together, with the first three rounds of settlements, the settlements now exceed \$1.2 billion” which “represents the largest recovery for indirect purchaser plaintiffs in antitrust litigation in U.S. history”).

¹¹ See Appendix A to this Motion, which contains a detailed description of how Settlement Class Counsel calculated the Requested Fee Amount and its allocation.

to be awarded now would thus equal 7.77% of the Aggregate Settlement Amount, excluding litigation expenses, for a total of \$94,076,695.98 plus interest earned on the amount of any award granted through this application (collectively, “the Requested Amount”). Settlement Class Members were previously notified¹³ (and

¹² The Court granted Settlement Class Counsel the pro rata percentage of interest earned on the Rounds 1–4 principal settlement amounts, which has been paid. *See, e.g.,* Order Regarding End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round 4 Settlements ¶ 16, Case No. 2:12-cv-00403 (Sept. 23, 2020), ECF No. 320 (“Accordingly, the Court GRANTS an award of attorneys’ fees to Co-Lead Counsel equal to 22% of the Round 4 Settlements including a pro rata share of the interest earned thereon, excluding the yet to be determined TKH settlement amount.”) (emphasis omitted). Settlement Class Counsel also request a pro rata share of the interest earned on the Aggregate Settlement Amount. The interest earned on the Aggregate Settlement Amount is defined in the settlement agreements to be part of the settlement funds against which fee applications have been made.

¹³ *Detailed Notice of Round 5 Settlements* 11 (2022), available at https://www.autopartsclass.com/docs/Round_5/Long%20Form%20Notice.pdf (last visited May 1, 2025) (“At a later date, Settlement Class Counsel [would] ask the Court for an award of attorneys’ fees and reimbursement of costs and expenses for all of their services to be paid from the total Settlement Amounts established by the Rounds 1 through 5 Settlements, including any interest earned. The total amount of fees requested, combined with all fees previously awarded by the Court, will not exceed 30 percent of the total Settlement Amounts of all of the Rounds 1 through 5 Settlements, including any interest earned.”); *see also* End-Payor Plaintiffs’ Unopposed Motion for Authorization to Disseminate Notice of the Settlement Classes in Connection with the Bosal, Bosch, and TRW Settlements at 1–3, Case No. 2:16-cv-03703 (Aug. 8, 2022), ECF No. 202, (noting the same).

again more recently notified)¹⁴ that Settlement Class Counsel would be seeking an award of this amount.

The Requested Amount is consistent with governing Sixth Circuit law, and the six factors set forth in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1194–97 (6th Cir. 1974). The Requested Amount is also consistent not just with percentage fees awarded in other class action cases in the Sixth Circuit and elsewhere, but also the awards made by this Court to other class counsel in this litigation. Class counsel for the automobile dealer plaintiffs were awarded approximately 30% of the aggregate \$386,527,787 in settlements obtained for those classes.¹⁵ And class counsel for the direct purchaser plaintiffs were also awarded approximately 30% of the aggregate \$385,250,018 in settlements they obtained.^{16 17}

Consistent with the final *Ramey* factor, the optional attorneys’ fee lodestar cross-check also supports the Requested Amount. Class Counsel’s current collective

¹⁴ Pursuant to the Notice of Round 5 Settlements, the Settlement Administrator has disseminated a notice of this application for attorneys’ fees to all eligible Settlement Class Members who provided an email address. Joint Decl. ¶ 6. These motion papers will also be posted on the Settlement Website. *Id.*

¹⁵ *Id.* ¶ 42.

¹⁶ *Id.* ¶ 43.

¹⁷ Truck and Equipment Dealer Plaintiffs (“TEDPs”) requested and received a somewhat lower percentage, amounting to roughly 25% of the gross of their much smaller not-quite \$20 million dollar settlements, in part because they sought fees net of notice-related expenses.

lodestar is \$163,297,143.¹⁸ On a weighted average blended basis, the hourly rate for that lodestar is \$419.83.¹⁹ If awarded as requested, the total fees requested, when added to the prior awards, would result in a lodestar/multiplier of 2.22, a number well within the range, if not substantially below, multipliers that have been awarded in other major class action cases.²⁰

Settlement Class Counsel expect to continue to spend substantial time and effort to bring this litigation to a conclusion. As the Court knows, the completion of

¹⁸ *Id.* ¶ 31.

¹⁹ *Id.* This includes the roughly 8,000 hours Settlement Class Counsel has invested in this case since their last requested payment date, which ended on September 30, 2019, based on most recent billable hour rate for each attorney/staff during that time period. Time cataloged in prior fee motions was not trued up to current rates despite that the case law allows for that. *See, e.g., Schumacher v. AK Steel Corp. Ret. Acc. Pension Plan*, 995 F. Supp. 2d 835, 844 (S.D. Ohio 2014) (noting that the “reasonable” rate for purposes of calculated a lodestar cross-check is “usually the prevailing[/current] market rate”); *see also In re Automotive Parts Antitrust Litig.*, No.12- 02311, 2018 WL 7108072 at *3 (E.D. Mich. Nov. 5, 2018) (Judge Battani noting that fees well in excess of this were reasonable).

²⁰ Joint Decl. ¶ 37; *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-12141, 2015 WL 1396473, at *4 (E.D. Mich. Jan. 20, 2015) (awarding 3.01 multiplier); *In re Skelaxin (Metaxalone) Antitrust Litig.*, 2014 WL 2946459, at *2 (awarding one-third of the \$73 million common fund, equating to a lodestar multiplier of up to 2.5); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 533 (E.D. Mich. 2003) (noting that direct purchaser class plaintiffs received a 30% fee award that equated to lodestar multiplier of 3.7).

the claims administration is now underway, but will not be finalized for at least several more months.²¹

Settlement Class Counsel have filed this application at the present time because Judge Cox is retiring from the bench and has asked that we place before him for decision any matters that are ripe for consideration given his familiarity with the proceedings.²²

II. SUMMARY OF THE FACTS

A. Class Counsel Have Achieved Over \$1.224 Billion in Settlements and Obtained Final Approval for All Settlements from the Court.

The first complaint in this multidistrict litigation was filed in October 2011.²³ After years of hard-fought litigation, Settlement Class Counsel reached settlements with all 72 groups of defendants across 43 automotive parts cases totaling \$1,224,004,658 (*see* Appendix B). An extraordinarily complex claims administration process followed, and the Settlement Administrator is preparing to

²¹ Joint Decl. ¶ 39.

²² *Id.* ¶ 40.

²³ Class Action Complaint For Damages And Injunctive Relief, Case No. 2:11-cv-14399 (Oct. 5, 2011), ECF No. 1.

distribute the lion's share of the settlement proceeds in the fall.²⁴ Settlement Class Counsel have obtained final approval of five rounds of settlements.²⁵

B. Class Counsel Have Vigorously Prosecuted This Litigation.

At all times, Settlement Class Counsel have diligently worked to advance the classes' claims. Following appointment of Co-Lead Counsel in 2012, Class Counsel have dedicated substantial time and resources, undertaken significant risks, and foregone other work opportunities to dedicate their time to this litigation.²⁶

As the Court has recognized, these class actions are extraordinarily

²⁴ Joint Decl. ¶ 19 (noting that the Settlement Administrator has distributed payments of \$100 to each Settlement Class Member who timely filed a valid claim and, pending the filing of any objection from claimants to the settlement proceeds, the Settlement Administrator is planning to distribute approximately \$827 million to Authorized Claimants this fall); *see also* Motion for Pro Rata Distributions to Authorized Claimants by End-Payor Plaintiffs, Case No. 2:13-cv-02203 (Dec. 27, 2024), ECF No. 425; Amended Order Approving Motion for Pro Rata Distributions to Authorized Claimants, Case No. 2:13-cv-02203 (Mar. 18, 2025), ECF No. 426.

²⁵ *See, e.g.*, Amended Opinion and Order Granting Final Approval of Class Action Settlements, Case No. 2:12-cv-00103 (Aug. 9, 2016), ECF No. 512 ("Round 1 Final Approval Order"); Order Granting Final Approval to the Round 2 Settlements, Case No. 2:12-cv-00403 (July 10, 2017), ECF No. 239 ("Round 2 Final Approval Order"); Order Granting Final Approval to the Round 3 Settlements, Case No. 2:12-cv-00103 (Nov. 8, 2018), ECF No. 628 ("Round 3 Final Approval Order"); Order Granting Final Approval of the Round 4 Settlements, Case No. 2:12-cv-00603 (Sept. 23, 2020), ECF No. 230 ("Round 4 Final Approval Order"); Order Granting Final Approval of the Round 5 Settlements, Case No. 2:16-cv-03703 (Feb. 6, 2023), ECF No. 211 ("Round 5 Final Approval Order").

²⁶ Joint Decl. ¶ 4; *see, e.g.*, Order Granting End-Payor Plaintiffs' Motion for Authorization to Disseminate Combined Notice to the End-Payor Plaintiffs Settlement Classes, Case No. 2:13-cv-00703 (Jan. 26, 2016), ECF No. 66.

complicated, involving 72 groups of defendants in 43 separate, but related antitrust class actions, involving distinct conspiracies.²⁷ The size and complexity of this litigation have required a huge investment of time and resources by Class Counsel, and in particular Settlement Class Counsel. The work performed by Class Counsel included:²⁸

- 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 dozens of class action complaints, including over 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;

²⁷ See, e.g., Round 4 Fee Order ¶ 15 (noting that Class Counsel “are entitled to appropriate compensation to take into account the risks they assumed, the magnitude of work done, and the benefits achieved for the members of the Settlement Classes”); Round 5 Final Approval Order at 12 (“The Court agrees with Settlement Class Counsel’s assessment that antitrust class actions of the size and the magnitude of this very complicated litigation make this among the most difficult and complex actions to prosecute.”); see also Fairness Hr’g Tr. at 72:7–73:7, Case No. 2:12-md-02311 (May 19, 2016), ECF No. 1365 (referring to the difficulty of the Litigation as “extraordinary” and noting the complexity of the EPP actions); *In re Packaged Ice Antitrust Litig.*, No. 08-MDL-01952, 2011 WL 6209188, at *19 (E.D. Mich. Dec. 13, 2011) (stating that antitrust class actions are “arguably the most complex action[s] to prosecute” given the “legal and factual issues . . . [that are] numerous and uncertain in outcome.”); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 533 (“Antitrust class actions are inherently complex[.]”).

²⁸ See Joint Decl. ¶ 12 (describing bullets that follow).

- 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 one hundred 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;
- Overseeing the prosecution of end-payor class actions, and coordinating those efforts with other plaintiff groups and with the United States Department of Justice;
- Obtaining, analyzing, and producing thousands of pages of documents and data from over 50 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 different defendant and plaintiff groups;
- Exchanging information and coordinating with counsel for all of the other class plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 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 additional class representatives and non-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 liability and damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between other class counsel and defendants to obtain discovery from automobile manufacturers, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 automobile manufacturer groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and manufacturer-specific orders governing production, and negotiating for months to obtain both upstream and downstream automobile manufacturer 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 automobile manufacturers;
- Performing the numerous settlement-related tasks necessary to achieve more than 72 settlements totaling over \$1.224 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 the Court and on appeal to the Sixth Circuit;
- Crafting, in consultation with a nationally recognized class-notice expert, five extensive notice programs that were approved by the Court, including the most recent August 2022 settlement 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;
- Devising the plans of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation;
- Collaborating with Kinsella Media, LLC as Settlement Notice Provider and Epiq, the successor to Garden City Group, LLC, as Settlement Administrator;²⁹
- Addressing concerns relating to the settlement administration process raised by claims filers;
- Obtaining the Court's approval of the settlement administration process to guarantee the fair and reasonable distribution of net settlement funds across Settlement Class Members;
- Actively overseeing the settlement administration process to ensure the equitable distribution and allocation of settlements to claimants, including troubleshooting thorny claims-related issues; and
- Engaging in negotiations, motion practice, and mediation to ensure the accurate and timely processing of claims.

Class Counsel's efforts are particularly important because the Department of Justice in its criminal prosecutions did not seek nor obtain restitution for the victims

²⁹ The Court previously appointed Kinsella and GCG as Notice Administrator and Settlement Administrator, respectively. *See, e.g.*, Order Granting End-Payor Plaintiffs' Motion for Authorization to Disseminate Combined Notice to the End-Payor Plaintiffs Settlement Classes, Case No. 2:13-cv-00703 (Sept. 24, 2015), ECF No. 54. Accordingly, Settlement Class Counsel do not recite their qualifications in this motion.

of defendants’ unlawful conduct.³⁰ Indeed, the criminal fines negotiated by the Department of Justice were determined in light of the fact that the class plaintiffs would be seeking restitution. The plea agreements each recite that “[i]n light of the availability of civil causes of action which potentially provide for a recovery of a multiple of actual damages, the recommended sentence does not include a restitution order for the offense charged in the Information.”³¹ Thus, Class Counsel undertook the responsibility of recovering monetary restitution for American consumers, who purchased or leased new vehicles not for resale or qualifying replacement automotive parts not for resale and who are the ultimate victims harmed by defendants’ conduct at issue in this litigation.³²

C. Settlement Class Counsel’s Request for Attorneys’ Fees Covers Work Performed Since 2019.

Settlement Class Counsel last applied for attorneys’ fees and reimbursement of expenses more than five years ago in connection with the Round 4 Settlements on October 31, 2019,³³ which the Court granted.³⁴ After filing that motion, Settlement Class Counsel continued to prosecute the litigation against the last defendants—all

³⁰ Joint Decl. ¶ 18.

³¹ See, e.g., Plea Agreement, *United States v. Corning Int’l Kabushiki Kaisha*, No. 2:16-cr-20357 (E.D. Mich. May 16, 2016), ECF No. 12.

³² Joint Decl. ¶ 7.

³³ See Round 4 Fee Motion.

³⁴ See Round 4 Fee Order.

of whom settled in 2020 and 2021, as part of the Round 5 Settlements.³⁵ Settlement Class Counsel's work performed in connection with the Round 5 Settlements included negotiating a case schedule and various discovery stipulations with the Bosal defendants in *Exhaust Systems*; litigating claims against the Bosal defendants through motions to dismiss; obtaining cooperation from Bosal's co-defendants that had settled earlier to use in litigation against Bosal; investigating and filing complaints in the *Electronic Braking Systems* and *Hydraulic Braking Systems* cases, which were not subject to the Department of Justice's criminal investigations; negotiating settlements with defendants in these cases and obtaining cooperation from them; obtaining preliminary and final approval of these settlements; and moving for authorization to disseminate notice to the Settlement Classes in connection with the Round 5 Settlements.³⁶ Settlement Class Counsel have not previously sought attorneys' fees or costs in connection with the Round 5 Settlements.³⁷

Since filing the Round 4 Fee Motion, Settlement Class Counsel have worked with the Settlement Administrator to administer (and ultimately distribute) the

³⁵ See Round 5 Final Approval Order.

³⁶ Joint Decl. ¶ 21.

³⁷ *Id.* ¶ 22.

settlement.³⁸ Settlement Class Counsel's work performed in connection with settlement administration since 2019 includes:³⁹

- Setting timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements;
- Managing the claims process in light of the considerable number of large claimants, third-party claimants, and vehicles and replacement parts claimed;
- Assessing the evidence claimants have submitted to provide support for their claims;
- Establishing a deficiency review and audit process for claims;
- Establishing and implementing a sampling process for verification of claims;⁴⁰
- Addressing de-duplication efforts and establishing a priority for the filing of duplicate vehicles, which included classifying claims and negotiating with third-party claims filers;
- Responding to attempts by third-party claims filer Financial Recovery Services, LLC, to intervene in this litigation for the purpose of raising potential claims to share in the class settlements based on alleged subrogation rights and to file untimely claims;⁴¹

³⁸ *Id.* ¶ 23.

³⁹ *Id.* (describing the bullet points that follow).

⁴⁰ *Id.* ¶ 24; *see also* Declaration of Michelle M. La Count, Esq. Regarding End-Payor Plaintiffs' Motion for Pro Rata Distributions to Authorized Claimants, at ¶¶ 19–28, Case No. 2:13-cv-02203 (Dec. 27, 2024), ECF No. 425-1 (describing sampling process for Large Claim Submissions).

⁴¹ *See generally* Motion to Intervene by Financial Recovery Services, LLC, Case No. 2:12-md-02311 (June 18, 2020), ECF No. 2060; End-Payor Plaintiffs' Memorandum in Opposition to Financial Recovery Strategies, LLC's Untimely

- Briefing and arguing objections and appeals by Financial Recovery Services, LLC, in both this Court and in the Sixth Circuit;⁴²
- Resolving concerns addressing the proposed plan of allocation;
- Engaging in negotiations, motion practice, and mediation with large claimants and third-party claims filers over various claims administration issues;
- Negotiating with several Fleet Management Companies (“FMCs”) addressing whether FMCs that purchased new vehicles and then leased those vehicles (as lessors) to FMC Customers (as lessees) are members of the Settlement Classes and entitled to recover from the class settlements; and
- Responding to numerous emails and calls from third-party claims filers and Settlement Class Members.

It took Settlement Class Counsel many months to fight off efforts of a third-party claims filer attempting through protracted motion practice and appeal to insert claims that, had they been allowed, would have inappropriately diluted the claims of

Motion to Intervene, (July 2, 2020), ECF No. 2066; Opinion and Order Denying Financial Recovery Services, LLC’s Motion to Intervene, (Nov. 17, 2020), ECF No. 2101.

⁴² *See, e.g.*, Financial Recovery Services, LLC’s Motion for Reconsideration of the Court’s April 28 Opinion and Order, (May 7, 2021), ECF No. 2137; End-Payor Plaintiffs’ Motion to Strike Financial Recovery Services, LLC’s Motion for Reconsideration of the Court’s April 28 Opinion and Order, (May 15, 2021), ECF No. 2138; Opinion and Order on Motion to Strike, (May 19, 2021), ECF No. 2140 (granting Settlement Class Counsel’s Motion); *see also* Opinion and Judgement from the U.S. Court of Appeals, Sixth Circuit, Case No. 2:12-md-02311 (May 12, 2022), ECF No. 2208 (rejecting Financial Recovery Services, LLC’s efforts following appellate briefing and argument).

Settlement Class Members who submitted valid claims. Inclusion of such claims would have added many months, if not years, to the claims administration process.⁴³ Settlement Class Counsel has not previously sought compensation for any of these services.

In Settlement Class Counsel's decades of class action experience, this has been an exceptionally complicated claims administration process.⁴⁴ As more fully set forth in both the Motion for and Order Approving End-Payor Plaintiffs' Motion for Distribution of \$100 Minimum Payments to Authorized Claimants⁴⁵ and the Pro Rata Distribution Motion and Order,⁴⁶ this claims administration process involved dealing with claims based on millions of vehicles and thousands of replacement parts

⁴³ Declaration of Brian A. Pinkerton In Support of End-Payor Plaintiffs' Opposition to Financial Recovery Strategies, LLC's Untimely Motion to Intervene, Case No. 2:12-md-02311 (Nov. 11, 2020), ECF No. 2097.

⁴⁴ See Joint Decl. ¶ 27.

⁴⁵ Order Overruling FRS's Objections and Approving End-Payor Plaintiffs' Motion for Distribution of \$100 Minimum Payments to Authorized Claimants, Case No. 2:13-cv-02203-SFC-RSW (Oct. 21, 2024), ECF No. 424 (approving initial distribution of \$100 payments).

⁴⁶ Joint Decl. ¶ 24.

across 43 separate cases.⁴⁷ It also required dealing with claims covering more than 3.4 million duplicate vehicles.⁴⁸

Settlement Class Counsel worked with the Settlement Administrator to create a set of rules to establish which claims would be given priority where duplicate vehicles were claimed to ensure that settlement proceeds will be distributed to the appropriate claimants.⁴⁹ In addition, Settlement Class Counsel spent hundreds, if not thousands of hours, speaking and or emailing with claimants and third-party claims filers to address their concerns.⁵⁰ In this regard, Settlement Class Counsel reviewed and analyzed documents submitted by claimants to substantiate their claims.⁵¹

Finally, Settlement Class Counsel engaged in extensive motion practice with third-party claims filers.⁵² These efforts, and others, deal with attempts to include non-meritorious claims years after the claims filing deadline had passed and on

⁴⁷ *Id.*; *see also* Appendix B.

⁴⁸ *See* Declaration of Michelle M. La Count, Esq. Regarding End-Payor Plaintiffs’ Motion for Pro Rata Distributions to Authorized Claimants, at 3–4, Case No. 2:13-cv-02203 (Dec. 27, 2024), ECF No. 425-1 (noting in Paragraph 11 “that 3,425,690 duplicate vehicle submissions existed among 12,102 records submitted by claimants”).

⁴⁹ *See id.* at ¶ 8.

⁵⁰ Joint Decl. ¶ 25.

⁵¹ *Id.*

⁵² *Id.* ¶ 26; *see also* Case No. 2:12-md-02311, ECF Nos. 2060, 2064, 2066, 2073, 2097, 2101, 2105.

behalf of claimants that were not eligible to participate in the settlements. Settlement Class Counsel's efforts likely resulted in savings of tens of millions of dollars here and avoided additional significant delays.⁵³

D. Settlement Class Counsel Expects to Perform Further Meaningful Work in Connection with Claims Administration.

Settlement Class Counsel anticipate that their settlement administration work will continue for the foreseeable future and may include additional distributions to the Settlement Classes and a *cy pres* distribution.⁵⁴ In addition, it is possible that Settlement Class Counsel will be required to engage in additional negotiations and further motion practice concerning potential objections to the Settlement Administrator's claim determinations.⁵⁵

E. Settlement Class Counsel Have Provided Notice of Intent to Request an Award Consistent with Judge Battani's Prior Rulings.

Settlement Class Counsel provided notice to Settlement Class Members of their intention to apply for the Requested Amount. In the notice provided in association with the Round 5 Settlements, Settlement Class Counsel stated that "[a]t

⁵³ Joint Decl. ¶ 26; *see also* End-Payor Plaintiffs' Memorandum in Opposition to Financial Recovery Strategies, LLC's Untimely Motion to Intervene at 4, Case No. 2:12-md-02311 (Jul. 2, 2020), ECF No. 2066 (noting the additional delay that would result if insurance subrogation claims were revived).

⁵⁴ Joint Decl. ¶ 28.

⁵⁵ *Id.*

a later date, [they would] ask the Court for an award of attorneys’ fees and reimbursement of costs and expenses for all of their services to be paid from the total Settlement Amounts established by the Rounds 1 through 5 Settlements, including any interest earned,” further noting that the “total amount of fees requested, combined with all fees previously awarded by the Court, will not exceed 30 percent of the total Settlement Amounts of all of the Rounds 1 through 5 Settlements, including any interest earned.”⁵⁶ Settlement Class Members were also notified that Settlement Class Counsel would provide notice of this fee application to all eligible Settlement Class Members who had provided their email addresses to the Settlement Administrator.⁵⁷ The Settlement Administrator has disseminated a notice of this application for attorneys’ fees to all eligible Settlement Class Members who provided an email address.⁵⁸ In addition, this request will be posted on the Settlement Website.⁵⁹

⁵⁶ Detailed Notice of Round 5 Settlements, at p. 11, *available at* https://www.autopartsclass.com/docs/Round_5/Long%20Form%20Notice.pdf (last visited May 1, 2025); *see also* End-Payor Plaintiffs’ Unopposed Motion for Authorization to Disseminate Notice of the Settlement Classes in Connection with the Bosal, Bosch, and TRW Settlements at 1–3, Case No. 2:16-cv-03703 (Aug. 8, 2022), ECF No. 202 (noting the same).

⁵⁷ *Id.*

⁵⁸ Joint Decl. ¶ 6.

⁵⁹ *Id.*

III. LEGAL STANDARD

A. Following Prior Practice, this Court Should Adopt the Percentage-of-the-Fund Approach.

This Court has applied the percentage-of-the-fund approach in each of its fee awards to Settlement Class Counsel and should do the same here for the reasons stated in Class Counsel’s prior fee requests.⁶⁰ That approach is consistent with that of other courts in this District, which utilize the percentage-of-the-fund approach in common fund cases.⁶¹ In the Sixth Circuit, the percentage-of-the-fund method is the stated “preferred method” for determining attorneys’ fees in common fund cases “where there is a single pool of money and each class member is entitled to a share.”⁶²

⁶⁰ See Initial Round 1 Fee Order at 2; Further Round 1 Fee Order at 2; Round 2 Fee Order ¶ 19; Round 3 Fee Order ¶ 17; Round 4 Fee Order ¶ 16.

⁶¹ See, e.g., End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements § I(B), Case No. 2:16-cv-03703 (June 14, 2018), ECF No. 115 (“Round 3 Fee Motion”) (citing cases).

⁶² *Lonardo v. Travelers Indem. Co.*, 706 F. Supp. 2d 766, 789 (N.D. Ohio 2010) (citing *Rawlings v. Prudential-Bache Props., Inc.*, 9 F.3d 513, 516 (6th Cir. 1993)); see also, e.g., *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 532 (“This Court’s decision to apply the percentage-of-the-fund method is consistent with the majority trend”); *In re Rio Hair Naturalizer Prods. Liab. Litig.*, MDL No. 1055, 1996 WL 780512, at *16 (E.D. Mich. Dec. 20, 1996) (“[M]ore commonly, fee awards in common fund cases are calculated as a percentage of the fund created, typically ranging from 20 to 50 percent of the fund”); Am. Law Inst., *Principles of the Law of Aggregate Litig.* § 3.13(b) (2010) (“[A] percentage-of-the-fund approach should be the method utilized in most common-fund cases.”).

B. Substantial Fee Awards Encourage Private Enforcement of Antitrust Laws.

The Supreme Court “has recognized consistently that a litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney’s fee from the fund as a whole.”⁶³ This allows “those who benefit from the creation of the fund [to] share the wealth with the lawyers whose skill and effort helped create it.”⁶⁴ Private antitrust litigation provides an important public benefit as a necessary and desirable tool to assure the effective enforcement of the antitrust laws.⁶⁵ Substantial fee awards in successful cases, such as this one, encourage meritorious class actions and thereby promote private enforcement of, and compliance with, antitrust laws.⁶⁶

When combined with the prior fee awards, the Requested Amount in fees would equal around 30% of the total settlement amounts, net of litigation costs.⁶⁷

⁶³ *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980) (citation omitted); *Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 392–93 (1970).

⁶⁴ *In re Wash. Pub. Power Supply Sys. Sec. Litig.*, 19 F.3d 1291, 1300 (9th Cir. 1994).

⁶⁵ *See, e.g., Pillsbury Co. v. Conboy*, 459 U.S. 248, 262–63 (1983); *Reiter v. Sonotone Corp.*, 442 U.S. 330, 344 (1979); *Hawaii v. Standard Oil Co.*, 405 U.S. 251, 266 (1972).

⁶⁶ *Mitsubishi Motors Corp. v. Soler Chrysler-Plymouth, Inc.*, 473 U.S. 614, 653–54 (1985) (Stevens, J., dissenting); *Alpine Pharmacy, Inc. v. Chas. Pfizer & Co.*, 481 F.2d 1045, 1050 (2d Cir. 1973).

⁶⁷ *See* Appendix A.

This percentage is squarely within the range of fee awards that courts in the Sixth Circuit have found to be reasonable; courts in this district and others within this Circuit commonly award class counsel 30% to 35% (or more) in attorneys' fees.⁶⁸ See Appendix D. In fact, just recently, Judge Berg entered an order approving requested fees amounting to 30% of a \$50 million settlement fund without first deducting litigation expenses.⁶⁹ And courts across the country have routinely awarded fees higher than the 30% requested here, and often on the aggregate

⁶⁸ See, e.g., *Daoust v. Maru Rest., LLC*, 2019 WL 2866490, at *5 (E.D. Mich. July 3, 2019) (awarding attorney fees constituting one-third of the settlement fund); *Pratt v. KSE Sportsman Media, Inc.*, 2024 WL 113755, at *1 (E.D. Mich. Jan. 10, 2024) (awarding 35% of common fund for attorney's fees); Final J. & Order of Dismissal with Prejudice at 8–9, *Schreiber v. Mayo Found. for Med. Educ. & Rsch.*, No. 2:22-cv-188 (W.D. Mich. May 29, 2024), ECF 79 (approving 35% fee award totaling \$18,375,000); *Moeller v. The Week Publ'ns, Inc.*, 2023 WL 6628014 (E.D. Mich. Oct. 11, 2023) (one-third attorney fee approved); *Zilinsky v. LeafFilter North, LLC*, 2023 WL 2696554 at *6-7 (S.D. Ohio. Mar. 29, 2023) (same); *Thomsen v. Morley Co., Inc.*, 2023 WL 3437802, at *2 (E.D. Mich. May 12, 2023) (same); *Martin v. Trott Law, P.C.*, 2018 WL 4679626, at *6 (E.D. Mich. Sept. 28, 2018) (same); *Sheean v. Convergent Outsourcing, Inc.*, 2019 WL 6039921, at *3 (E.D. Mich. Nov. 14, 2019) (same); See also *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19 (granting an award of up to 29%); *In re Skelaxin (Metaxalone) Antitrust Litig.*, 2014 WL 2946459, *2 (granting a fee award equaling 1/3 of a \$74 million dollar settlement fund); *In re Southeastern Milk Antitrust Litig.*, No. 08-md-1000, 2013 WL 2155387, at *8 (E.D. Tenn. May 17, 2013) (granting additional attorney fee award to reach one-third of a \$158 million dollar settlement fund); *Bessey v. Packerland Plainwell, Inc.*, No. 4:06-cv-95, 2007 WL 3173972, at *4 (W.D. Mich. Oct. 26, 2007) (approving an award of 33 percent, including costs and expenses, and noting that “[e]mpirical studies show that . . . fee awards in class actions average around one-third of recovery”).

⁶⁹ See *Chapman v. Gen. Motors, LLC*, No. 2:19-CV-12333-TGB-DRG (E.D. Mich. May 6, 2025), ECF No. 253.

settlement (rather than net of expenses).⁷⁰ The Eighth Circuit noted that “[i]n a typical class action, ‘courts have frequently awarded attorneys’ fees ranging up to 36%.’”⁷¹

The requested award is also comparable to the attorneys’ fees that lawyers typically negotiate with private clients in a manner that “mimics the market.”⁷²

⁷⁰ *In re Sonic Corp. Customer Data Sec. Breach Litig.*, No. 1:17-MD-2807, 2019 WL 3773737, at *11 (N.D. Ohio Aug. 12, 2019) (awarding 30% of a \$4,325,000 fund); *Worthington v. CDW Corp.*, No. C-1-03-649, 2006 WL 8411650, at *6 (S.D. Ohio May 22, 2006) (awarding 38 1/3% of a \$1.45 million fund); *Prandin*, 2015 WL 1396473, at *4 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the common fund). This is no less true in mega-fund cases such as this one. *See, e.g., In re Flint Water Cases*, 583 F. Supp. 3d 911, 948 (E.D. Mich. 2022), *dismissed*, No. 22-1187, 2022 WL 18960956 (6th Cir. Sept. 14, 2022) (awarding fees of just under 31.33% of a \$626.25 million fund); *In re Polyurethane Foam Antitrust Litig.*, No. 1:10-MD-2196, 2015 WL 1639269, at *7 (N.D. Ohio Feb. 26, 2015) (awarding 30% of a \$147.8 million fund); *See, e.g., Cook v. Rockwell Int’l Corp.*, No. 90-CV-181-JLK, 2017 WL 5076498 (D. Colo. Apr. 28, 2017) (awarding 40% of \$375 million settlement); *Haddock as trustee of Flyte Tool & Die Co., Inc. 401-K Profit Sharing Plan v. Nationwide Life Ins. Co.*, No. 3:01-CV-1552 (SRU), 2015 WL 13942222, at *5 (D. Conn. Apr. 9, 2015) (awarding 35% of \$140 million settlement); *In re Managed Care Litig.*, 00-1334-MD, 2003 WL 22850070, at *6 (S.D. Fla. Oct. 24, 2003) (awarding \$43.5 million in attorney’s fees on \$100 million settlement); *In re Combustion, Inc.*, 968 F. Supp. 1116, 1136 (W.D. La. 1997) (awarding 36% of \$127 million settlement).

⁷¹ *In re T-Mobile Customer Data Sec. Breach Litig.*, 111 F.4th 849, 859 (8th Cir. 2024) (quoting *Huyer v. Buckley*, 849 F.3d 395, 399 (8th Cir. 2017)).

⁷² *See, e.g., Does 1-2 v. Deja Vu Servs., Inc.*, 925 F.3d 886, 898 (6th Cir. 2019) (considering negotiated contingency fee rates and noting that “[i]t is not abnormal for negotiated attorneys’ fee awards to comprise . . . 30% of the total award”); *In re Flint Water Cases*, 583 F. Supp. 3d 911, 938 (E.D. Mich. 2022) (“[O]ne-third is the benchmark for privately negotiated contingent fees . . .”).

Indeed, the Court in *In re: East Palestine Train* specifically noted that “[e]mpirical studies have established that contingent fees range from 30% to 40% of the recovery in most types of plaintiff representations.”⁷³ The Court acknowledged that “attorneys’ fees awarded in class actions . . . have been [] higher in more recent years, with a . . . median award of 29% between 2009 and 2013.”⁷⁴

C. Consistent with Sixth Circuit Precedent, the Court Expressly Rejected the “Mega-Fund” Adjustment Theory in this Case.

This Court has already considered and rejected objectors’ attempt to apply a so-called mega-fund reduction:

These cases demonstrate that, contrary to the argument made by certain objectors, there is no requirement that the Court necessarily apply a declining fee percentage based on the absolute dollar amount of any of the settlements at issue. The Court notes that other federal courts have also rejected the so-called “mega fund” adjustment to fee awards based solely on the size of a settlement. Instead, consideration must be given to, among other things, the stage of the litigation when a settlement has been achieved and the labor and expense that were required to be incurred in order to achieve the settlement. *See Allapattah Servs. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1210-11 (S.D. Fla. 2006).⁷⁵

⁷³ *In re E. Palestine Train Derailment*, No. 4:23-CV-0242, 2024 WL 4370003, at *13 (N.D. Ohio Sept. 27, 2024), *reconsideration denied*, No. 4:23-CV-0242, 2024 WL 5266527 (N.D. Ohio Nov. 15, 2024). The court in this case awarded 27% in fees of a \$600 million settlement fund but on the gross amount of the settlement fund. *Id.* at *15. Notably, this was the amount requested by counsel. *Id.*

⁷⁴ *Id.*

⁷⁵ Round 2 Fee Order ¶ 8.

And, in both the direct purchaser and automobile dealers class settlements, which each totaled more than \$385 million, no mega-fund reduction was applied by this Court.⁷⁶

As explained in Settlement Class Counsels’ motion for attorneys’ fees in connection with the Round 3 Settlements, the Sixth Circuit has not endorsed a reduced percentage approach.⁷⁷ Federal courts (including this one) routinely reject this argument.⁷⁸ Consideration instead must be given to, *inter alia*, the stage of the litigation when a settlement has been achieved and the labor and expense that were required to be incurred to achieve the settlement.⁷⁹

⁷⁶ See fns. 134 & 135.

⁷⁷ See, e.g., Round 3 Fee Motion at 14–15.

⁷⁸ See, e.g., *In re T-Mobile Customer Data Sec. Breach Litig.*, 111 F.4th at 860 (“[W]e decline to hold that a court must award a reduced percentage in megafund cases.”); *In re Equifax Inc. Customer Data Sec. Breach Litig.*, 999 F.3d 1247, 1280 (11th Cir. 2021) (“We decline to add an additional factor requiring the District Court to expressly consider the economies of scale in a megafund case [in part because r]equiring consideration of the economies of scale could also create perverse incentives, as it may encourage class counsel to pursue ‘quick settlements at sub-optimal levels.’ (internal quotation marks omitted)); *In re Linerboard Antitrust Litig.*, No. CIV.A. 98-5055, 2004 WL 1221350, at *16 (E.D. Pa. June 2, 2004), amended, No. CIV.A.98-5055, 2004 WL 1240775 (E.D. Pa. June 4, 2004) (rejecting “sliding scale approach” as “economically unsound” because “the highly favorable settlement was attributable to [class counsel’s] skill and it is inappropriate to penalize them for their success”).

⁷⁹ *Allapattah Servs. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1210–11 (S.D. Fla. 2006) (awarding 31.33% of a \$1.075 billion class settlement).

IV. ARGUMENT

The Court should award Settlement Class Counsel the requested fees for several reasons. First, application of the six *Ramey* factors supports granting the fee request. Second, the Court's prior fee awards to Settlement Class Counsel were interim and incomplete, allowing for additional fees to be awarded on the overall settlement amounts for work performed in all rounds. Third, the Court awarded the direct purchaser and automobile dealer plaintiffs' class counsel approximately 30% of their respective total settlement amounts (without reduction for litigation costs). Fourth, Settlement Class Counsel have not previously applied for compensation for the thousands of hours of work performed during the last five years. This work included multiple rounds of briefing in the district court and the Sixth Circuit in which the Settlement Class secured favorable rulings barring certain entities represented by a third-party claims filer.⁸⁰ Settlement Class Counsel's work in these proceedings likely resulted in savings of tens of millions of dollars to Settlement Class Members, if not more.⁸¹ Finally, the fee request is reasonable under the case law.

⁸⁰ Case No. 2:12-md-02311-SFC-RSW, ECF Nos. 2060, 2064, 2066, 2073, 2097, 2101, 2105.

⁸¹ Joint Decl. ¶ 26.

A. The Six *Ramey* Factors Support the Fee Request.

After selecting a method for awarding attorneys' fees, courts consider the six *Ramey* factors: (1) the value of the benefits to the class; (2) society's stake in rewarding attorneys who produce such benefits to maintain an incentive to others; (3) whether the services were undertaken on a contingent fee basis; (4) the complexity of the litigation; (5) the professional skill and standing of counsel on both sides; and (6) the value of the services on an hourly basis.⁸² These factors indicate that the fee requested here is fair and reasonable.

i. Class Counsel Have Secured Valuable Benefits for All Settlement Class Members.

The principal consideration in awarding attorneys' fees is the result achieved for the class.⁸³ Class Counsel have secured settlements with 72 groups of defendants in 43 separate class action cases totaling in excess of \$1.224 billion,⁸⁴ which will be distributed after deducting costs, expenses, and fees. Class Counsel undertook this litigation on a contingency fee basis with no assurances of any recovery.

⁸² *Ramey*, 508 F.2d at 1194–97.

⁸³ *In re Delphi Corp. Sec., Derivative & "ERISA" Litig.*, 248 F.R.D. 483, 503 (E.D. Mich. 2008).

⁸⁴ As noted above, the Aggregate Settlement Amount cited here excludes settlements obtained with Takata.

Furthermore, Settlement Class Counsel negotiated for and obtained significant non-monetary benefits from defendants, including equitable relief.⁸⁵

This recovery is especially noteworthy because, despite guilty pleas by some defendants, the Department of Justice did not obtain any monetary restitution for the victims of defendants' unlawful conduct.⁸⁶ Yet, at the same time, the then United States Attorney General made clear that "as a result of these conspiracies, Americans paid more for their cars."⁸⁷ These settlements will provide much needed restitution to American consumers and other class members.

ii. Society Has a Strong Interest in Awarding Reasonable Attorneys' Fees and Incentivizing Enforcement of Antitrust Laws.

Attorneys' fees should be awarded so as "to encourage attorneys to bring class actions to vindicate public policy (*e.g.*, the antitrust laws) as well as the specific rights of private individuals."⁸⁸ Courts in the Sixth Circuit weigh "society's stake in rewarding attorneys who [obtain favorable outcomes for a class] in order to maintain

⁸⁵ Joint Decl. ¶ 17.

⁸⁶ *Id.* ¶ 18.

⁸⁷ *Remarks as Prepared for Delivery by Attorney General Eric Holder at Auto Parts Press Conference*, U.S. Department of Justice (Sept. 26, 2013), <http://www.justice.gov/opa/speech/remarks-prepared-delivery-attorney-general-eric-holder-auto-parts-press-conference>.

⁸⁸ *In re Folding Carton Antitrust Litig.*, 84 F.R.D. 245, 260 (N.D. Ill. 1979), *aff'd in part and rev'd on other grounds*, 744 F.2d 1252, 1253 (7th Cir. 1984).

an incentive to others,” and counsel’s success in complex antitrust litigation “counsels in favor of a generous fee.”⁸⁹

Members of the Settlement Classes have been compensated (and many will be compensated further) for their injuries only through Class Counsel’s efforts.⁹⁰ The substantial recoveries obtained serve the invaluable public policy of holding accountable those who violate antitrust laws, thereby promoting fair competition and honest pricing.⁹¹

iii. Class Counsel Have Been Working on A Contingent Fee Basis.

The determination of a reasonable fee must include consideration of the contingent nature of Class Counsel’s fees, the outlay of millions of dollars of out-of-pocket costs and expenses, and the fact that the risks of failure in a class action are

⁸⁹ *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. at 533–34 (internal quotation marks omitted); *Delphi*, 248 F.R.D. at 503.

⁹⁰ Joint Decl. ¶ 19.

⁹¹ *Vendo Co. v. Lektro-Vend Corp.*, 433 U.S. 623, 635 (1977) (“Section 16 [of the Clayton Act] undoubtedly embodies congressional policy favoring private enforcement of the antitrust laws, and undoubtedly there exists a strong national interest in antitrust enforcement.”); *Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96, 122 (2d Cir. 2005) (“[I]t is especially important to provide appropriate incentives to attorneys pursuing antitrust actions because public policy relies on private sector enforcement of the antitrust laws.”); *In re Linerboard Antitrust Litig.*, 2004 WL 1221350, at *17, *amended*, No. CIV.A.98-5055, 2004 WL 1240775 (E.D. Pa. June 4, 2004) (“[T]he incentive for ‘the private attorney general’ is particularly important in the area of antitrust enforcement because public policy relies so heavily on such private action for enforcement of the antitrust laws.”).

notoriously high. Numerous courts “consider the risk of non-recovery as the most important factor in fee determination.”⁹² The contingency fee factor “stands as a proxy for the risk that attorneys will not recover compensation for the work they put into a case.”⁹³ Indeed, “within the set of colorable legal claims, a higher risk of loss does argue for a higher fee.”⁹⁴

Since 2011, Class Counsel have undertaken significant financial risks in prosecuting this inherently complex and risky litigation of unprecedented size and scope against in excess of 100 defendants represented by the largest defense law firms in this country.⁹⁵ Class Counsel devoted millions of dollars of their financial resources to this litigation, with no guarantee of success, and Settlement Class Counsel will continue to devote significant time and resources to the completion of

⁹² *Kritzer v. Safelite Solutions, LLC*, No. 10-cv-0729, 2012 U.S. Dist. LEXIS 74994, at *30 (S.D. Ohio May 30, 2012) (quoting *In re Cardinal Health Inc. Sec. Litigs.*, 528 F. Supp. 2d 752, 765–66 (S.D. Ohio 2007)); *Stanley v. U.S. Steel Co.*, No. 04-74654, 2009 U.S. Dist. LEXIS 114065, at *8 (E.D. Mich. Dec. 8, 2009) (“Numerous cases recognize that the contingent fee risk is an important factor in determining the fee award. A contingency fee arrangement often justifies an increase in the award of attorneys’ fees.” (internal quotations omitted)).

⁹³ *Cardinal Health*, 528 F. Supp. 2d at 766.

⁹⁴ *In re Trans Union Corp. Privacy Litig.*, 629 F.3d 741, 746 (7th Cir. 2011); *see also Ballatore v. Comm’r of Soc. Sec.*, No. 11-15335, 2015 U.S. Dist. LEXIS 135402, at *14 (E.D. Mich. Aug. 5, 2015) (“[T]he contingent fee[] may be high because the risk of default (*i.e.*, losing the case) is high.”).

⁹⁵ Joint Decl. ¶ 4.

settlement administration until the last dollar from the settlements is distributed.⁹⁶

iv. The Complexity of This Massive, Sprawling Litigation Supports the Fee Request.

It is well-settled that antitrust class actions are “arguably the most complex actions to prosecute. The legal and factual issues involved are always numerous and uncertain in outcome.”⁹⁷

As the Court has already recognized, this litigation is manifestly more complex than typical antitrust class actions.⁹⁸ The Department of Justice has described its investigation of automotive parts suppliers’ bid-rigging, price-fixing, and market allocation conspiracies at issue here as the largest criminal cartel it had uncovered. The misconduct at issue is unprecedented in breadth—involving multiple different automotive parts, thousands of affected vehicle makes and models over a twenty-year period, and scores of foreign and domestic automotive parts suppliers. Based on sheer size alone—with 43 separately filed actions within this MDL—this antitrust litigation is exceptionally massive.

⁹⁶ *Id.*

⁹⁷ *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19 (quoting *In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 639 (E.D. Pa. 2003)); *see also Cardizem*, 218 F.R.D. at 533 (“Antitrust class actions are inherently complex[.]”).

⁹⁸ Transcript of September 17, 2020 Fairness Hearing at 13:15–14:5 (stating that “this is very, very, complex” and that the “professional skill and standing of counsel involved on both sides is very, very, very high”).

As indirect purchasers, the End-Payor Plaintiffs' claims for damages and restitution were based on the laws of approximately 30 states and the District of Columbia. This created substantial additional risk, uncertainty, and complexity.⁹⁹ As one court noted in a similar indirect purchaser action, "[a]ssessment of damages involved a difficult analysis, which required taking into account the impact of and relationship between federal and state rules concerning damage analysis[.]"¹⁰⁰

The need to conduct discovery against numerous foreign defendants located around the world compounded the complexity of this litigation. Moreover, the vast majority of defendants brought at least one motion to dismiss plaintiffs' claims challenging standing and the sufficiency of plaintiffs' complaints, among other issues.¹⁰¹ Plaintiffs succeeded in defeating those motions. Settlement Class Counsel

⁹⁹ Some states permit indirect purchaser actions under state antitrust laws, others under state consumer protection laws, and still others under both state antitrust and consumer protection laws.

¹⁰⁰ *In re TFT-LCD (Flat Panel) Antitrust Litig.*, 07-1827, 2013 U.S. Dist. LEXIS 49885, at *70 (N.D. Cal. Apr. 1, 2013); *In re Cathode Ray Tube (CRT) Antitrust Litig.*, MDL No. 1917, 2013 U.S. Dist. LEXIS 137945, at *65 (N.D. Cal. June 20, 2013) (recommending class certification for indirect purchasers and noting that the indirect purchaser plaintiffs "still have the burden of demonstrating that there is a reasonable method for determining on a class-wide basis whether and to what extent that overcharge was passed on to each of the indirect purchasers at all levels of the distribution chain" (internal quotation marks omitted)); *Cardizem*, 218 F.R.D. at 533 (granting indirect purchaser plaintiffs' motion for final approval and for attorneys' fees noting that plaintiffs "also faced substantial additional difficulties as indirect purchasers").

¹⁰¹ Joint Decl. ¶ 12.

also managed complicated pleading, discovery, and settlement negotiations with multiple defendants. After that, the settlement administration process—a process far more complicated than is typical¹⁰²—began. De-duplication of claims, establishing the requirements for and analysis of supporting evidence, and sampling all presented thorny issues that had to be addressed and resolved, requiring many hours of Settlement Class Counsel’s time. Settlement Class Counsel respectfully submits that the unique and complex nature of this litigation has required an extraordinary commitment of time and effort, and the expenditure of significant resources, which further justifies the requested fee award.

v. The Parties’ Class Action and Antitrust Litigation Skill and Experience Support the Fee Request.

Courts consider the skill and experience of counsel on both sides of the litigation in determining a reasonable fee award.¹⁰³ This Court has repeatedly found that Class Counsel have the requisite skill and experience in class action and antitrust litigation to effectively represent the classes.¹⁰⁴ Class Counsel’s successful

¹⁰² See Declaration of Michelle M. La Count, Esq. Regarding End-Payor Plaintiffs’ Motion for *Pro Rata* Distributions to Authorized Claimants, at 3–4, Case No. 2:13-cv-02203-SFC-RSW (Dec. 27, 2024), ECF No. 425-1

¹⁰³ *Polyurethane Foam*, 2015 WL 1639269, at *7; *Packaged Ice*, 2011 WL 6209188, at *9, 12.

¹⁰⁴ See Round 3 Fee Award at ¶¶ 10–16.

prosecution of this litigation, including the highly favorable settlements achieved over the course of a decade of active litigation, including obtaining the largest indirect purchaser settlements in U.S. history, is a testament to Class Counsel's skill.¹⁰⁵ Defendants were also represented by highly skilled and experienced attorneys at some of the largest law firms in the country.¹⁰⁶

vi. A Lodestar Crosscheck Confirms the Value of the Services Rendered and Reasonableness of the Fee Request.

Finally, *Ramey* asks courts to consider the value of services rendered on an hourly basis.¹⁰⁷ Settlement Class Counsel's fee request is reasonable as a percentage of the total settlement amount achieved. Though optional in this Circuit, some courts apply a lodestar "cross-check" to confirm the reasonableness of the attorneys' fees request calculated as a percentage of the settlement fund.¹⁰⁸ As lodestar is only used as a cross-check, the Court need not engage in detailed scrutiny of time records.¹⁰⁹ Indeed, when this Court previously awarded attorneys' fees to Settlement Class Counsel, the Court relied on detailed declarations comparable to those Settlement

¹⁰⁵ Joint Decl. ¶ 8.

¹⁰⁶ *Id.* ¶¶ 4, 12.

¹⁰⁷ *Ramey*, 508 F.2d at 1196.

¹⁰⁸ *Cardinal Health*, 528 F. Supp. 2d at 764; *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *18.

¹⁰⁹ *Cardinal Health*, 528 F. Supp. 2d at 767.

Class Counsel submit here in support of this motion setting forth, *inter alia*, work performed, hourly rates, and number of hours.¹¹⁰ The substantial time Class Counsel expended confirms that the fee request is well “aligned with the amount of work the attorneys contributed” to the recovery, and does not, in any way, constitute a “windfall.”¹¹¹

The Court has previously held that the relevant attorney hours for purposes of the lodestar cross-check is attorney time since the inception of the case:¹¹²

The Court rejects the argument made by certain objectors that time included with the Round 1 Settlement fee request should not be included in the lodestar cross-check for the Round 2 Settlements. In calculating the lodestar for purposes of the cross-check, it would be impractical to compartmentalize and isolate the work that EPPs’ counsel did in any particular case at any particular time because all of their work assisted in achieving all of the settlements and has provided and will continue to provide a significant benefit to all of the EPPs classes.

The Court should continue to follow that approach here. Therefore, the Court should, as before, consider all of the time devoted to this case times the hourly rates of counsel.¹¹³

¹¹⁰ See, e.g., Round 4 Fee Order ¶ 15.

¹¹¹ *Cardinal Health*, 528 F. Supp. 2d at 764.

¹¹² Round 4 Fee Order at 7 n.5 (citing *Se. Milk*, 2013 WL 2155387, at *7–8 (rejecting objection based on the proposition that the calculation of class counsel’s lodestar should be limited to work performed after the period covered by a prior fee award)).

¹¹³ See, e.g., *Se. Milk*, 2013 WL 2155387, at *7–8 (adopting this approach over objection).

The data here shows that Class Counsel have vigorously prosecuted this litigation with a keen eye to efficiency.¹¹⁴ Settlement Class Counsel and their professional staff worked a total of 7,980.50 hours between October 1, 2019¹¹⁵ through March 31, 2025, amounting to \$8,514,810.50 in lodestar.¹¹⁶ Adding this lodestar to that previously reported almost five years ago—a prior lodestar that used 2019 hourly rates, rates much lower than the current market rates—Class Counsel and their professional staff have worked a total of 388,956.10 hours since Settlement Class Counsel’s appointment as Interim Co-Lead Class Counsel on March 23, 2012, representing a total lodestar of \$163,297,143.68.¹¹⁷ The Requested Amount in this application is 7.77% of the Aggregate Settlement Amount (less the litigation costs approved by the Court), plus a pro rata share of the interest earned on the amount of any award granted through this application.¹¹⁸ The resulting multiplier is

¹¹⁴ Joint Decl. ¶ 30.

¹¹⁵ This is the period following the last date covered in the previous interim request for fees. *See id.* ¶ 31.

¹¹⁶ *Id.* ¶ 32.

¹¹⁷ *Id.* ¶ 31.; *see also* End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round Four Settlements, No. 2:12-cv-00403-MOB (October 31, 2019), ECF No. 297, at 20 (noting that 380,975.60 hours were worked through September 30, 2019).

¹¹⁸ Joint Decl. ¶ 35.

approximately 2.22 of the lodestar.¹¹⁹ Since much of the total lodestar is based on hourly rates dating back almost five years, the current multiplier is substantially higher than it would be had current hourly rates been used for all expended time, as is typical under the law.¹²⁰

The resulting multiplier is consistent with (and in fact well below) awards made in numerous other class action cases, including megafund cases, that have suggested multipliers of up to 4.0 or 4.5 are reasonable.¹²¹ See Appendix C (noting cases with

¹¹⁹ *Id.* ¶ 37.

¹²⁰ *Id.* “The Court may approve fees computed on current rates to adjust for the delay in compensation because the fees will be ‘received several years after services were rendered.’” *Merkner v. AK Steel Corp.*, No. 1:09-CV-423-TSB, 2011 WL 13202629, at *5 (S.D. Ohio Jan. 10, 2011) (quoting *Barnes v. City of Cincinnati*, 401 F.3d 729, 745 (6th Cir. 2005) (using common fund analysis to approve attorney’s fees that equated to lodestar multiplier of 5.3); see also *Cantor v. Detroit Edison Co.*, 86 F.R.D. 752, 767 (E.D. Mich. 1980) (“I have determined that current rather than historical (i. e., contemporaneous to services rendered) rates should be applied. The attorneys have waited up to eight years to be compensated for their work. This delay and the effect of inflation are factors I do consider in determining a reasonable hourly rate.”).

¹²¹ See, e.g., *In re Home Point Capital Inc. Securities Lit.*, No. 21-11457, 2024 WL 3273275, at *7 (E.D. Mich. June 28, 2024) (“Most courts agree that the typical lodestar multiplier in a large post-PSLRA securities class action[] ranges from 1.3 to 4.5”); *Fusion Elite All Stars v. Varsity Brands, LLC*, No. 20-2600, 2023 WL 6466398, at *7 (W.D. Tenn. Oct. 4, 2023) (“Typically, courts award multipliers on lodestars in contingent fee cases ranging from 1.3 to 4.0”); see also *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-12141, 2015 WL 1396473, at *4 (E.D. Mich. Jan. 20, 2015) (awarding 3.01 multiplier); *In re Regions Morgan Keegan Sec.*, No. 09-2009, 2013 WL 12110279, at *7 (W.D. Tenn. Aug. 6, 2013) (finding lodestar cross-check multiplier of 3.1 reasonable and awarding 30% of a \$62 million settlement fund); *In re Skelaxin (Metaxalone) Antitrust Litig.*, MDL 2343, No. 12-

multipliers over 5). In a complex class action settlement, courts have noted such a case would “justify a multiplier of at least three, which is well within the normal range.”¹²²

This Court has previously found that Class Counsel’s hourly rates are reasonable.¹²³ Settlement Class Counsel are primarily based in San Francisco, New

83, 2014 WL 2946459, at *2 (E.D. Tenn. June 30, 2014) (awarding one-third of the \$73 million common fund which equated to a lodestar multiplier to 2.5); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 533 (E.D. Mich. 2003) (noting that direct purchaser class plaintiffs received a 30% fee award that equated to lodestar multiplier of 3.7); *Cook*, 2017 WL 5076498 (awarding 40% of \$375 million settlement with a 2.41 multiplier); *In re Peanut Farmers Antitrust Litig.*, No. 2:19-CV-00463, 2021 WL 9494033, at *7 (E.D. Va. Aug. 10, 2021) (awarding 1/3 of a \$102,750,000 settlement fund to class counsel, resulting in a 2.92 multiplier); *see also In re TikTok, Inc., Consumer Privacy Litig.*, 617 F. Supp. 3d 904, 943 (N.D. Ill. 2022) (citing Newberg on Class Actions and observing that “for fund sizes over \$44 million, the mean multiplier was 2.39”); *Andrews v. State Auto Mutual Insurance Company*, 2023 WL 7018839, at *7 (S.D. Ohio 2023) (quoting Newberg on Class Actions and concluding that 2.45 multiplier was acceptable in part because “courts have found multipliers between one and five appropriate in complex class actions when calculating the lodestar”).

¹²² *Underwood v. Carpenters Pension Tr. Fund-Detroit & Vicinity*, No. 13-CV-14464, 2017 WL 655622, at *14 (E.D. Mich. Feb. 17, 2017); *see also Arp. v. Hohla & Wyss Enters., LLP*, No.18-119, 2020 WL 6498956, at *8 (S.D. Ohio Nov. 5, 2020) (approving multiplier of 5.29); *Bailey v. AK Steel Corp.*, No. 06-468, 2008 WL 553764 at *2 (S.D. Ohio Feb. 28, 2008) (noting that “courts typically . . . increase the lodestar amount by a multiple of several times itself” and identifying a “normal range of between two and five”); *Cardinal Health*, 528 F. Supp. 2d at 767–68 (approving a multiplier of 5.9 on a \$600,000,000 settlement fund, and observing that “most courts agree that the typical lodestar multiplier” in a large class action “ranges from 1.3 to 4.5”).

¹²³ *See, e.g.*, fn. 12.

York, and Los Angeles, and have many years of experience in prosecuting antitrust cases.¹²⁴ There rates are consistent with the market and reasonable.¹²⁵ Indeed, recent reports explain that senior lawyers at top law firms routinely charge \$3,000 an hour.¹²⁶

On a weighted average blended basis, the hourly rate for the lodestar presented in this application is only \$419.83.¹²⁷ That is well within what has been commonly held as the “acceptable range of attorneys’ fees.”¹²⁸

¹²⁴ Joint Decl. ¶ 29.

¹²⁵ *Ford v. Fed.-Mogul Corp.*, No. 2:09-cv-14448, 2015 U.S. Dist. LEXIS 3399, at *2–3 (E.D. Mich. Jan. 7, 2015) (“A reasonable hourly rate is determined according to the prevailing market rates in the relevant community. To ascertain that community, district courts ‘are free to look to a national market, an area of specialization market, or any other market they believe appropriate to fairly compensate particular attorneys in individual cases.’” (quoting *McHugh v. Olympia Entm’t, Inc.*, 37 F. App’x 730, 740 (6th Cir. 2002))). Even if counsel’s “requested rates are high for this district . . . Class Counsel should be compensated at rates that reflect their skill and their success.” *Schumacher v. AK Steel Corp. Ret. Accum. Pen. Plan*, 995 F. Supp. 2d 835, 847 (S.D. Ohio 2014).

¹²⁶ See David Thomas & Mike Scarcella, *More Lawyers Join the \$3,000-An-Hour Club, As Other Firms Close In*, REUTERS (Feb. 27, 2025), <https://www.reuters.com/legal/legalindustry/3000-an-hour-lawyer-isnt-unicorn-anymore-2025-02-27/> (last visited May 9, 2025).

¹²⁷ Joint Decl. ¶ 31.

¹²⁸ *In re Telescopes Antitrust Litig.*, No. 5:20-CV-03639-EJD, 2025 WL 1093248, at *11 (N.D. Cal. Apr. 11, 2025) (finding a blended hourly rate of \$709 for counsel and staff to be acceptable); see also *In re MacBook Keyboard Litig.*, No. 18-cv-02813, 2023 WL 3688452, at *15 (N.D. Cal. May 25, 2023) (approving hourly rates for attorneys of up to \$875–\$1,195).

B. The Prior Fee Awards Were Interim and Partial.

In addition to the *Ramey* factors supporting the fee request, the prior awards in this case were interim in nature and it was understood that counsel would request additional fees. The Court repeatedly noted the interim and partial nature of its prior fee awards in the Rounds 1 through 4 Fee Orders and indicated it would be appropriate for Settlement Class Counsel to apply for additional attorneys' fees later in the case with respect to those earlier rounds.¹²⁹ Indeed, the Court “overrule[d] objections that any fee award should not be made until after the conclusion of the claims administration process” and acknowledged the need to compensate Class

¹²⁹ See, e.g., Order Granting in Part Award of Attorneys' Fees, *Wire Harness*, No. 2:12-cv-00103, ECF No. 498 (granting interim fee award of 10% of the Round 1 Settlements, defined below); Supplemental Order Granting End-Payor Plaintiffs Additional Attorneys' Fees, *Wire Harness*, No. 2:12-cv-00103, ECF No. 545 (granting additional interim fee award of 10% of Round 1 Settlements); Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, *Wire Harness*, No. 2:12-cv-00103, ECF No. 578 (granting fee award of 20%, net of certain expenses of Round 2 Settlements and repeatedly noting the “interim” nature of the fee award); Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses at 7 ¶ 17, *Wire Harness*, No. 2:12-cv-00102, ECF No. 626 (granting fee award of 25% of the Round 3 settlement amount, net of expenses and noting that this together with the Round 2 and Round 1 awards resulted in a total award equal to 22.06% after stating that this fee was “interim”).

Counsel at various points during this proceeding of this lengthy set of cases.¹³⁰ Given the interim and incomplete nature of the prior fee awards, an award of additional attorneys' fees from the settlements is appropriate now.

C. Settlement Class Counsel Have Not Been Compensated for Extensive Work Performed Over More Than Five Years.

Additional attorneys' fees are likewise appropriate since Settlement Class Counsel have not been awarded additional fees for work performed after 2019. Work performed to achieve the Round 5 Settlements and to administer and preserve the settlements since October 1, 2019, has not yet been the subject of any awards to date.¹³¹ Since the last fee award, Settlement Class Counsel have performed almost 8,000 hours of work negotiating and obtaining the Round 5 Settlements, working on the administration of each of the settlements, and litigating with third-party claims filers—work that ensured that settlement funds would not be diluted by untimely and non-meritorious claims.¹³²

D. The Fee Request Is Consistent with Awards Given to Other Counsel for Plaintiffs in this Litigation and is Appropriate and Fair.

¹³⁰ Order Regarding End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, *Wire Harness*, No. 2:12-cv-00103, ECF No. 578, ¶ 22.

¹³¹ *See, supra*, at fn. 4.

¹³² Joint Decl. ¶ 32.

Granting an award of attorneys' fees of 7.77% of the Aggregate Settlement Amount (less the litigation costs approved by the Court), plus a pro rata share of the interest earned on the amount of any award granted through this application is entirely appropriate; it will result in a total award of attorneys' fees of approximately 30% of the total settlement amounts net of litigation expenses. Not only is this fee request within the range of fee awards made by courts in this Circuit;¹³³ it is equivalent to what this Court has awarded to other plaintiffs' class counsel in this litigation. While the Court here has thus far awarded attorneys' fees to Settlement Class Counsel of 22.05% from the Rounds 1 through 4 principal total settlements to Class Counsel (or 22.29% of the Rounds 1 through 4 Settlements, net of litigation expenses), this Court has awarded attorneys' fees of approximately 30% of total principal settlement amounts to direct purchaser plaintiffs' class counsel¹³⁴ and

¹³³ *See, supra* § III.B.

¹³⁴ *See, e.g.*, Order Granting Interim Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Costs and Expenses, No. 2:12-cv-00601 (July 15, 2015), ECF No. 128 (settlement amount: \$42,100,000; 25% fee award); Order, No. 2:12-cv-00101 (Aug. 10, 2017), ECF No. 495 (settlement amount: \$102,736,240.10; 30% fee award); Order, No. 2:17-cv-04201 (Mar. 12, 2018), ECF No. 21 (settlement amount: \$9,750,00; 30% fee award); Order, No. 2:12-cv-00601 (Oct. 18, 2018), ECF No. 169 (settlement amount: \$18,250,000; 30% fee award); Order, No. 2:13-cv-02701 (Oct. 18, 2018), ECF No. 124 (settlement amount: \$8,750,000; 30% fee award); Order, No. 2:12-cv-00401 (Nov. 21, 2018), ECF No. 220 (settlement amount: \$4,704,000; 30% fee award); Order, No. 2:12-cv-00101 (Nov. 21, 2018), ECF No. 573 (settlement amount: \$19,680,320; 30% fee award); Order, No. 2:12-cv-00201 (Nov. 21, 2018), ECF No. 224 (settlement

automobile dealer plaintiffs' class counsel.¹³⁵ Importantly, this 30% was not calculated net of litigation expenses.

amount: \$7,750,000; 30% fee award); Order, No. 2:13-cv-00701 (Oct. 11, 2019), ECF No. 97 (settlement amount: \$9,606,594; 30% fee award); Order, No. 2:13-cv-01001 (Oct. 15, 2019), ECF No. 62 (settlement amount: \$6,240,956; 30% fee award); Order, No. 2:15-cv-11827 (Oct. 15, 2019), ECF No. 41 (settlement amount: \$10,110,449; 30% fee award); Order, No. 2:13-cv-01101 (Oct. 15, 2019), ECF No. 128 (settlement amount: \$10,865,004; 30% fee award); Order, No. 2:13-cv-00901 (Nov. 20, 2019), ECF No. 123 (settlement amount: \$6,216,176; 30% fee award); Order, No. 2:13-cv-02301 (Nov. 21, 2019), ECF No. 86 (settlement amount: \$3,160,761; 30% fee award); Order, No. 2:13-cv-02801 (Nov. 21, 2019), ECF No. 116 (settlement amount: \$690,134; 30% fee award); Order, No. 2:13-cv-02701 (Nov. 22, 2019), ECF No. 179 (settlement amount: \$14,170,000; 30% fee award); Order, No. 2:16-cv-03601 (July 16, 2020), ECF No. 29 (settlement amount: \$2,925,000; 30% fee award); Order, No. 2:13-cv-02501 (July 16, 2020), ECF No. 24 (settlement amount: \$2,719,274; 30% fee award); Order, No. 2:13-cv-01401 (July 16, 2020), ECF No. 118 (settlement amount: \$5,940,332; 30% fee award); Order, No. 2:16-cv-03801 (July 16, 2020), ECF No. 19 (settlement amount: \$17,300,000; 30% fee award); Order, No. 2:13-cv-02701 (Nov. 10, 2020), ECF No. 198 (settlement amount: \$7,850,000; 30% fee award); Order, No. 2:13-cv-01101 (Nov. 13, 2020), ECF No. 156 (settlement amount: \$1,300,000; 30% fee award); Order, No. 2:16-cv-03701 (Dec. 8, 2020), ECF No. 97 (settlement amount: \$13,270,579; 30% fee award); Order, No. 2:15-cv-03201 (Feb. 12, 2021), ECF No. 11 (settlement amount: \$4,067,000; 30% fee award); Order, No. 2:12-cv-00501 (June 10, 2021), ECF No. 515 (settlement amount: 37,500,000; 33.33% fee award); Order, No. 2:13-cv-01301 (June 10, 2021), ECF No. 14 (settlement amount: \$700,000; 30% fee award); Order, No. 2:12-cv-00501 (Nov. 18, 2021), ECF No. 522 (settlement amount: \$6,445,199.05; 33.33% fee award); Order, No. 2:13-cv-02201 (Mar. 24, 2022), ECF No. 188 (settlement amount: \$3,052,000; 30% fee award); Order, No. 2:15-cv-03101 (Sept. 22, 2022), ECF No. 105 (settlement amount: \$700,000; 33% fee award); Order, No. 2:15-cv-03001 (Sept. 23, 2022), ECF No. 103 (settlement amount: 700,000; 33% fee award); Order, No. 2:15-cv-03301 (June 15, 2023), ECF No. 88 (settlement amount: \$6,000,000; 33.33% fee award).

¹³⁵ See, e.g., Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Awards, No. 2:12-cv-00102

There is no reason to award a lower percentage of attorneys' fees to Settlement Class Counsel than to these other plaintiffs' class counsel; this Court has already declined to apply a declining fee percentage based on the absolute dollar amount of the settlements.¹³⁶

Counsel for at least one other group of plaintiffs in this litigation have similarly moved for additional attorneys' fees after the Court awarded subsequent attorneys' fees. In 2020, the automobile dealer plaintiffs' class counsel applied for an additional 10% in attorneys' fees in connection with their second round of

(Dec. 7, 2015), ECF No. 401 (settlement amount: \$58,947,900; 31.38% fee award); Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and a Set Aside for Future Litigation Expenses, No. 2:12-cv-00102 (Nov. 29, 2016), ECF No. 523 (settlement amount: \$124,730,927; 20% fee award); Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and a Set Aside for Future Litigation Expenses from Round Three Settlements, No. 2:12-c-v-00102 (Nov. 5, 2018), ECF No. 568 (settlement amount: \$115,180,799; 28.93% fee award); Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses from Round Four Settlements, No. 2:13-c-v-01902 (Dec. 29, 2019), ECF No. 240 (settlement amount: \$86,720,160; 30.18% fee award); Order Regarding Auto Dealers' Motion to Award Fees Placed in Reserve in 2016 for Round Two Settlements, No. 2:13-cv-01902 (Aug. 7, 2020), ECF No. 249 (settlement amount: \$124,730,927; additional 10% fee award); Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses From Round Five Settlements, No. 2:21-cv-04402-SFC, (Jan. 24, 2024), ECF No. 13 (settlement amount \$948,000.00; fee award of \$284,400.00 bringing total up to near 30% gross).

¹³⁶ See, e.g., fn. 12.

settlements, which the Court granted.¹³⁷ Ultimately, the Court awarded their counsel attorneys’ fees equal to 30% of their second round of settlements.¹³⁸

Given the complexity of this litigation, excellent results achieved, the legal and factual complexity of the claims and defenses, the risk of non-recovery, the formidable opposing counsel for defendants, the experience and skill of Class Counsel, the complex claims administration process, and the fact that the resulting multiplier on the lodestar is just 2.2 (*see, infra*, § IV.A.vi), the Requested Amount is fair and reasonable.¹³⁹ Furthermore, Settlement Class Counsel estimate they will dedicate many more hours to complete the distribution of all settlement proceeds.¹⁴⁰

E. Award of Expenses and Costs Paid from the Litigation Fund.

Since the inception of the litigation, Settlement Class Counsel have funded and advanced the substantial costs and expenses required to prosecute the

¹³⁷ *See, e.g.*, Order Regarding Auto Dealers’ Motion for An Award of Attorneys’ Fees, Reimbursement of Litigation Expenses, and A Set Aside for Future Litigation Expenses ¶¶ 13–14, No. 12-cv-00102 (Nov. 29, 2016), ECF No. 523 (regarding second round of settlements, awarding “attorneys’ fees to counsel for the Auto Dealers in the amount of 20 per cent of the settlement funds” and “reserv[ing] ruling on the Auto Dealers’ request for additional fees from these settlements.”); Order Regarding Auto Dealers’ Motion to Award Fees Placed in Reserve in 2016 for Round Two Settlements ¶ 4, No. 2:13-cv-01902 (Aug. 7, 2020), ECF No. 249.

¹³⁹ *See* Eisenberg & Miller, 1 J. Empirical Legal Stud. at 64–66, 77 (noting that “complexity is correlated with higher fees” and that “fees as a percentage of recovery tend to be higher in high-risk cases”).

¹⁴⁰ Joint Decl. ¶¶ 37, 39.

litigation.¹⁴¹ Settlement Class Counsel established a Litigation Fund for expenses incurred in this litigation and contributed to the Litigation Fund.¹⁴² Settlement Class Counsel pay many of the expenses in this litigation from the Litigation Fund.¹⁴³ The Court has previously reimbursed expenses incurred by Class Counsel in conjunction with the Rounds 1–4 Settlements.¹⁴⁴ The Court also awarded Settlement Class Counsel a fund for the payment of future litigation expenses in the amount of \$11,250,000 on June 20, 2016.¹⁴⁵

Settlement Class Counsel have used a portion of this fund for costs including (1) economic and industry expert fees in connection with class certification motions and discovery; (2) document review hosting; (3) translation of documents; and (4) mediation. The Litigation Fund currently has a balance of \$7,230,783.¹⁴⁶

Between October 1, 2019, and March 31, 2025, Settlement Class Counsel's

¹⁴¹ Joint Decl. ¶ 45.

¹⁴² *Id.*

¹⁴³ *Id.*

¹⁴⁴ *See* Round 1 Fee Order; Round 2 Fee Order at 3 n.6; Round 3 Fee Order ¶ 6; Round 4 Fee Order at fn. 2.

¹⁴⁵ Joint Decl. ¶ 45.

¹⁴⁶ *Id.* ¶ 48.

individual firms incurred costs and expenses.¹⁴⁷ Collectively, those costs total \$75,947.¹⁴⁸ Settlement Class Counsel intend to use the Litigation Fund to reimburse such costs and expenses and therefore do not seek any reimbursement. After deducting the costs and expenses incurred by Settlement Class Counsel's individual firms between October 1, 2019, and March 31, 2025, the Litigation Fund will have a balance of \$7,154,836.¹⁴⁹ If, at the conclusion of this litigation, funds remain in the Litigation Fund, Settlement Counsel will add them to the settlement fund for distribution to authorized Class member claimants.

V. CONCLUSION

For the foregoing reasons, Settlement Class Counsel respectfully request the Court award attorneys' fees to Settlement Class Counsel of \$94,076,695.98, equal to 7.77% of the Aggregate Settlement Amount net of litigation expenses, plus a pro rata share of the interest earned on the amount of any award granted through this application to be paid out of the Settlement Funds (as defined in the respective Settlement Agreements).

Dated: May 9, 2025

Respectfully submitted,

¹⁴⁷ See generally Selzer Declaration Exhibit B (incurred costs of \$36,119); Reiss Declaration Exhibit B (incurred costs of \$31,461); Castillo Declaration Exhibit B (incurred costs of \$8,367).

¹⁴⁸ *Id.*

¹⁴⁹ Joint Decl. ¶ 49.

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CERTIFICATE OF SERVICE

I hereby certify that on May 9, 2025 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/ Elizabeth T. Castillo
Elizabeth T. Castillo

APPENDIX A

Through this Appendix, Settlement Class Counsel provide a detailed description of how Settlement Class Counsel calculated the requested fee amount and its allocation across each of the settlement rounds.

The Court previously awarded interim, incomplete awards of attorneys' fees equal to 22.05% of the Rounds 1 through 4 principal settlement amounts plus a pro rata share of the interest earned thereon (*see* Table 3, *infra*).¹⁵⁰

Litigation Costs: In the Initial Round 1 Fee Order, the Court granted Settlement Class Counsel \$11,250,000.00 in future litigation cost reimbursement,¹⁵¹ of which \$4,095,163.83 was expended (including the incurred costs of the individual Settlement Class Counsel firms). In Table 1 below, those expended litigation costs are distributed to each of the 1–5 settlement rounds pro rata based on the aggregate

¹⁵⁰ *See* fn.135; *see also* Order Granting in Part End-Payor Plaintiffs' Motion for An Award of Attorneys' Fees, Reimbursement of Expenses, and Establish of a Fund for Future Litigation Expenses at 2, Case No. 2:13-cv-00703 (June 20, 2016), ECF No. 103 (granting "partial award of attorneys' fees of ten percent of the settlement proceeds" or \$22,466,535) ("Initial Round 1 Fee Order"); Supplemental Order Granting End-Payor Plaintiffs' Additional Attorneys' Fees at 2, Case No. 2:12-cv-00103, (Dec. 5, 2016) ECF No. 545 (granting "further partial attorney fee of an additional ten percent of the settlement proceeds" or \$22,466,535) ("Further Round 1 Fee Order"); Order Regarding End-Payor Plaintiffs' Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses ¶ 19, Case No. 2:12-cv-00103, (July 10, 2017), ECF No. 578 (granting "interim award of attorneys' fees . . . in the amount of 20% of the net settlement funds" or \$75,691,877.98) ("Round 2 Fee Order"); Order Regarding End-Payor Plaintiffs' Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses ¶¶ 11, 17, Case No. 2:12-cv-00103 (Nov. 7, 2018), ECF No. 626 (granting "interim fee award" of "25% of the Round 3 Settlements, net of expenses" or \$108,078,695.37) ("Round 3 Fee Order"); Order Regarding End-Payor Plaintiffs' Motion for An Award of Attorneys' Fees and Payment of Incentive Awards to Class Representatives in Connection with the Round 4 Settlements ¶¶ 10, 16, Case No. 2:12-cv-00403 (Sept. 23, 2020), ECF No. 320 (granting "interim fee award" of "22% of the Round 4 Settlements" or \$40,470,760) ("Round 4 Fee Order").

¹⁵¹ ECF No. 103, Initial Round 1 Fee Order (setting aside \$11,250,000 "for further litigation expenses").

settlement amount per round. Any unused portion of the future expenses fund granted in the Initial Round 1 Fee Order will be distributed to Settlement Class Members.

Table 1: Expended Approved Future Costs Distributed by Round

Round	Aggregate Settlement Amount	Reimbursed Costs Taken from Litigation Fund Allocated Pro Rata
1	\$ 224,668,350.00	\$ 751,675.00
2	\$ 379,401,268.00	\$ 1,269,366.37
3	\$ 432,823,040.00	\$ 1,448,100.09
4* ¹⁵²	\$ 183,958,000.00	\$ 615,470.00
5	\$ 3,154,000.00	\$ 10,552.37
Total	\$ 1,224,004,658.00	\$ 4,095,163.83

Adding these distributed litigation costs to litigation costs that did not come out of the established future litigation cost fund and that were instead reimbursed explicitly by Court order following Rounds 1–3 results in the following total litigation costs per round (Table 2):

Table 2: Total Litigation Costs Per Round

Round	Reimbursed Costs Taken from Litigation Fund Allocated Pro Rata	Reimbursed Litigation Costs Directed by Court Order	Total Litigation Costs Per Round
1	\$ 751,675.00	\$ 7,622,359.77	\$ 8,374,034.77
2	\$ 1,269,366.37	\$ 941,878.09	\$ 2,211,244.46
3	\$ 1,448,100.09	\$ 508,258.53	\$ 1,956,358.62

¹⁵² The * in the tables below denotes that the Round 4 attorney's fee figures listed herein do not reflect Court-awarded interest.

4*	\$ 615,470.00	\$ 0	\$ 615,470.00
5	\$ 10,552.37	\$ 0	\$ 10,552.37
Total	\$ 4,095,163.83	\$ 9,072,496.39	\$ 13,167,660.22

Netting Out Prior Fee Awards: The Court's prior fee awards totaled \$269,174,403.35 in Rounds 1 through 4 and addressed an aggregate principal settlement amount of \$1,220,850,658.00 for those four rounds. Using the cost numbers reflected in Tables 1 & 2 above, the Court previously awarded interim, partial awards of attorneys' fees equal to 22.29% of the Rounds 1 through 4 Settlements, net of litigation expenses.

If the Court awards an additional 7.77% in attorneys' fees on the Aggregate Settlement Amount plus a pro rata share of the interest earned on any award resulting from this application, the total attorney fee award would equal approximately 30% of the proceeds of the Aggregate Settlement Amount net of litigation expenses when combined with the prior fee awards. This amount equals and does not exceed the amount noted in End-Payor Plaintiffs' motion for authorization to disseminate notice to the settlement classes in connection with the Round 5 Settlements, which the Court granted.¹⁵³ Consistent with its prior requests, Settlement Class Counsel request that the Court award the Requested Amount, taken from each individual settlement fund pro rata such that the award for each round equals about 30% net of litigation expenses.¹⁵⁴ Table 3 shows the percent of the net requested by Settlement Class Counsel to reach 30% of the Settlement Amounts net of litigation expenses, as well as the dollar amount share apportioned to each settlement round.

Table 3: Awarded and Requested Fees

Round	Aggregate Settlement Amount Minus Litigation Costs (excluding Takata)	Awarded Fees			Requested Fees	
		Fee Award to Date ¹⁵⁵	% of Gross Settlement	% of Net Settlement	% Net Needed to 30%	\$ Net Needed to 30%
1	\$216,294,315.23	\$44,933,070.00	20.00%	20.77%	9.23%	\$19,955,224.57
2	\$377,190,023.54	\$75,691,877.98	19.95%	20.07%	9.93%	\$37,465,129.08
3	\$430,866,681.38	\$108,078,695.37	24.97%	25.08%	4.92%	\$21,181,309.04

¹⁵³ See fn. 36.

¹⁵⁴ See, e.g., Round 4 Fee Motion at 25–26.

¹⁵⁵ Fees reported herein exclude interest.

4 ¹⁵⁶	\$183,342,530.00	\$40,470,760.00	22.00%	22.07%	7.93%	\$14,531,999.00
5	\$3,143,447.63	\$0	0.00%	0.00%	30.0%	\$943,034.29
Total	\$1,210,836,997.78	\$269,174,403.35	21.99%	22.23%	7.77%	\$94,076,695.98

Table 3 was mathematically calculated using Excel to avoid inflation of the fee figure as a result of rounding.

¹⁵⁶ This amount excludes the Takata settlements.

APPENDIX B

EPP Settlements		
Defendant Group	Litigation Status	EPPs' Allocated Settlement Amount
Wire Harness - 12-0103 (FULLY SETTLED)		
Chiyoda	Settled (Round 3)	\$1,915,200.00
DENSO	Settled (Round 2)	\$14,531,801.00
Fujikura	Settled (Round 1)	\$7,144,000.00
Furukawa	Settled (Round 2)	\$42,560,000.00
GS Electech	Settled (Round 2)	\$3,040,000.00
KL Sales	Settled (Round 1)	\$228,000.00
Lear	Settled (Round 1)	\$3,040,000.00
Leoni	Settled (Round 2)	\$1,482,000.00
MELCO	Settled (Round 2)	\$3,211,463.34
Sumitomo	Settled (Round 1)	\$35,817,220.00
Tokai Rika	Settled (Round 2)	\$760,000.00
Yazaki	Settled (Round 1)	\$73,267,000.00
Total		\$186,996,684.34
Instrument Panel Clusters - 12-0203 (FULLY SETTLED)		
Continental	Settled (Round 3)	\$3,800,000.00
DENSO	Settled (Round 2)	\$7,525,762.00
Nippon Seiki	Settled (Round 1)	\$4,560,000.00
Yazaki	Settled (Round 1)	\$2,675,000.00
Total		\$18,560,762.00
Fuel Senders - 12-0303 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$187,823.00
Yazaki	Settled (Round 1)	\$58,000.00
Total		\$245,823.00
Heater Control Panels - 12-0403 (FULLY SETTLED)		
Alps	Settled (Round 3)	\$3,230,000.00
DENSO	Settled (Round 2)	\$14,676,679.00
Sumitomo	Settled (Round 1)	\$2,182,780.00
Tokai Rika	Settled (Round 4)	\$1,366,578.08
Total		\$21,456,037.08

Automotive Bearings - 12-0503 (FULLY SETTLED)		
JTEKT	Settled (Round 3)	\$43,418,819.00
Nachi Fujikoshi	Settled (Round 3)	\$3,230,000.00
NSK	Settled (Round 2)	\$22,420,000.00
NTN	Settled (Round 3)	\$6,574,000.00
Schaeffler	Settled (Round 2)	\$7,600,000.00
SKF	Settled (Round 3)	\$7,600,000.00
Total		\$90,842,819.00
Occupant Safety Restraint Systems - 12-0603 (FULLY SETTLED)		
Autoliv	Settled (Round 1)	\$19,000,000.00
TK Holdings, Inc. (excluded)	Settled (Round 4)	\$244,873.70
Takata Corporation (excluded)	Settled (N/A)	\$226,182.59
Tokai Rika	Settled (Round 4)	\$28,745,447.27
Toyoda Gosei	Settled (Round 4)	\$5,797,725.14
TRW	Settled (Round 1)	\$5,446,350.00
Total (excluding above)		\$58,989,522.41
Alternators - 13-0703 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$50,449,261.00
Hitachi	Settled (Round 1)	\$6,216,420.00
MELCO	Settled (Round 2)	\$17,129,946.08
Total		\$73,795,627.08
Anti-Vibrational Rubber Parts - 13-0803 (FULLY SETTLED)		
Bridgestone	Settled (Round 3)	\$29,640,000.00
Sumitomo Riko	Settled (Round 2)	\$10,283,916.10
Toyo Tire	Settled (Round 3)	\$34,343,309.00
Yamashita Rubber	Settled (Round 3)	\$6,080,000.00
Total		\$80,347,225.10
Windshield Wipers - 13-0903 (FULLY SETTLED)		
Bosch	Settled (Round 3)	\$508,288.00
DENSO	Settled (Round 2)	\$3,310,103.00
Mitsuba	Settled (Round 3)	\$32,895,142.38

Total		\$36,713,533.38
Radiators - 13-1003 (FULLY SETTLED)		
Calsonic	Settled (Round 3)	\$5,587,612.42
DENSO	Settled (Round 2)	\$15,760,989.00
Mitsuba	Settled (Round 3)	\$3,664,422.11
T.RAD	Settled (Round 1)	\$6,669,000.00
Total		\$31,682,023.53
Starters - 13-1103 (FULLY SETTLED)		
Bosch	Settled (Round 3)	\$1,039,984.00
DENSO	Settled (Round 2)	\$9,709,228.00
Hitachi	Settled (Round 1)	\$3,832,680.00
MELCO	Settled (Round 2)	\$16,474,807.24
Mitsuba	Settled (Round 3)	\$9,457,353.43
Total		\$40,514,052.67
Lamps - 13-1203 (FULLY SETTLED)		
Koito	Settled (Round 3)	\$21,654,653.10
Mitsuba	Settled (Round 3)	\$241,876.05
Stanley Electric	Settled (Round 3)	\$12,316,880.00
Total		\$34,213,409.15
Switches - 13-1303 (FULLY SETTLED)		
Panasonic	Settled (Round 1)	\$5,296,175.00
Tokai Rika	Settled (Round 4)	\$3,410,260.64
Total		\$8,706,435.64
Ignition Coils - 13-1403 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$16,746,824.00
Diamond Electric	Settled (Round 3)	\$5,396,000.00
Hitachi	Settled (Round 1)	\$7,431,660.00
MELCO	Settled (Round 2)	\$14,567,197.98
Toyo DENSO	Settled (Round 4)	\$760,000.00
Delphi	Settled (Round 4)	\$760,000.00
Total		\$45,661,681.98
Motor Generators - 13-1503 (FULLY SETTLED)		

DENSO	Settled (Round 2)	\$142,120.00
Hitachi	Settled (Round 1)	\$2,337,000.00
Total		\$2,479,120.00
Steering Angle Sensors - 13-1603 (FULLY SETTLED)		
Panasonic	Settled (Round 1)	\$6,293,229.00
Tokai Rika	Settled (Round 4)	\$677,714.01
Total		\$6,970,943.01
HID Ballasts - 13-1703 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$1,424,803.00
Koito	Settled (Round 3)	\$1,335,346.90
MELCO	Settled (Round 2)	\$3,211,463.34
Panasonic	Settled (Round 1)	\$5,510,596.00
Stanley Electric	Settled (Round 3)	\$2,883,120.00
Total		\$14,365,329.24
Inverters - 13-1803 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$142,120.00
Hitachi	Settled (Round 1)	\$2,337,000.00
Total		\$2,479,120.00
Electronic Powered Steering Assemblies - 13-1903 (FULLY SETTLED)		
JTEKT	Settled (Round 3)	\$4,081,181.00
MELCO	Settled (Round 2)	\$3,211,463.34
Mitsuba	Settled (Round 3)	\$169,313.23
NSK	Settled (Round 2)	\$3,800,000.00
Showa	Settled (Round 4)	\$4,133,735.39
Yamada	Settled (Round 3)	\$2,356,000.00
Total		\$17,751,692.96
Air Flow Meters - 13-2003 (FULLY SETTLED)		
DENSO	Settled (Round 2)	N/A
Hitachi	Settled (Round 1)	\$5,047,920.00
Total		\$5,047,920.00
Fan Motors - 13-2103 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$142,120.00

Mitsuba	Settled (Round 3)	\$3,664,422.11
Total		\$3,806,542.11
Fuel Injection Systems - 13-2203 (FULLY SETTLED)		
Aisan	Settled (Round 3)	\$4,560,000.00
Bosch	Settled (Round 3)	\$2,892,560.00
DENSO	Settled (Round 2)	\$19,392,650.00
Hitachi	Settled (Round 1)	\$8,693,640.00
Keihin	Settled (Round 4)	\$836,000.00
MELCO	Settled (Round 2)	\$3,211,463.34
Mikuni	Settled (Round 4)	\$2,675,200.00
Mitsuba	Settled (Round 3)	\$1,378,693.47
Maruyasu	Settled (Round 4)	\$108,699.85
Total		\$43,748,906.66
Power Window Motors - 13-2303 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$142,120.00
Mitsuba	Settled (Round 3)	\$19,180,770.52
Total		\$19,322,890.52
ATF Warmers - 13-2403 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$1,662,943.00
T.RAD	Settled (Round 1)	\$741,000.00
Calsonic	Settled (Round 3)	\$380,366.93
Total		\$2,784,309.93
Valve Timing Control Devices - 13-2503 (FULLY SETTLED)		
Aisin Seiki	Settled (Round 2)	\$18,620,000.00
DENSO	Settled (Round 2)	\$4,362,039.00
Hitachi	Settled (Round 1)	\$3,972,900.00
MELCO	Settled (Round 2)	\$3,211,463.34
Mikuni	Settled (Round 4)	\$668,800.00
Total		\$30,835,202.34
Electronic Throttle Bodies - 13-2603 (FULLY SETTLED)		
Hitachi	Settled (Round 1)	\$6,870,780.00
Total		\$6,870,780.00

Air Conditioning Systems - 13-2703 (FULLY SETTLED)		
Calsonic	Settled (Round 3)	\$5,153,860.65
DENSO	Settled (Round 2)	\$21,836,133.00
Mahle Behr	Settled (Round 3)	\$1,482,000.00
Mitsubishi Heavy	Settled (Round 4)	\$6,840,000.00
Panasonic	Settled (Round 4)	\$760,000.00
Sanden	Settled (Round 3)	\$7,600,000.00
Valeo	Settled (Round 2)	\$6,650,000.00
Total		\$50,321,993.65
Windshield Washer Systems - 13-2803 (FULLY SETTLED)		
DENSO	Settled (Round 2)	\$362,978.00
Mitsuba	Settled (Round 3)	\$1,548,006.70
Total		\$1,910,984.70
CVJ Boot - 14-2903 (FULLY SETTLED)		
Toyo Tire	Settled (Round 3)	\$1,756,691.00
Toyoda Gosei	Settled (Round 4)	\$716,505.10
Total		\$2,473,196.10
Spark Plugs - 15-3003 (FULLY SETTLED)		
Bosch	Settled (Round 3)	\$28,999,168.00
DENSO	Settled (Round 2)	\$9,760,366.00
NGK Spark Plugs	Settled (Round 3)	\$12,730,000.00
Total		\$51,489,534.00
Automotive Hoses - 15-3203 (FULLY SETTLED)		
Toyoda Gosei	Settled (Round 4)	\$5,428,166.52
Sumitomo Riko	Settled (Round 2)	\$1,116,083.90
Total		\$6,544,250.42
Shock Absorbers - 15-3303 (FULLY SETTLED)		
Hitachi	Settled (Round 3)	\$13,300,000.00
Showa	Settled (Round 4)	\$9,926,264.61
KYB	Settled (Round 4)	\$28,880,000.00
Total		\$52,106,264.61

Body Sealing Products - 16-3403 (FULLY SETTLED)		
Nishikawa	Settled (Round 3)	\$37,620,000.00
Green Tokai	Settled (Round 4)	\$950,000.00
Toyoda Gosei	Settled (Round 4)	\$27,148,653.36
Total		\$65,718,653.36
Interior Trim - 16-3503 (FULLY SETTLED)		
INOAC	Settled (Round 3)	\$2,470,000.00
Toyoda Gosei	Settled (Round 4)	\$5,089,493.68
Total		\$7,559,493.68
Automotive Brake Hoses - 16-3603 (FULLY SETTLED)		
Toyoda Gosei	Settled (Round 4)	\$659,456.20
Hitachi Metals	Settled (Round 3)	\$1,140,000.00
Total		\$1,799,456.20
Exhaust Systems - 16-3703 (FULLY SETTLED)		
Bosal	Settled (Round 5)	\$152,000.00
Eberspaecher	Settled (Round 3)	\$1,368,000.00
Faurecia	Settled (Round 3)	\$1,482,000.00
Meritor	Settled (Round 4)	\$760,000.00
Tenneco	Settled (Round 3)	\$17,480,000.00
Total		\$21,242,000.00
Ceramic Substrates - 16-3803 (FULLY SETTLED)		
Corning	Settled (Round 4)	\$26,600,000.00
DENSO	Settled (Round 2)	\$1,531,138.00
NGK Insulators	Settled (Round 3)	\$12,160,000.00
Total		\$40,291,138.00
Power Window Switches - 16-3903 (FULLY SETTLED)		
Toyo DENSO	Settled (Round 4)	\$4,408,000.00
Omron	Settled (Round 2)	\$3,040,000.00
Total		\$7,448,000.00
Steel Tubes - 16-4003 (FULLY SETTLED)		
Maruyasu	Settled (Round 4)	\$5,211,300.15
Usui Kokusai	Settled (Round 3)	\$5,320,000.00

Sanoh	Settled (Round 4)	\$8,360,000.00
Total		\$18,891,300.15
Access Mechanisms - 16-4103 (FULLY SETTLED)		
Alpha	Settled (Round 3)	\$2,698,000.00
Valeo	Settled (Round 3)	\$760,000.00
Total		\$3,458,000.00
Latches - 17-4303 (FULLY SETTLED)		
Kiekert AG	Settled (Round 3)	\$2,280,000.00
Brose	Settled (Round 4)	\$2,280,000.00
Total		\$4,560,000.00
Hydraulic Braking Systems - 21-11993 (FULLY SETTLED)		
Bosch	Settled (Round 5)	\$128,112.22
TRW	Settled (Round 5)	\$760,000.00
Total		\$888,112.22
Electronic Braking Systems - 21-11989 (FULLY SETTLED)		
Bosch	Settled (Round 5)	\$2,113,887.78
Total		\$2,113,887.78
		Total Settlement Amount
Total		\$1,224,004,658.00

APPENDIX C**Multipliers Over 5.0 in Large Class Actions**

Case	Recovery	Multiplier
<i>Stop & Shop Supermarket Co. v. Smith- Kline Beecham Corp.</i> , No. 03-cv-04578, 2005 WL 1213926 (E.D. Pa. May 19, 2005)	\$100 million	15.6
<i>Lobo Exploration Co. v. BP Am. Prod.</i> , No. CJ-1997-72 (Oka. Dist. Ct., Beaver Cnty. Dec. 8, 2005)	\$150 million	8.7
<i>In re Buspirone Antitrust Litig.</i> , No. 1:01-md-01413-JGK (S.D.N.Y. Apr. 18, 2003) (Dkt. No. 171)	\$220 million	8.46
<i>New England Carpenters Health Benefits Fund v. First Databank, Inc.</i> , No. CIV.A. 05-11148PBS, 2009 WL 2408560 (D. Mass. Aug. 3, 2009)	\$350 million	8.3
<i>In re Rite Aid Corp. Sec. Litig.</i> , 362 F. Supp. 2d 587 (E.D. Pa. 2005)	\$126.6 million	6.96
<i>In re Cendant Corp. Litig.</i> , 243 F. Supp. 2d 166 (D.N.J. 2003), <i>aff'd</i> , 404 F.3d 173 (3d Cir. 2005)	\$3.18 billion	6.87
<i>In re 3COM Corp. Sec. Litig.</i> , No. C-97-21083 (N.D. Cal. Mar. 9, 2001)	\$259 million	6.67
<i>In re Credit Default Swaps Antitrust Litig.</i> , No. 1:13-md-02476, 2016 WL 2731524 (S.D.N.Y. Apr. 26, 2016)	\$1.86 billion	6.2
<i>In re Cardinal Health Inc. Sec. Litig.</i> , 528 F. Supp. 2d 752 (S.D. Ohio 2007)	\$600 million	6
<i>Rogowski v. State Farm Life Ins. Co.</i> , No. 4:22-CV-00203-RK, 2023 WL 5125113 (W.D. Mo. Apr. 18, 2023).	\$325 million	5.75
<i>In re Charter Commc'ns, Inc. Sec. Litig.</i> , No. 4:02-cv-01186-CAS, 2005 WL 4045741 (E.D. Mo. June 30, 2005)	\$146.2 million	5.6
<i>Roberts v. Texaco</i> , 979 F. Supp. 185 (S.D.N.Y. 1997)	\$115 million	5.5
<i>Gutierrez v. Wells Fargo Bank, N.A.</i> , No. C 07-05923 WHA (N.D. Cal. May 21, 2015)	\$203 million	5.5

Case	Recovery	Multiplier
<i>In re Enron Corp. Sec., Derivative & ERISA Litig.</i> , 586 F. Supp. 2d 732 (S.D. Tex. 2008)	\$7.22 billion	5.21

APPENDIX D**Fee Awards of 30 Percent or More in Mega-Fund Class Actions**

Case	Recovery	Fee Award
<i>Cook v. Rockwell Int’l Corp.</i> , 2017 WL 5076498 (D. Colo. Apr. 28, 2017)	\$375 million	40 percent
<i>Lobo Exploration Co. v. BP Am. Prod.</i> , No. CJ-1997-72 (Oka. Dist. Ct., Beaver Cnty. Dec. 8, 2005)	\$150 million	40 percent
<i>Simmons v. Anadarko Petroleum Corp.</i> , No. CJ-2004-57 (Okla. Dist. Ct., Caddo Cnty., Dec. 23, 2008)	\$155 million	40 percent
<i>Lauriello v. Caremark RX LLC</i> , No. 01-cv-2003-006630.00 (Ala. Cir. Ct., Jefferson Cnty. Aug. 15, 2016).	\$310 million	40 percent
<i>In re Merry-Go-Round Enterprises, Inc.</i> , 244 B.R. 327 (Bankr. D. Md. 2000)	\$185 million	40 percent
<i>In re Capacitors Antitrust Litig.</i> , No. 3:14-CV-03264-JD, 2023 WL 2396782 (N.D. Cal. Mar. 6, 2023)	\$165 million	40 percent
<i>In re Combustion, Inc.</i> , 968 F. Supp. 1116 (W.D. La. 1997)	\$127 million	36 percent
<i>In re Managed Care Litig. v. Aetna</i> , MDL No. 1334, 2003 WL 22850070 (S.D. Fla. Oct. 24, 2003)	\$100 million	35.5 percent
<i>Haddock v. Nationwide Life Ins. Co.</i> , No. 3:01-cv-01552-SRU (D. Conn. Apr. 9, 2015) (Dkt. No. 601)	\$140 million	35 percent
<i>In re Vitamins Antitrust Litig.</i> , No. 99- 197, 2001 WL 34312839 (D.D.C. July 16, 2001)	\$365 million	34.06 percent

Case	Recovery	Fee Award
<i>In re Syngenta AG MIR 162 Corn Litig.</i> , 357 F.Supp.3d 1094 (D. Kan. 2018)	\$1.5 billion	33.33 percent
<i>Hale v. State Farm Mut. Auto Ins. Co.</i> , 2018 WL 6606079 (S.D. Ill. Dec. 16, 2018)	\$250 million	33.33 percent
<i>In re Loestrin 24 Fe Antitrust Litig.</i> , MDL No. 2472 (D.R.I. July 17, 2020)	\$120 million	33.33 percent
<i>DeLoach v. Phillip Morris Co.</i> , No. 1:00- cv-01235, 2003 WL 25683496 (M.D.N.C. Dec. 19, 2003)	\$212 million	33.33 percent
<i>In re Tricor Direct Purchaser Antitrust Litig.</i> , 1:05- cv-00340-SLR (D. Del. Apr. 23, 2009) (Dkt. No. 543)	\$250 million	33.33 percent
<i>In re Neurontin Antitrust Litig.</i> , No. 2:02- cv-01830 (D.N.J. July 6, 2014) (Dkt. No. 114)	\$190 million	33.33 percent
<i>In re Titanium Dioxide Antitrust Litig.</i> , No. 1:10-cv-00318 (D. Md. Dec. 13, 2013) (Dkt. No. 555)	\$163.5 million	33.33 percent
<i>In re U.S. Foodservice, Inc. Pricing Litig.</i> , No. 3:07- md-01894 (AWT) (D. Conn. Dec. 9, 2014) (Dkt. No. 521)	\$297 million	33.33 percent
<i>In re Urethane Antitrust Litig.</i> , No. 2:04- md-01616- JWL (D. Kan. July 29, 2016) (Dkt. No. 3276)	\$835 million	33.33 percent
<i>In re Relafen Antitrust Litig.</i> , No. 01-cv- 12239-WGY (D. Mass. Apr. 9, 2004) (Dkt. No. 297) (directpurchaser litigation)	\$175 million	33.33 percent
<i>In re Flonase Antitrust Litig.</i> , 951 F. Supp. 2d 739 (E.D. Pa. 2013)	\$150 million	33.33 percent

Case	Recovery	Fee Award
<i>City of Greenville v. Syngenta Crop Prot.</i> , No. 3:10-cv-00188 (S.D. Ill. Oct. 23, 2012)	\$105 million	33.33 percent
<i>In re OSB Antitrust Litig.</i> , No. 06-cv- 00826 (D. Pa. Dec. 9, 2008) (Dkt. No. 947)	\$120.7 million	33.33 percent
<i>In re Apollo Grp. Inc. Sec. Litig.</i> , No. 04- cv-02147-PHX-JAT, 2012 WL 1378677 (D. Ariz. Apr. 20, 2012)	\$145 million	33.33 percent
<i>Rogowski v. State Farm Life Ins. Co.</i> , No. 4:22-CV-00203-RK, 2023 WL 5125113, (W.D. Mo. Apr. 18, 2023)	\$325 million	33.33 percent
<i>Cabot East Broward 2 LLC v. Cabot</i> , 2018 WL 5905415 (S.D. Fla. Nov. 9, 2018)	\$100 million	33.33 percent
<i>In re Initial Pub. Offering Sec. Litig.</i> , 671 F. Supp. 2d 467 (S.D.N.Y. 2009)	\$510 million	33.33 percent
<i>In re Buspirone Antitrust Litig.</i> , No. 1:01-md-01413-JGK (S.D.N.Y. Apr. Nov. 18, 2003) (Dkt. No. 171)	\$220 million	33.30 percent
<i>Standard Iron Works v. ArcelorMittal</i> , No. 08-cv-05214, 2014 WL 7781572 (N.D. Ill. Oct. 22, 2014)	\$164 million	33 percent
<i>Dahl v. Bain Capital Partners, LLC</i> , No. 1:07-cv-12388 (D. Mass. Feb. 2, 2015) (Dkt. No. 1095)	\$590.5 million	33 percent
<i>San Allen, Inc. v. Buehrer</i> , No. CV-07- 644950 (C.P., Cuyahoga Cnty., Ohio Nov. 25, 2014)	\$420 million	32.7 percent
<i>In re Auto. Refinishing Paint Antitrust Litig.</i> , No. MDL-1426, 2008 WL 63269 (E.D. Pa. Jan. 3, 2008)	\$105.7 million	32.7 percent

Case	Recovery	Fee Award
<i>Allapattah Services, Inc. v. Exxon Corp.</i> , 454 F. Supp. 2d 1185 (S.D. Fla. 2006)	\$1.06 billion	31.33 percent
<i>In re Thirteen Appeals Arising Out of San Juan Dupont Plaza Hotel Fire Litig.</i> , 56 F.3d 295 (1st Cir. 1995)	\$220 million	30.9 percent
<i>In re Broiler Chicken Antitrust Litig.</i> , No. 16 C 8637, 2024 WL 3292794 (N.D. Ill. July 3, 2024)	\$181 million	30 percent
<i>In re Domestic Drywall Antitrust Litig.</i> , MDL No. 2437 (E.D. Pa. July 17, 2018)	\$190 million	30 percent
<i>Peace Officers' Annuity & Benefit Fund v. DaVita Inc.</i> , Civil Action No. 17-cv- 0304-WJM-NRN (D. Colo. July 15, 2021)	\$135 million	30 percent
<i>In re Dole Food Co., Inc. Stockholder Litig.</i> , 2016 WL 541917 (Del. Ch. Feb. 10, 2016)	\$113 million	30 percent
<i>Weatherford Roofing Co. v. Employers Nat'l Ins. Co.</i> , No. 91-05637 (116th Tex. Dist. Ct., Dallas Cnty. Dec. 1, 1995)	\$140 million	30 percent
<i>In re (Bank of America) Checking Account Overdraft Litig.</i> , 830 F. Supp. 2d 1330 (S.D. Fla. 2011)	\$410 million	30 percent
<i>Tennille v. Western Union Co.</i> , No. 09- cv-00938-JLK-KMT, 2014 WL 5394624 (D. Colo. Oct. 15, 2014)	\$180 million	30 percent
<i>In re Linerboard Antitrust Litig.</i> , No. 98- cv-05055, 2004 WL 1221350 (E.D. Pa. June 2, 2004)	\$202.5 million	30 percent
<i>In re Home-Stake Prod. Co. Sec. Litig.</i> , MDL No. 153 (N.D. Okla. Jan. 2, 1990)	\$185 million	30 percent

Case	Recovery	Fee Award
<i>In re (Chase Bank) Checking Account Overdraft Litig.</i> , No. 1:09-md-02036 (S.D. Fla. Dec. 19, 2012) (Dkt. No. 3134)	\$162 million	30 percent
<i>In re (Citizens Bank) Checking Account Overdraft Litig.</i> , No. 1:09-md-02036 (S.D. Fla. Mar. 12, 2013) (Dkt. No. 3331)	\$137.5 million	30 percent
<i>In re Informix Corp. Sec. Litig.</i> , No. 97- cv-01289-CRB (N.D. Cal. Nov. 23, 1999) (Dkt. No. 471)	\$132.2 million	30 percent
<i>Kurzweil v. Philip Morris Co., Inc.</i> , Nos. 94-civ-2373 (MBM), 94-civ-2546 (BMB), 1999 WL 1076105 (S.D.N.Y. Nov. 30, 1999)	\$123 million	30 percent
<i>In re Ikon Office Solutions, Inc. Sec. Litig.</i> , 194 F.R.D. 166 (E.D. Pa. 2000)	\$111 million	30 percent
<i>Klein v. O'Neal, Inc.</i> , 705 F. Supp. 2d 632 (N.D. Tex. Apr. 9, 2010), <i>as modified</i> (June 14, 2010)	\$110 million	30 percent
<i>In re Prison Realty Sec. Litig.</i> , No. 3:99- cv-00458 (M.D. Tenn. Feb. 9, 2001) (Dkt. No. 108)	\$104 million	30 percent
<i>In re Polyurethane Foam Antitrust Litig.</i> , No. 1:10-MD2196 (N.D. Ohio Feb. 26, 2015)	\$147.8 million	30 percent

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 2:12-md-02311 Hon. Sean F. Cox
IN RE: WIRE HARNESS SYSTEMS	Case No. 2:12-cv-00103
IN RE: INSTRUMENT PANEL CLUSTERS	Case No. 2:12-cv-00203
IN RE: FUEL SENDERS	Case No. 2:12-cv-00303
IN RE: HEATER CONTROL PANELS	Case No. 2:12-cv-00403
IN RE: BEARINGS	Case No. 2:12-cv-00503
IN RE: OCCUPANT SAFETY SYSTEMS	Case No. 2:12-cv-00603
IN RE: ALTERNATORS	Case No. 2:13-cv-00703
IN RE: ANTI-VIBRATIONAL RUBBER PARTS	Case No. 2:13-cv-00803
IN RE: WINDSHIELD WIPER SYSTEMS	Case No. 2:13-cv-00903
IN RE: RADIATORS	Case No. 2:13-cv-01003
IN RE: STARTERS	Case No. 2:13-cv-01103
IN RE: AUTOMOTIVE LAMPS	Case No. 2:13-cv-01203
IN RE: SWITCHES	Case No. 2:13-cv-01303
IN RE: IGNITION COILS	Case No. 2:13-cv-01403
IN RE: MOTOR GENERATORS	Case No. 2:13-cv-01503
IN RE: STEERING ANGLE SENSORS	Case No. 2:13-cv-01603
IN RE: HID BALLASTS	Case No. 2:13-cv-01703
IN RE: INVERTERS	Case No. 2:13-cv-01803
IN RE: ELECTRONIC POWERED STEERING ASSEMBLIES	Case No. 2:13-cv-01903
IN RE: AIR FLOW METERS	Case No. 2:13-cv-02003
IN RE: FAN MOTORS	Case No. 2:13-cv-02103
IN RE: FUEL INJECTION SYSTEMS	Case No. 2:13-cv-02203
IN RE: POWER WINDOW MOTORS	Case No. 2:13-cv-02303
IN RE: AUTOMATIC TRANSMISSION FLUID WARMERS	Case No. 2:13-cv-02403
IN RE: VALVE TIMING CONTROL DEVICES	Case No. 2:13-cv-02503
IN RE: ELECTRONIC THROTTLE BODIES	Case No. 2:13-cv-02603
IN RE: AIR CONDITIONING SYSTEMS	Case No. 2:13-cv-02703

IN RE: WINDSHIELD WASHER SYSTEMS	Case No. 2:13-cv-02803
IN RE: CONSTANT VELOCITY JOINT BOOT PRODUCTS	Case No. 2:14-cv-02903
IN RE: SPARK PLUGS	Case No. 2:15-cv-03003
IN RE: AUTOMOTIVE HOSES	Case No. 2:15-cv-03203
IN RE: SHOCK ABSORBERS	Case No. 2:15-cv-03303
IN RE: BODY SEALING PRODUCTS	Case No. 2:16-cv-03403
IN RE: INTERIOR TRIM PRODUCTS	Case No. 2:16-cv-03503
IN RE: AUTOMOTIVE BRAKE HOSES	Case No. 2:16-cv-03603
IN RE: EXHAUST SYSTEMS	Case No. 2:16-cv-03703
IN RE: CERAMIC SUBSTRATES	Case No. 2:16-cv-03803
IN RE: POWER WINDOW SWITCHES	Case No. 2:16-cv-03903
IN RE: AUTOMOTIVE STEEL TUBES	Case No. 2:16-cv-04003
IN RE: ACCESS MECHANISMS	Case No. 2:16-cv-04103
IN RE: SIDE DOOR LATCHES	Case No. 2:17-cv-04303
IN RE: ELECTRONIC BRAKING SYSTEMS	Case No. 2:21-cv-04403
IN RE: HYDRAULIC BRAKING SYSTEMS	Case No. 2:21-cv-04503
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THIS DOCUMENT RELATES TO: End-Payor Actions	

**JOINT DECLARATION IN SUPPORT OF
SETTLEMENT CLASS COUNSEL’S MOTION FOR
AN AWARD OF ATTORNEYS’ FEES
IN CONNECTION WITH THE ROUNDS 1–5 SETTLEMENTS**

William V. Reiss, Marc M. Seltzer, and Elizabeth T. Castillo jointly declare as follows:

1. William V. Reiss is an attorney licensed to practice law in the State of New York and a partner at the law firm of Robins Kaplan 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. Elizabeth T. Castillo is an attorney licensed to

practice law in the State of California and District of Columbia and a partner at the law firm of Cotchett, Pitre & McCarthy, LLP. They are each admitted to practice before this Court, and collectively they serve as Interim Co-Lead Class Counsel and Settlement Class Counsel¹ for the End-Payor Plaintiffs in *In re Automotive Parts Antitrust Litigation*, MDL No. 12-md-02311 (“*Auto Parts Litigation*”).

2. They submit this Joint Declaration in support of Settlement Class Counsel’s Motion for An Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

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

Settlement Class Counsel

4. Settlement Class Counsel, who are nationally recognized leaders in the field of complex litigation, have dedicated substantial time and resources to the *Auto Parts Litigation*. Along with Class Counsel, who performed work in this litigation at the direction of Settlement Class Counsel, they litigated against defendants represented by highly skilled and experienced attorneys at many of the largest law firms in the country. They have devoted millions of dollars of their time and

¹ Defined terms not otherwise defined herein shall have the meanings ascribed to those terms as noted in the Motion.

resources to this litigation. They took on these cases entirely on a contingency basis and undertook significant risks with no assurance of payment should they have not been able to successfully prosecute these cases. They have foregone other work opportunities to dedicate their professional efforts to this litigation.

5. Settlement Class Counsel could have devoted their resources to less risky cases, where proof of damages were more certain, where expert witnesses and other case costs were less expensive, and where payment would come faster. They nonetheless dedicated their time and resources to these cases because they were committed to representing the classes to the best of their ability. It is important to note that the Courts have recognized that assessing the nature and degree of risks counsel took on is to be judged at the outset of the litigation.

6. The Settlement Administrator has disseminated a notice of this application for attorneys' fees to all eligible Settlement Class Members who provided an email address. Settlement Class Members were also previously notified that Settlement Class Counsel planned to request attorneys' fees up to 30% of the Aggregate Settlement Amount net of litigation expenses, plus a pro rata share of interest earned on the amount of any fee award granted. Their Motion, supported by this Joint Declaration, will also be posted to the Settlement Website.

The Action

7. End-Payor Plaintiffs in the *Auto Parts Litigation* are persons or entities who purchased or leased a qualifying new vehicle in the U.S. (not for resale) or a qualifying replacement automotive part or parts (not for resale) and who were the ultimate victims harmed by defendants' conduct at issue in this litigation, which related to illegal bid rigging and price-fixing. End-Payor Plaintiffs alleged that the defendants in the *Auto Parts Litigation*, which 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.

8. The *Auto Parts Litigation* began in 2011, with the filing of the first of many interrelated antitrust class action cases ultimately brought against scores of foreign and domestic manufacturers of component parts included in millions of vehicles sold and leased to consumers across the United States.

9. 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.

10. After complaints were filed alleging conspiracies to fix prices of additional automotive 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 automotive parts 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*. Ultimately, 43 antitrust price-fixing class actions against over 165 defendants (72 that End-Payor Plaintiffs settled with, excluding Takata) have been filed with the Court.

11. 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 Systems* action and made the same appointment on August 7, 2012, for all the other automotive parts antitrust cases. *See* Master File

² Early in the litigation, Labaton Sucharow LLP was appointed by the Court as co-lead in the litigation. Order Granting End-Payor Plaintiffs' Application for Appointment of Interim Co-Lead Class Counsel and Liaison Counsel, Case No. 2:12-md-02311-MOB-MKM (Mar. 23, 2012), ECF No. 65 (initially appointing "Labaton Sucharow LLP, Susman Godfrey LLP and Cotchett, Pitre & McCarthy LLP to serve as Interim Co-Lead Class Counsel for end-payor purchasers of wire harnesses and related products . . . in this antitrust class action"). The lawyers at the Labaton firm were continued in their role at their new firm, Robins Kaplan LLP, which replaced the Labaton firm as one of the three co-lead counsel.

No. 2:12- md-02311, ECF No. 65, Order Granting End-Payor Plaintiffs' Application for Appointment of Interim Co-Lead Class Counsel and Liaison Counsel, and ECF No. 271, Case Management Order No. 3.

12. Since our appointment as Interim Co-Lead Class Counsel for End-Payor Plaintiffs, our firms have together supervised the activities of all counsel for the end-payor classes 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 end-payor classes, and have performed the following services on behalf of the proposed end-payor 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 dozens of class action complaints, including over 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 one hundred 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;
- Oversaw the prosecution of end-payor class actions, and coordinated those efforts with other plaintiff groups and with the United States Department of Justice;
- Obtaining, analyzing, and producing thousands of pages of documents and data from over 50 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 different defendant and plaintiff groups;
- Exchanging information and coordinating with counsel for all of the other class plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 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 additional class representatives and non-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 liability and damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;

- Spearheading a joint effort between other class counsel and defendants to obtain discovery from automobile manufacturers, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 automobile manufacturer groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and manufacturer-specific orders governing production, and negotiating for months to obtain both upstream and downstream automobile manufacturer 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 automobile manufacturers;
- Performing the numerous settlement-related tasks necessary to achieve more than 72 settlements totaling over \$1.224 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 the Court and on appeal to the Sixth Circuit;
- Crafting, in consultation with a nationally recognized class notice expert, five extensive notice programs that were approved by the Court, including the most recent August 2022 settlement 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;

- Devising the plans of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation;
- Collaborating with Kinsella Media, LLC as Settlement Notice Provider and Epiq, the successor to Garden City Group, LLC, as Settlement Administrator;³
- Addressing concerns relating to the settlement administration process raised by claims filers;
- Obtaining the Court's approval of the settlement administration process to guarantee the fair and reasonable distribution of net settlement funds across Settlement Class Members;
- Actively overseeing the settlement administration process to ensure the equitable distribution and allocation of settlements to claimants, including troubleshooting thorny claims-related issues; and
- Engaging in negotiations, motion practice, and mediation to ensure the accurate and timely processing of claims.

All of this work has been done in what is, without a doubt, one of the most complex set of antitrust cases in the history of the antitrust laws. The need to conduct discovery against numerous foreign defendants located around the world compounded the complexity of this litigation. Moreover, the vast majority of

³ The Court previously appointed Kinsella and GCG as Notice Administrator and Settlement Administrator, respectively. *See, e.g.*, Order Granting End-Payor Plaintiffs' Motion for Authorization to Disseminate Combined Notice to the End-Payor Plaintiffs Settlement Classes, No. 2:13-cv-00703 (Jan. 26, 2016), ECF No. 54. Accordingly, Settlement Class Counsel do not recite their qualifications in this motion.

defendants brought at least one motion to dismiss plaintiffs' claims challenging standing and the sufficiency of plaintiffs' complaints, among other issues.

Overall Settlements

13. End-Payor Plaintiffs have settled all cases against all defendants in the *Auto Parts Litigation*.

14. Beginning in the fall of 2012, Settlement Class Counsel engaged in arm's-length discussions and negotiations with highly experienced defense counsel regarding the potential resolution of End-Payor Plaintiffs' claims. Over the next few years, Settlement Class Counsel had numerous discussions, including by email, conference calls, in-person meetings, and mediations. The efforts of Settlement Class Counsel resulted in settlements totaling \$224,668,350 between End-Payor Plaintiffs and 11 settling defendant families ("Round 1 Settlements"), additional settlements totaling \$379,401,268 between End-Payor Plaintiffs and 12 settling defendant families ("Round 2 Settlements"), additional settlements totaling \$432,823,040 between End-Payor Plaintiffs and 33 settling Defendant families ("Round 3 Settlements"), additional settlements totaling \$183,958,000 between End-Payor Plaintiffs Ps and 17 settling defendant families ("Round 4 Settlements"), and additional settlements totaling \$3,154,000 between End-Payor Plaintiffs sand

three settling defendant families (“Round 5 Settlements”), all of which have been finally approved.⁴

15. In sum, after nearly a decade of hard-fought litigation, Settlement Class Counsel reached settlements with all 72 groups of defendants across 43 automotive parts cases totaling \$1,224,004,658, which is referred to as the Aggregate Settlement Amount.⁵ This truly remarkable result is believed to be the largest amount ever obtained on behalf of indirect purchasers in the history of U.S. antitrust litigation.

16. Each settlement was reached only after Settlement Class Counsel obtained information about each settling defendant’s ability to pay, including the impact that continued and expensive antitrust litigation would have on each

⁴ See, e.g., Amended Opinion and Order Granting Final Approval of Class Action Settlements, Case No. 2:12-cv-00103 (Aug. 9, 2016), ECF No. 512 (“Round 1 Final Approval Order”); Order Granting Final Approval to the Round 2 Settlements, Case No. 2:12-cv-00403 (July 10, 2017), ECF No. 239 (“Round 2 Final Approval Order”); Order Granting Final Approval to the Round 3 Settlements, Case No. 2:12-cv-00103 (Nov. 8, 2018), ECF No. 628 (“Round 3 Final Approval Order”); Order Granting Final Approval of the Round 4 Settlements, Case No. 2:12-cv-00603 (Sept. 23, 2020), ECF No. 230 (“Round 4 Final Approval Order”); Order Granting Final Approval of the Round 5 Settlements, Case No. 2:16-cv-03703 (Feb. 6, 2023), ECF No. 211 (“Round 5 Final Approval Order”).

⁵ The Aggregate Settlement Amount excludes settlements obtained by Settlement Class Counsel with Takata Corp. and TK Holdings, Inc. (together, “Takata”), which were obtained in bankruptcy proceedings. Settlement Class Counsel have recovered a total of \$471,056 from these settlements, which will be included in the distribution to Settlement Class Members. Settlement Class Counsel do not intend to seek fees on money obtained from those settlements.

defendant's financial position and, therefore, the size and likelihood of any recovery for the classes.

17. The Rounds 1 through 5 Settlements provide the Settlement Classes with substantial cash benefits and valuable cooperation from defendants and resolve all End-Payor Plaintiffs' claims in the *Auto Parts Litigation*. Additionally, Settlement Class Counsel negotiated for and obtained significant non-monetary benefits from defendants, including equitable relief.

18. This recovery is especially noteworthy because, despite guilty pleas by some defendants, the Department of Justice did not obtain any monetary restitution for the victims of defendants' unlawful conduct

19. Members of the Settlement Classes have been compensated (and many will be compensated further) for their injuries only through Settlement Class Counsel pursuing this litigation entirely on a contingent fee basis. The Settlement Administrator has distributed payments of \$100 to each Settlement Class Member who timely filed a valid claim and, unless delayed by the filing of objections by claimants to the settlement proceeds, the Settlement Administrator is planning to distribute approximately \$827 million to Authorized Claimants this fall.

Round 5 Settlements

20. Settlement Class Counsel last applied for attorneys' fees and reimbursement of expenses more than five years ago in connection with the Round

4 Settlements on October 31, 2019, which the Court granted. After filing that motion, Settlement Class Counsel continued to prosecute the litigation against the last defendants—all of whom settled in 2020 and 2021, as part of the Round 5 Settlements.

21. Settlement Class Counsel's work performed in connection with the Round 5 Settlements included negotiating a case schedule and various discovery stipulations with the Bosal defendants in *Exhaust Systems*; litigating claims against the Bosal defendants through motions to dismiss; obtaining cooperation from Bosal's co-defendants that had settled earlier to use in litigation against Bosal; investigating and filing complaints in the *Electronic Braking Systems* and *Hydraulic Braking Systems* cases, which were not subject to the Department of Justice's criminal investigations; negotiating settlements with defendants in these cases and obtaining cooperation from them; obtaining preliminary and final approval of these settlements; and moving for authorization to disseminate notice to the Settlement Classes in connection with the Round 5 Settlements.

22. Settlement Class Counsel have not previously sought attorneys' fees or costs in connection with the Round 5 Settlements.

Settlement Administration

23. Settlement administration began with implementation of the initial notice program in 2016. Settlement Class Counsel have worked with the Settlement

Administrator to administer (and ultimately distribute) the settlement. Settlement Class Counsel's work performed in connection with settlement administration since 2019 includes:

- Setting timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements;
- Managing the claims process in light of the considerable number of large claimants, third-party claimants, and vehicles and replacement parts claimed;
- Assessing the evidence claimants have submitted to provide support for their claims;
- Establishing a deficiency review and audit process for claims;
- Establishing and implementing a sampling process for verification of claims;
- Addressing de-duplication efforts and establishing a priority for the filing of duplicate vehicles, which included classifying claims and negotiating with third-party claims filers;
- Responding to attempts by third-party claims filer Financial Recovery Services, LLC, to intervene in this litigation for the purpose of raising potential claims to share in the class settlements based on alleged subrogation rights and to file untimely claims;
- Briefing and arguing objections and appeals by Financial Recovery Services, LLC, in both this Court and in the Sixth Circuit;
- Resolving concerns addressing the proposed plan of allocation;
- Engaging in negotiations, motion practice, and mediation with large claimants and third-party claims filers over various claims administration issues;

- Negotiating with several Fleet Management Companies (“FMCs”) addressing whether FMCs that purchased new vehicles and then leased those vehicles (as lessors) to FMC Customers (as lessees) are members of the Settlement Classes and entitled to recover from the class settlements; and
- Responding to numerous emails and calls from third-party claims filers and Settlement Class Members.

24. As more fully set forth in both the Motion for and Order Approving End-Payor Plaintiffs’ Motion for Distribution of \$100 Minimum Payments to Authorized Claimants⁶ and the Pro Rata Distribution Motion and Order,⁷ this settlement administration process involved dealing with claims based on millions of vehicles and thousands of replacement parts across 43 separate cases. It also required dealing with claims covering more than 3.4 million duplicate vehicles. Deduplication, the requirements for and analysis of supporting evidence, and sampling all presented thorny issues that had to be addressed and applied, consuming many hours of Settlement Class Counsel’s time. Those efforts are described in the

⁶ Order Overruling FRS’s Objections and Approving End-Payor Plaintiffs’ Motion for Distribution of \$100 Minimum Payments to Authorized Claimants, Case No. 2:13-cv-02203-SFC-RSW (Oct. 21, 2024), ECF No. 424 (approving initial distribution of \$100 payments).

⁷ Motion for Pro Rata Distributions to Authorized Claimants by End-Payor Plaintiffs, Case No. 2:13-cv-02203-SFC-RSW (Dec. 27, 2024), ECF No. 425; Amended Order Approving Motion for Pro Rata Distributions to Authorized Claimants, Case No. 2:13-cv-02203-SFC-RSW (Mar. 18, 2025), ECF No. 426.

Declaration of Michelle M. La Count, Esq. Regarding End-Payor Plaintiffs' Motion for Pro Rata Distributions to Authorized Claimants ¶¶ 19–28, Case No. 2:13-cv-02203-SFC-RSW (Dec. 27, 2024), ECF No. 425-1 (describing sampling process for Claim Submissions).

25. Settlement Class Counsel spent hundreds if not thousands of hours of time speaking and or emailing with claimants and third-party filers purporting to represent claimants to address their concerns. As a result, Settlement Class Counsel reviewed and analyzed many of the thousands of documents submitted by claimants to substantiate their claims.

26. Settlement Class Counsel engaged in extensive motion practice with third-party claims filers. This work included multiple rounds of briefing in the district court and the Sixth Circuit in which Settlement Class Counsel secured favorable rulings barring certain entities represented by a third-party claims filer who did not submit valid and or timely claims from recovering. These efforts, and others, thwarted attempts to include non-meritorious claims years after the claims filing deadline had passed and on behalf of claimants that were not eligible to participate in the settlements. Had these claims been allowed, they would have inappropriately diluted the claims of Settlement Class Members who submitted valid claims. Inclusion of such claims would have added many months, if not years, to the

claims administration process.⁸ Settlement Class Counsel has not previously sought compensation for any of these services. Settlement Class Counsel's efforts likely resulted in savings of tens of millions of dollars for the benefit of Settlement Class Members (if not more) and avoided additional significant delays in distribution of funds to Authorized Claimants.

27. In Settlement Class Counsel's decades of class action experience, this has been an exceptionally complicated settlement administration process.

28. Settlement Class Counsel anticipate that their settlement administration work will continue for the foreseeable future and may include additional distributions to the Settlement Classes and a *cy pres* distribution. It is possible that Settlement Class Counsel will be required to engage in additional negotiations and further motion practice concerning potential objections to the Settlement Administrator's claim determinations. Settlement Class Counsel anticipate expending a significant number of additional hours through the distribution of all settlement proceeds.

⁸ Declaration of Brian A. Pinkerton In Support of End-Payor Plaintiffs' Opposition to Financial Recovery Strategies, LLC's Untimely Motion to Intervene, Case No. 2:12-md-02311-SFC-RSW (Nov. 11, 2020), ECF No. 2097.

Settlement Class Counsel and Class Counsel's Fees and Lodestar

29. Settlement Class Counsel are primarily based in San Francisco, New York, and Los Angeles, and have many years of experience in prosecuting antitrust cases. Their rates reflect their extensive experience in the field, the complexity of the matters involved in this litigation and the prevailing rate for providing such services.

30. Settlement Class Counsel and Class Counsel, who performed work at Settlement Class Counsel's direction, have vigorously prosecuted this Litigation with a keen eye to efficiency and economy of time and resources.

31. Between March 23, 2012⁹ and March 31, 2025, after exercising billing judgment, Class Counsel has devoted a combined 388,956.10 hours of their time to this litigation. Class Counsel's collective lodestar is \$163,297,143.68. On a weighted average blended basis, the hourly rate for that lodestar is \$419.83.

32. Between October 1, 2019¹⁰ through March 31, 2025, Settlement Class Counsel and their professional staff worked a total of 7,980.50 hours, amounting to \$8,514,810.50 in time.

⁹ Settlement Class Counsel were appointed as Interim Co-Lead Class Counsel on this date.

¹⁰ This is the period following the last date covered in the previous interim request for fees.

33. Settlement Class Counsel last moved for attorneys' fees and reimbursement of expenses more than five years ago in connection with the Round 4 Settlements on October 31, 2019.

34. The Court's prior fee awards to Settlement Class Counsel were interim, incomplete, and amounted to 22.05% from the Rounds 1 through 4 principal total settlements to Class Counsel (or 22.29% of the Rounds 1 through 4 Settlements, net of litigation expenses).

35. By Motion, supported by this Joint Declaration, Settlement Class Counsel request fees equal to 7.77% of the Aggregate Settlement Amount (less the litigation costs approved by the Court), plus a pro rata share of the interest earned on the amount of any award granted through this application. That percentage would equal \$94,076,695.98 (not including the pro rata share of the interest earned on the award amount).

36. Settlement Class Counsel's request for attorneys' fees, if granted, would when added to the prior fee awards made by the Court, equal approximately 30% of the total settlement amounts, net of litigation costs.

37. The resulting multiplier is approximately 2.22 of the lodestar. Plaintiffs note this multiplier will only decrease as Settlement Class Counsel continues to work through completion of the settlement distribution process. Much of the total lodestar is based on hourly rates dating back almost five years. The 2.22 multiplier is

substantially higher than it would be had current hourly rates been used for all expended time.

38. The Court previously granted Settlement Class Counsel a pro rata percentage share of the interest earned on the Rounds 1–4 settlements, which has been paid. Settlement Class Counsel also request a pro rata share of the interest earned on the Aggregate Settlement Amount. The interest earned on the Aggregate Settlement Amount is defined in the settlement agreements to be part of the settlement funds against which fee applications have been made. This will be the final fee request made by Settlement Class Counsel in this litigation, even though Settlement Class Counsel expects to continue to spend substantial time and effort in bringing this litigation to a conclusion. As the Court knows, the completion of the claims administration is now underway, but will not be finalized for at least several more months.

39. Settlement Class Counsel have filed this application at the present time because Judge Cox is retiring from the bench and has asked that we place before him for decision any matters that are ripe for consideration given his familiarity with the proceedings.

Fee Awards in Other Auto Parts Cases

40. The amount requested is consistent awards made by this Court to class counsel for other plaintiff groups in this litigation.

41. Class counsel for the automobile dealer plaintiffs were awarded approximately 30% of the aggregate \$386,527,787 in settlements obtained for those classes.

42. Class counsel for the direct purchaser plaintiffs were awarded approximately 30% of the aggregate \$385,250,018 in settlements they obtained.

43. Truck and Equipment Dealer Plaintiffs requested and received a somewhat lower percentage, amounting to roughly 25% of the aggregate of their much smaller settlements.

Settlement Class Counsel's Individual Firm Litigation Costs and Expenses

44. Since the inception of the litigation, Class Counsel have funded and advanced the substantial costs and expenses required to prosecute the litigation.

45. Settlement Class Counsel established a Litigation Fund for expenses incurred in this litigation, and Class Counsel contributed to the Litigation Fund. Settlement Class Counsel pay many of the expenses in this litigation from the Litigation Fund.

46. The Court has previously reimbursed expenses incurred by Settlement Class Counsel in conjunction with the Rounds 1–4 Settlements. The Court also awarded Settlement Class Counsel a fund for the payment of future litigation expenses in the amount of \$11,250,000 on June 20, 2016. Settlement Class Counsel have used a portion of this fund for costs including (1) economic and industry expert

fees in connection with class certification motions and discovery; (2) document review hosting; (3) translation of documents; and (4) mediation.

47. As of March 31, 2025, the Litigation Fund currently had a balance of \$7,230,783.

48. Between October 1, 2019 and March 31, 2025, Settlement Class Counsel's individual firms incurred costs and expenses totaling \$75,947.05. Settlement Class Counsel intend to use the Litigation Fund to reimburse such costs and expenses and therefore do not seek any reimbursement of such costs and expenses. After deducting the incurred costs and expenses incurred by Settlement Class Counsel's individual firms between October 1, 2019 and March 31, 2025, the Litigation Fund will have a balance of \$7,154,836.

49. If, at the conclusion of this litigation, funds remain in that funds, Settlement Counsel will add them to the settlement fund for distribution to authorized Class member claimants.

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

Executed this 9th day of May 2025.

/s/ William V. Reiss

William V. Reiss

ROBINS KAPLAN LLP

/s/ Marc M. Seltzer

Marc M. Seltzer

SUSMAN GODFREY L.L.P.

/s/ Elizabeth T. Castillo
Elizabeth T. Castillo
**COTCHETT, PITRE &
MCCARTHY, LLP**

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 2:12-md-02311 Hon. Sean F. Cox
IN RE: WIRE HARNESS SYSTEMS	Case No. 2:12-cv-00103
IN RE: INSTRUMENT PANEL CLUSTERS	Case No. 2:12-cv-00203
IN RE: FUEL SENDERS	Case No. 2:12-cv-00303
IN RE: HEATER CONTROL PANELS	Case No. 2:12-cv-00403
IN RE: BEARINGS	Case No. 2:12-cv-00503
IN RE: OCCUPANT SAFETY SYSTEMS	Case No. 2:12-cv-00603
IN RE: ALTERNATORS	Case No. 2:13-cv-00703
IN RE: ANTI-VIBRATIONAL RUBBER PARTS	Case No. 2:13-cv-00803
IN RE: WINDSHIELD WIPER SYSTEMS	Case No. 2:13-cv-00903
IN RE: RADIATORS	Case No. 2:13-cv-01003
IN RE: STARTERS	Case No. 2:13-cv-01103
IN RE: AUTOMOTIVE LAMPS	Case No. 2:13-cv-01203
IN RE: SWITCHES	Case No. 2:13-cv-01303
IN RE: IGNITION COILS	Case No. 2:13-cv-01403
IN RE: MOTOR GENERATORS	Case No. 2:13-cv-01503
IN RE: STEERING ANGLE SENSORS	Case No. 2:13-cv-01603
IN RE: HID BALLASTS	Case No. 2:13-cv-01703
IN RE: INVERTERS	Case No. 2:13-cv-01803
IN RE: ELECTRONIC POWERED STEERING ASSEMBLIES	Case No. 2:13-cv-01903
IN RE: AIR FLOW METERS	Case No. 2:13-cv-02003
IN RE: FAN MOTORS	Case No. 2:13-cv-02103
IN RE: FUEL INJECTION SYSTEMS	Case No. 2:13-cv-02203
IN RE: POWER WINDOW MOTORS	Case No. 2:13-cv-02303
IN RE: AUTOMATIC TRANSMISSION FLUID WARMERS	Case No. 2:13-cv-02403
IN RE: VALVE TIMING CONTROL DEVICES	Case No. 2:13-cv-02503
IN RE: ELECTRONIC THROTTLE BODIES	Case No. 2:13-cv-02603
IN RE: AIR CONDITIONING SYSTEMS	Case No. 2:13-cv-02703

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

Case No. 2:13-cv-02803
Case No. 2:14-cv-02903

Case No. 2:15-cv-03003
Case No. 2:15-cv-03203
Case No. 2:15-cv-03303
Case No. 2:16-cv-03403
Case No. 2:16-cv-03503
Case No. 2:16-cv-03603
Case No. 2:16-cv-03703
Case No. 2:16-cv-03803
Case No. 2:16-cv-03903
Case No. 2:16-cv-04003
Case No. 2:16-cv-04103
Case No. 2:17-cv-04303
Case No. 2:21-cv-04403

Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
End-Payor Actions

**DECLARATION OF MARC M. SELTZER
IN SUPPORT OF SETTLEMENT CLASS COUNSEL'S MOTION FOR
AN AWARD OF ATTORNEYS' FEES IN CONNECTION WITH
THE ROUNDS 1-5 SETTLEMENTS**

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

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

2. I declare that I have personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. I make this Declaration pursuant to 28 U.S.C. § 1746. I submit this Declaration in support of Settlement Class Counsel’s Motion for an Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

3. Since its inception, I and members of my firm have been engaged in all aspects of this *Auto Parts* litigation. Collectively, Settlement Class Counsel have performed the following services on behalf of End-Payor Plaintiffs (“EPPs”):

- Performed 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;
- Researched and drafted dozens of class action complaints, including over 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation,

¹ Defined terms not otherwise defined herein shall have the meanings ascribed to those terms as noted in Settlement Class Counsel’s Motion for an Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

document review, and proffers and interviews of witnesses made available by certain settling and cooperating defendant groups;

- Successfully opposed dozens of motions to dismiss filed by defendant groups through extensive briefing and oral argument before the Court;
- Reviewed and analyzed 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;
- Drafted and coordinated discovery with all plaintiff groups against over one hundred defendants, as well as preparing and arguing numerous contested discovery motions;
- Met 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 interviewed key witnesses from various defendant groups, including abroad and in federal prison in the United States;
- Oversaw the prosecution of end-payor class actions, and coordinated those efforts with other plaintiff groups and with the United States Department of Justice;
- Obtained, analyzed, and produced thousands of pages of documents and data from over 50 class representatives, and responded to multiple rounds of detailed interrogatories propounded by more than 10 separate sets of defendant groups;
- Spearheaded the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with different defendant and plaintiff groups;
- Exchanged information and coordinated with counsel for all of the other class plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Prepared for and defended more than 50 class representative depositions;

- Prepared for and took the depositions of more than 190 defendant witnesses in the U.S. and abroad;
- Participated in or reviewed the results of more than 140 depositions of additional class representatives and non-parties;
- Met and coordinated with economic and industry experts to analyze facts learned through investigation and discovery;
- Worked with experts to discuss and craft appropriate liability and damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheaded a joint effort between other class counsel and defendants to obtain discovery from automobile manufacturers, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 automobile manufacturer groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and manufacturer-specific orders governing production, and negotiating for months to obtain both upstream and downstream automobile manufacturer discovery;
- Prepared 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 automobile manufacturers;
- Performed the numerous settlement-related tasks necessary to achieve more than 72 settlements totaling over \$1.224 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 the Court and on appeal to the Sixth Circuit;

- Crafted, in consultation with a nationally recognized class-notice expert, five extensive notice programs that were approved by the Court, including the most recent August 2022 settlement class notice program;
- Responded to objections to the settlements and ensured the settlements would be available to the classes years earlier than would be the case if litigation against defendants continued through trial and appeal;
- Devised the plans of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation;
- Collaborated with Kinsella Media, LLC as Settlement Notice Provider and Epiq, the successor to Garden City Group, LLC, as Settlement Administrator;
- Addressed concerns relating to the settlement administration process raised by claims filers;
- Obtained the Court's approval of the settlement administration process to guarantee the fair and reasonable distribution of net settlement funds across Settlement Class Members;
- Actively oversaw the settlement administration process to ensure the equitable distribution and allocation of settlements to claimants, including troubleshooting thorny claims-related issues; and
- Engaged in negotiations, motion practice, and mediation to ensure the accurate and timely processing of claims.

4. Since its appointment and in its role co-lead counsel, my firm has, together with other Settlement Class Counsel, supervised the activities of all Class Counsel in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.224 billion for the benefit of the settlement classes, the largest indirect

purchaser recovery in U.S. history. All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex sets of antitrust cases in the history of the antitrust laws.

5. Since last moving for attorneys' fees and costs in 2019, my firm, together with other Settlement Class Counsel, continued to prosecute this litigation against the last three Defendants—all of which settled in 2020 and 2021 as part of the Round 5 Settlements. Collectively, Settlement Class Counsel have performed the following services on behalf of the EPPs since October 1, 2019 in connection with the Round 5 Settlements:

- Performed the numerous tasks necessary to litigate the case against and achieve favorable settlements with the last three Defendants, including negotiating a case schedule and various discovery stipulations with the Bosal defendants in *Exhaust Systems*;
- Litigated claims against the Bosal defendants through motions to dismiss;
- Obtained cooperation from Bosal's co-defendants that had settled earlier to use in litigation against Bosal;
- Investigated and filed complaints in the *Electronic Braking Systems* and *Hydraulic Braking Systems* cases, which were not automotive parts subject to Department of Justice's criminal prosecutions;
- Negotiated settlements with defendants in these cases and obtained cooperation from them;
- Obtained preliminary and final approval of these settlements and moved for authorization to disseminate notice to the settlement classes in connection with the Round 5 Settlements.

6. Settlement Class Counsel have also engaged in more than four years of work overseeing an extraordinarily complex settlement administration process, working hand-in-hand with the Settlement Administrator to administer the settlements—including setting timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements. Collectively, Settlement Class Counsel have performed the following services on behalf of the EPPs in connection with settlement administration since October 1, 2019:

- Set timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements;
- Managed the claims process in light of the considerable number of large claimants, third-party claimants, and vehicles and replacement parts claimed;
- Assessed the evidence claimants have submitted to provide support for their claims;
- Established a deficiency review and audit process for claims;
- Established and implemented a sampling process for verification of claims;
- Addressed de-duplication efforts and established a priority for the filing of duplicate vehicles, which included classifying claims and negotiating with third-party claims filers;
- Responded to attempts by third-party claims filer Financial Recovery Services, LLC, to intervene in this litigation for the purpose of raising potential claims to share in the class settlements

based on alleged subrogation rights and to file untimely claims;

- Briefed and argued objections and appeals by Financial Recovery Services, LLC, in both this Court and in the Sixth Circuit;
- Resolved concerns addressing the proposed plan of allocation;
- Engaged in negotiations, motion practice, and mediation with large claimants and third-party claims filers over various claims administration issues;
- Negotiated with several Fleet Management Companies (“FMCs”) addressing whether FMCs that purchased new vehicles and then leased those vehicles (as lessors) to FMC Customers (as lessees) are members of the Settlement Classes and entitled to recover from the class settlements; and
- Responded to numerous emails and calls from third-party claims filers and Settlement Class Members.

7. The schedule attached as Exhibit A sets forth my firm’s recent hours and lodestar in this litigation for the time period from October 1, 2019 through March 31, 2025. This includes work performed by my firm’s attorneys and professional staff, computed at my firm’s current hourly rates.²

8. The total number of hours expended in this litigation by my firm from October 1, 2019 through March 31, 2025 is 3,857.1. The total lodestar for my firm during this period is \$5,145,842.50.

² In instances where personnel are no longer employed by my firm, lodestar calculations are based on their final-year billing rates during their tenure with us. Time related exclusively to fees or administrative efforts was removed and is not reflected in this calculation.

9. The billing rates for the partners, attorneys, and support staff are SG's standard billing rates used in connection for its services with other complex matters.

10. The schedule attached as Exhibit B sets forth the individual expenses and costs that my firm incurred in association with this litigation between October 1, 2019 and March 31, 2025. For this period, those costs total \$36,118.97. Settlement Class Counsel intend to use the Litigation Fund to reimburse these costs and expenses.

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

Executed on this 9th day of May, 2025, at Los Angeles, California.

/s/ Marc M. Seltzer
Marc M. Seltzer

Exhibit A
In re: Automotive Parts Antitrust Litigation

Firm Name: Susman Godfrey LLP

Reporting Period: October 1, 2019 through March 31, 2025

Name	Title	Rate	Hours	Lodestar
Farleigh, Jenna	P	\$1,075	1,205.2	\$1,295,590.00
Fenwick, Samantha	SA	\$500	36.4	\$18,200.00
Langham, Chanler A.	P	\$1,175	1,347.8	\$1,583,665.00
Sato, Ken	SA	\$625	17.0	\$10,625.00
Seltzer, Marc M.	P	\$2,500	764.6	\$1,911,500.00
Short, Floyd G.	P	\$1,175	148.3	\$174,252.50
Wojtczak, Richard A.	PL	\$450	96.8	\$43,560.00
Yagihashi, Hiroyuki	SA	\$450	241.0	\$108,450.00
TOTALS			3,857.1	\$5,145,842.50

Partner (P)

Of Counsel (OC)

Associate (A)

Paralegal (PL)

Law Clerk (LC)

Staff Attorney (SA)

Exhibit B
In re: Automotive Parts Antitrust Litigation

Firm Name: Susman Godfrey LLP

Reporting Period: October 1, 2019 through March 31, 2025

Disbursement	Cumulative Amount
Electronic Research	\$6,749.03
Overnight Delivery / Messengers	\$602.46
Photocopying / Printing	\$2,297.43
Court Document Alerts	\$ 840.60
Telephone / Fax	\$ 523.33
Transportation / Meals / Lodging	\$21,449.09
Secretarial Overtime	\$960.00
Translation Expense	\$355.80
Other	\$2,341.23
TOTAL	\$36,118.97

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

IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION

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

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

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

Case No. 2:13-cv-00903
Case No. 2:13-cv-01003
Case No. 2:13-cv-01103
Case No. 2:13-cv-01203
Case No. 2:13-cv-01303
Case No. 2:13-cv-01403
Case No. 2:13-cv-01503
Case No. 2:13-cv-01603
Case No. 2:13-cv-01703
Case No. 2:13-cv-01803
Case No. 2:13-cv-01903

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

Case No. 2:13-cv-02503

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

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

Case No. 2:13-cv-02803
Case No. 2:14-cv-02903

Case No. 2:15-cv-03003
Case No. 2:15-cv-03203
Case No. 2:15-cv-03303
Case No. 2:16-cv-03403
Case No. 2:16-cv-03503
Case No. 2:16-cv-03603
Case No. 2:16-cv-03703
Case No. 2:16-cv-03803
Case No. 2:16-cv-03903
Case No. 2:16-cv-04003
Case No. 2:16-cv-04103
Case No. 2:17-cv-04303
Case No. 2:21-cv-04403

Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
End-Payor Actions

**DECLARATION OF ELIZABETH T. CASTILLO
IN SUPPORT OF SETTLEMENT CLASS COUNSEL'S MOTION FOR
AN AWARD OF ATTORNEYS' FEES IN CONNECTION WITH
THE ROUNDS 1-5 SETTLEMENTS**

I, Elizabeth T. Castillo, declare and state as follows:

1. I am an attorney duly licensed to practice law in California and the District of Columbia. I am a partner at the law firm of Cotchett, Pitre & McCarthy, LLP (“CPM”), and my firm is one of Settlement Class Counsel for End-Payor Plaintiffs (“Settlement Class Counsel”)¹ in the above-entitled litigation (“Auto Parts”).

2. I declare that I have personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. I make this Declaration pursuant to 28 U.S.C. § 1746. I submit this Declaration in support of Settlement Class Counsel’s Motion for an Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

3. Since its inception, I and members of my firm have been engaged in all aspects of this *Auto Parts* litigation. Collectively, Settlement Class Counsel have performed the following services on behalf of End-Payor Plaintiffs (“EPPs”):

- Performed 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;
- Researched and drafted dozens of class action complaints, including over 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation,

¹ Defined terms not otherwise defined herein shall have the meanings ascribed to those terms as noted in Settlement Class Counsel’s Motion for an Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

document review, and proffers and interviews of witnesses made available by certain settling and cooperating defendant groups;

- Successfully opposed dozens of motions to dismiss filed by defendant groups through extensive briefing and oral argument before the Court;
- Reviewed and analyzed 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;
- Drafted and coordinated discovery with all plaintiff groups against over one hundred defendants, as well as preparing and arguing numerous contested discovery motions;
- Met 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 interviewed key witnesses from various defendant groups, including abroad and in federal prison in the United States;
- Oversaw the prosecution of end-payor class actions, and coordinated those efforts with other plaintiff groups and with the United States Department of Justice;
- Obtained, analyzed, and produced thousands of pages of documents and data from over 50 class representatives, and responded to multiple rounds of detailed interrogatories propounded by more than 10 separate sets of defendant groups;
- Spearheaded the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with different defendant and plaintiff groups;
- Exchanged information and coordinated with counsel for all of the other class plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Prepared for and defended more than 50 class representative depositions;

- Prepared for and took the depositions of more than 190 defendant witnesses in the U.S. and abroad;
- Participated in or reviewed the results of more than 140 depositions of additional class representatives and non-parties;
- Met and coordinated with economic and industry experts to analyze facts learned through investigation and discovery;
- Worked with experts to discuss and craft appropriate liability and damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheaded a joint effort between other class counsel and defendants to obtain discovery from automobile manufacturers, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 automobile manufacturer groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and manufacturer-specific orders governing production, and negotiating for months to obtain both upstream and downstream automobile manufacturer discovery;
- Prepared 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 automobile manufacturers;
- Performed the numerous settlement-related tasks necessary to achieve more than 72 settlements totaling over \$1.224 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 the Court and on appeal to the Sixth Circuit;

- Crafted, in consultation with a nationally recognized class-notice expert, five extensive notice programs that were approved by the Court, including the most recent August 2022 settlement class notice program;
- Responded to objections to the settlements and ensured the settlements would be available to the classes years earlier than would be the case if litigation against defendants continued through trial and appeal;
- Devised the plans of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation;
- Collaborated with Kinsella Media, LLC as Settlement Notice Provider and Epiq, the successor to Garden City Group, LLC, as Settlement Administrator;
- Addressed concerns relating to the settlement administration process raised by claims filers;
- Obtained the Court's approval of the settlement administration process to guarantee the fair and reasonable distribution of net settlement funds across Settlement Class Members;
- Actively oversaw the settlement administration process to ensure the equitable distribution and allocation of settlements to claimants, including troubleshooting thorny claims-related issues; and
- Engaged in negotiations, motion practice, and mediation to ensure the accurate and timely processing of claims.

4. Since its appointment and in its role co-lead counsel, my firm has, together with other Settlement Class Counsel, supervised the activities of all Class Counsel in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.224 billion for the benefit of the settlement classes, the largest indirect

purchaser recovery in U.S. history. All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex sets of antitrust cases in the history of the antitrust laws.

5. Since last moving for attorneys' fees and costs in 2019, my firm, together with other Settlement Class Counsel, continued to prosecute this litigation against the last three Defendants—all of which settled in 2020 and 2021 as part of the Round 5 Settlements. Collectively, Settlement Class Counsel have performed the following services on behalf of the EPPs since October 1, 2019 in connection with the Round 5 Settlements:

- Performed the numerous tasks necessary to litigate the case against and achieve favorable settlements with the last three Defendants, including negotiating a case schedule and various discovery stipulations with the Bosal defendants in *Exhaust Systems*;
- Litigated claims against the Bosal defendants through motions to dismiss;
- Obtained cooperation from Bosal's co-defendants that had settled earlier to use in litigation against Bosal;
- Investigated and filed complaints in the *Electronic Braking Systems* and *Hydraulic Braking Systems* cases, which were not automotive parts subject to Department of Justice's criminal prosecutions;
- Negotiated settlements with defendants in these cases and obtained cooperation from them; and
- Obtained preliminary and final approval of these settlements and moved for authorization to disseminate notice to the settlement classes in connection with the Round 5 Settlements.

6. Settlement Class Counsel have also engaged in more than four years of work overseeing an extraordinarily complex settlement administration process, working hand-in-hand with the Settlement Administrator to administer the settlements—including setting timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements. Collectively, Settlement Class Counsel have performed the following services on behalf of the EPPs in connection with settlement administration since October 1, 2019:

- Set timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements;
- Managed the claims process in light of the considerable number of large claimants, third-party claimants, and vehicles and replacement parts claimed;
- Assessed the evidence claimants have submitted to provide support for their claims;
- Established a deficiency review and audit process for claims;
- Established and implemented a sampling process for verification of claims;
- Addressed deduplication efforts and established a priority for the filing of duplicate vehicles, which included classifying claims and negotiating with third-party claims filers;
- Responded to attempts by third-party claims filer Financial Recovery Services, LLC, to intervene in this litigation for the purpose of raising potential claims to share in the class settlements

based on alleged subrogation rights and to file untimely claims;

- Briefed and argued objections and appeals by Financial Recovery Services, LLC, in both this Court and in the Sixth Circuit;
- Resolved concerns addressing the proposed plan of allocation;
- Engaged in negotiations, motion practice, and mediation with large claimants and third-party claims filers over various claims administration issues;
- Negotiated with several Fleet Management Companies (“FMCs”) addressing whether FMCs that purchased new vehicles and then leased those vehicles (as lessors) to FMC Customers (as lessees) are members of the Settlement Classes and entitled to recover from the class settlements; and
- Responded to numerous emails and calls from third-party claims filers and Settlement Class Members.

7. The schedule attached as Exhibit A sets forth my firm’s recent hours and lodestar in this litigation for the time period from October 1, 2019 through March 31, 2025. This includes work performed by my firm’s attorneys and professional staff, computed at my firm’s current hourly rates.²

8. The total number of hours expended in this litigation by my firm from October 1, 2019 through March 31, 2025 is 1,828.30. The total lodestar for my firm during this period is \$1,572,265.00.

² In instances where personnel are no longer employed by my firm, lodestar calculations are based on their final-year billing rates during their tenure with us. Time related exclusively to fees or administrative efforts was removed and is not reflected in this calculation.

9. The billing rates for the partners, attorneys, and support staff are CPM's standard billing rates used in connection for its services with other complex matters.

10. The schedule attached as Exhibit B sets forth the individual expenses and costs that my firm incurred in association with this litigation between October 1, 2019 and March 31, 2025. For this period, those costs total \$8,367.02. Settlement Class Counsel intend to use the Litigation Fund to reimburse these costs and expenses.

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

Executed on this 9th day of May, 2025, at Burlingame, California.

/s/ Elizabeth T. Castillo
Elizabeth T. Castillo

Exhibit A
In re: Automotive Parts Antitrust Litigation

Firm Name: Cotchett, Pitre & McCarthy, LLP

Reporting Period: October 1, 2019 through March 31, 2025

Name	Title	Rate	Hours	Lodestar
Adam Zapala	P	\$1,100.00	57.50	\$63,250.00
Elizabeth Castillo	P	\$1,100.00	1,122.90	\$1,235,190.00
Alexander Barnett	P	\$1,100.00	0.40	\$440.00
Reid Gaa	A	\$600.00	180.80	\$108,480.00
Jaclyn Verducci	PL	\$400.00	38.60	\$15,440.00
Michael Caylao	PL	\$400.00	9.20	\$3,680.00
Josephine Buchwald	PL	\$350.00	254.00	\$88,900.00
Latoya Concepcion	PL	\$350.00	0.40	\$140.00
Alexandra Delevan	PL	\$350.00	81.20	\$28,420.00
Samantha Fong	PL	\$350.00	47.70	\$16,695.00
Maya Garimella	PL	\$350.00	2.70	\$945.00
Carlo Lipson	PL	\$350.00	24.60	\$8,610.00
Lauren Devens	LC	\$250.00	8.30	\$2,075.00
TOTALS			1,828.30	\$1,572,265.00

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

Exhibit B
In re: Automotive Parts Antitrust Litigation

Firm Name: Cotchett, Pitre & McCarthy, LLP

Reporting Period: October 1, 2019 through March 31, 2025

Cost Type	Amount
Electronic Research	\$1,610.53
Filing / Misc. Fees	\$402.00
Litigation Fund Contribution	\$0.00
Overnight Delivery/Messengers	\$310.53
Photocopying	\$421.00
Postage	\$23.34
Service of Process Fees	\$0.00
Telephone / Fax	\$65.16
Transportation / Meals / Lodging	\$2,926.46
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
Document Storage Fee	\$2,608.00
TOTAL	\$8,367.02

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

IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION

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

IN RE: WIRE HARNESS SYSTEMS
IN RE: INSTRUMENT PANEL CLUSTERS
IN RE: FUEL SENDERS
IN RE: HEATER CONTROL PANELS
IN RE: BEARINGS
IN RE: OCCUPANT SAFETY SYSTEMS
IN RE: ALTERNATORS
IN RE: ANTI-VIBRATIONAL RUBBER
PARTS
IN RE: WINDSHIELD WIPER SYSTEMS
IN RE: RADIATORS
IN RE: STARTERS
IN RE: AUTOMOTIVE LAMPS
IN RE: SWITCHES
IN RE: IGNITION COILS
IN RE: MOTOR GENERATORS
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FLUID WARMERS
IN RE: VALVE TIMING CONTROL
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IN RE: ELECTRONIC THROTTLE BODIES
IN RE: AIR CONDITIONING SYSTEMS

Case No. 2:12-cv-00103
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Case No. 2:13-cv-02403

Case No. 2:13-cv-02503
Case No. 2:13-cv-02603

Case No. 2:13-cv-02703

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

Case No. 2:13-cv-02803
Case No. 2:14-cv-02903

Case No. 2:15-cv-03003
Case No. 2:15-cv-03203
Case No. 2:15-cv-03303
Case No. 2:16-cv-03403
Case No. 2:16-cv-03503
Case No. 2:16-cv-03603
Case No. 2:16-cv-03703
Case No. 2:16-cv-03803
Case No. 2:16-cv-03903
Case No. 2:16-cv-04003
Case No. 2:16-cv-04103
Case No. 2:17-cv-04303
Case No. 2:21-cv-04403
Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
End-Payor Actions

**DECLARATION OF WILLIAM V. REISS IN SUPPORT OF
SETTLEMENT CLASS COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES IN CONNECTION WITH
THE ROUNDS 1-5 SETTLEMENTS**

I, William V. Reiss, declare and state as follows:

1. I am an attorney duly licensed to practice law in the state of New York. I am a partner at the law firm of Robins Kaplan LLP (“RK”), and my firm is one of Settlement Class Counsel for End-Payor Plaintiffs (“Settlement Class Counsel”)¹ in the above-entitled litigation (“*Auto Parts*”).

2. I declare that I have personal knowledge of the matters set forth herein, and if called upon to testify thereto, could do so competently. I make this Declaration pursuant to 28 U.S.C. § 1746. I submit this Declaration in support of Settlement Class Counsel’s Motion for an Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

3. Since its inception, I and members of my firm have been engaged in all aspects of this *Auto Parts* litigation. Collectively, Settlement Class Counsel have performed the following services on behalf of End-Payor Plaintiffs (“EPPs”):

- Performed 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;
- Researched and drafted dozens of class action complaints, including over 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation,

¹ Defined terms not otherwise defined herein shall have the meanings ascribed to those terms as noted in Settlement Class Counsel’s Motion for an Award of Attorneys’ Fees in Connection with the Rounds 1–5 Settlements.

document review, and proffers and interviews of witnesses made available by certain settling and cooperating defendant groups;

- Successfully opposed dozens of motions to dismiss filed by defendant groups through extensive briefing and oral argument before the Court;
- Reviewed and analyzed 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;
- Drafted and coordinated discovery with all plaintiff groups against over one hundred defendants, as well as preparing and arguing numerous contested discovery motions;
- Met 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 interviewed key witnesses from various defendant groups, including abroad and in federal prison in the United States;
- Oversaw the prosecution of end-payor class actions, and coordinated those efforts with other plaintiff groups and with the United States Department of Justice;
- Obtained, analyzed, and produced thousands of pages of documents and data from over 50 class representatives, and responded to multiple rounds of detailed interrogatories propounded by more than 10 separate sets of defendant groups;
- Spearheaded the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with different defendant and plaintiff groups;
- Exchanged information and coordinated with counsel for all of the other class plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Prepared for and defended more than 50 class representative depositions;

- Prepared for and took the depositions of more than 190 defendant witnesses in the U.S. and abroad;
- Participated in or reviewed the results of more than 140 depositions of additional class representatives and non-parties;
- Met and coordinated with economic and industry experts to analyze facts learned through investigation and discovery;
- Worked with experts to discuss and craft appropriate liability and damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheaded a joint effort between other class counsel and defendants to obtain discovery from automobile manufacturers, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 automobile manufacturer groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and manufacturer-specific orders governing production, and negotiating for months to obtain both upstream and downstream automobile manufacturer discovery;
- Prepared 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 automobile manufacturers;
- Performed the numerous settlement-related tasks necessary to achieve more than 72 settlements totaling over \$1.224 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 the Court and on appeal to the Sixth Circuit;

- Crafted, in consultation with a nationally recognized class-notice expert, five extensive notice programs that were approved by the Court, including the most recent August 2022 settlement class notice program;
- Responded to objections to the settlements and ensured the settlements would be available to the classes years earlier than would be the case if litigation against defendants continued through trial and appeal;
- Devised the plans of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation;
- Collaborated with Kinsella Media, LLC as Settlement Notice Provider and Epiq, the successor to Garden City Group, LLC, as Settlement Administrator;
- Addressed concerns relating to the settlement administration process raised by claims filers;
- Obtained the Court's approval of the settlement administration process to guarantee the fair and reasonable distribution of net settlement funds across Settlement Class Members;
- Actively oversaw the settlement administration process to ensure the equitable distribution and allocation of settlements to claimants, including troubleshooting thorny claims-related issues; and
- Engaged in negotiations, motion practice, and mediation to ensure the accurate and timely processing of claims.

4. Since its appointment and in its role co-lead counsel, my firm has, together with other Settlement Class Counsel, supervised the activities of all Class Counsel in prosecuting this litigation, which has to date resulted in a recovery of

more than \$1.224 billion for the benefit of the settlement classes, the largest indirect purchaser recovery in U.S. history. All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex sets of antitrust cases in the history of the antitrust laws.

5. Since last moving for attorneys' fees and costs in 2019, my firm, together with other Settlement Class Counsel, continued to prosecute this litigation against the last three Defendants—all of which settled in 2020 and 2021 as part of the Round 5 Settlements. Collectively, Settlement Class Counsel have performed the following services on behalf of the EPPs since October 31, 2019 in connection with the Round 5 settlements:

- Performed the numerous tasks necessary to litigate the case against and achieve favorable settlements with the last three Defendants, including negotiating a case schedule and various discovery stipulations with the Bosal defendants in *Exhaust Systems*;
- Litigated claims against the Bosal defendants through motions to dismiss;
- Obtained cooperation from Bosal's co-defendants that had settled earlier to use in litigation against Bosal;
- Investigated and filed complaints in the *Electronic Braking Systems* and *Hydraulic Braking Systems* cases, which were not automotive parts subject to Department of Justice's criminal prosecutions;
- Negotiated settlements with defendants in these cases and obtained cooperation from them; and
- Obtained preliminary and final approval of these settlements and

moved for authorization to disseminate notice to the settlement classes in connection with the Round 5 Settlements.

6. Settlement Class Counsel have also engaged in more than four years of work overseeing an extraordinarily complex settlement administration process, working hand-in-hand with the Settlement Administrator to administer the settlements—including setting timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements. Collectively, Settlement Class Counsel have performed the following services on behalf of the EPPs in connection with settlement administration since October 31, 2019:

- Set timelines for processing claims for the Rounds 1 through 4 Settlements and, separately, claims for the Round 5 Settlements;
- Managed the claims process in light of the considerable number of large claimants, third-party claimants, and vehicles and replacement parts claimed;
- Assessed the evidence claimants have submitted to provide support for their claims;
- Established a deficiency review and audit process for claims;
- Established and implemented a sampling process for verification of claims;
- Addressed de-duplication efforts and established a priority for the filing of duplicate vehicles, which included classifying claims and negotiating with third-party claims filers;
- Responded to attempts by third-party claims filer Financial

Recovery Services, LLC, to intervene in this litigation for the purpose of raising potential claims to share in the class settlements based on alleged subrogation rights and to file untimely claims;

- Briefed and argued objections and appeals by Financial Recovery Services, LLC, in both this Court and in the Sixth Circuit;
- Resolved concerns addressing the proposed plan of allocation;
- Engaged in negotiations, motion practice, and mediation with large claimants and third-party claims filers over various claims administration issues;
- Negotiated with several Fleet Management Companies (“FMCs”) addressing whether FMCs that purchased new vehicles and then leased those vehicles (as lessors) to FMC Customers (as lessees) are members of the Settlement Classes and entitled to recover from the class settlements; and
- Responded to numerous emails and calls from third-party claims filers and Settlement Class Members.

7. The schedule attached as Exhibit A sets forth my firm’s recent hours and lodestar in this litigation for the time period from October 1, 2019 through March 31, 2025. This includes work performed by my firm’s attorneys and professional staff, computed at my firm’s current hourly rates.²

² In instances where personnel are no longer employed by my firm, lodestar calculations are based on their final-year billing rates during their tenure with us. Time related exclusively to fees or administrative efforts was removed and is not reflected in this calculation.

8. The total number of hours expended in this litigation by my firm from October 1, 2019 through March 31, 2025 is 2,295.1. The total lodestar for my firm during this period is \$1,796,703.00.

9. The billing rates for the partners, attorneys, and support staff are RK's standard billing rates used in connection for its services with other complex matters.

10. The schedule attached as Exhibit B sets forth the individual expenses and costs that my firm incurred in association with this litigation between October 1, 2019 and March 31, 2025. For this period, those costs total \$31,461.06. Settlement Class Counsel intend to use the Litigation Fund to reimburse these costs and expenses.

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

Executed on this 9th day of May, 2025, at New York, New York.

/s/ William V. Reiss

William V. Reiss

ROBINS KAPLAN LLP

Exhibit A
In Re: Automotive Parts Antitrust Litigation

Firm Name: Robins Kaplan

Reporting Period: October 1, 2019 through March 31, 2025

Name	Title	Rate	Hours	Lodestar
Eric J. Magnuson	P	\$1,160.00	1.6	\$1,856.00
William V. Reiss	P	\$1,200.00	991.7	\$1,190,040.00
Hollis Salzman	P	\$1,100.00	172.6	\$189,860.00
Waleed T Abbasi	A	\$660.00	12.8	\$8,448.00
Vidya Dindiya	A	\$565.00	121.9	\$68,873.50
Noelle Feigenbaum	A	\$560.00	101.7	\$56,952.00
Ellen G Jalkut	A	\$1,035.00	55.9	\$57,856.50
Vincent A. Licata	A	\$490.00	3.1	\$1,519.00
Adam C. Mendel	A	\$560.00	14.7	\$8,232.00
David B. Rochelson	A	\$610.00	0.4	\$244.00
Peggy Arman	PL	\$410.00	8.9	\$3,649.00
Emily C Gerald	PL	\$515.00	2.2	\$1,133.00
Mabel Marte	PL	\$435.00	91.9	\$39,976.50
Audra M. O'Rourke	PL	\$400.00	1.6	\$640.00
Bernard B. Pound	PL	\$495.00	65.5	\$32,422.50
Jle A. Tarpeh	PL	\$335.00	30.5	\$10,217.50
Jason W. Walker	PL	\$395.00	39.2	\$15,484.00
Rene Waite	PL	\$115.00	462.7	\$53,210.50
Ryan S. Willoughby	PL	\$480.00	57.5	\$27,600.00
Alexandra S Epstein	CA	\$470.00	55	\$25,850.00
Sarah A. Leete	O	\$185.00	0.6	\$111.00
Richard R. Zabel	O	\$690.00	2.2	\$1,518.00
TOTAL			2,295.1	\$1,796,703.00

Partner (P)

Associate (A)

Paralegal (PL)

Case Assistant (CA)

Other (O)

Exhibit B
In Re: Automotive Parts Antitrust Litigation

Firm Name: Robins Kaplan

Reporting Period: October 1, 2019 through March 31, 2025

Cost Type	Amount
Electronic Research	\$4,623.33
Overnight Delivery / Messengers	\$520.92
Photocopying	\$604.65
Postage	\$10,083.22
Service of Process Fees	\$0.00
Telephone / Fax	\$262.45
Transportation / Meals / Lodging	\$11,528.49
Data Hosting	\$3,835.00
Other	\$3.00
TOTAL	\$31,461.06