

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION
WITH THE ROUND THREE SETTLEMENTS**

Class Counsel for the End-Payor Plaintiffs (“EPPs”)¹ hereby move the Court, pursuant to Fed. R. Civ. P. 23(h) and 54(d)(2), for an award of attorneys’ fees of 25% from each of the settlements currently before the Court for final approval, net of certain litigation costs and expenses, and for reimbursement of those costs and expenses.

Date: June 14, 2018

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THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**END-PAYOR PLAINTIFFS' MEMORANDUM OF LAW IN SUPPORT OF MOTION
FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN
EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS**

STATEMENT OF ISSUES PRESENTED

1. Should End-Payor Plaintiffs' Counsel, who have obtained more than \$430 million in class settlements that are presently before the Court for final approval, be awarded attorneys' fees equal to 25% of these settlement proceeds, net of certain litigation costs and expenses?

Yes.

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

Yes.

TABLE OF MOST CONTROLLING AUTHORITIES

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INTRODUCTION

Pursuant to Federal Rules of Civil Procedure (“Rule”) 23(h) and 54(d)(2), End-Payor Plaintiffs’ (“EPPs”) Class Counsel (“EPP Class Counsel”)¹ respectfully request an award of \$108,078,695.37 in attorneys’ fees, which is equal to 25% of the settlement amounts paid by 33 Defendants in this litigation, net of certain litigation costs and expenses (“Requested Net Award”), and for reimbursement of these costs and expenses totaling \$508,258.53.²

EPP Class Counsel make this application for attorneys’ fees and reimbursement of expenses in connection with EPPs’ Motion for Final Approval of Settlements (“Round 3 Settlements”) with JTEKT, Yamashita Rubber, NTN, Yamada, Aisan, Chiyoda, Hitachi Metals, Inoac, SKF, Nachi-Fujikoshi, Alps, Diamond Electric, Mitsuba, Koito, Eberspaecher, Bosch, Calsonic, Bridgestone, Hitachi, Mahle Behr, Toyo Tire, Faurecia, Tenneco, Kiekert, Sanden, Nishikawa, Usui, NGK Insulators, NGK Spark Plugs, Continental, Alpha, Valeo, and Stanley (“Round 3 Settling Defendants”).³ See Joint Declaration of Hollis Salzman, Marc M. Seltzer, and Adam J. Zapala, in Support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses (“Joint Decl.”) at ¶ 9.

These settlements with the Round 3 Settling Defendants, each of which was separately negotiated and therefore is separate and independent of the other, total \$432,823,040 in cash

¹ In granting preliminary approval of these settlements, the Court appointed Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP and Susman Godfrey L.L.P. Settlement Class Counsel (hereinafter, “Settlement Class Counsel”). See, e.g., Order Granting Preliminary Approval of Proposed Settlement with the Mitsuba Defendants and Provisional Certification of the Settlement Classes at 6, ¶ 7, *Windshield Washer Systems*, 2:13-cv-02803, ECF No. 112.

² Contemporaneously with this motion, EPPs are filing their Motion for Orders Granting Final Approval of the Round Three Settlements and Approving the Plan of Allocation in Connection with the Round Three Settlements and Memorandum in Support thereof.

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

(“Round 3 Settlement Amount”) and also include, among other benefits, injunctive relief obtained from all but five of the Round 3 Settling Defendants and agreements by each of the Settling Defendants to cooperate in the EPPs’ continued prosecution of their claims against the Defendants remaining in the Actions (“Non-Settling Defendants”). These Round 3 Settlements are only possible because of the dedication, effort, and skill of Settlement Class Counsel and the firms working at their direction, including their substantial multi-year investment of time and expenses. The request for 25% of each settlement amount net of certain litigation costs and expenses, is in line with percentages that the Court approved in previous settlements in this case,⁴ is supported by Sixth Circuit authority, and is the percentage that EPP Class Counsel advised this Court it would request.⁵ EPP Class Counsel have undertaken a significant risk, invested substantial amounts of their time and money on a contingent basis, and foregone other work opportunities to dedicate their professional efforts to this case. EPP Class Counsel also seek reimbursement for litigation costs that they reasonably advanced and incurred in furtherance of the prosecution of EPPs’ claims.

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

⁵ See End-Payor Plaintiffs’ Supplemental Memorandum in Support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Costs at 7, *Wire Harness*, 2:12-cv-00103 (Jun. 14, 2016), ECF No. 491.

A. Settlements Achieved since the April 19, 2017 Final Approval Hearing.

Since February 9, 2017, when EPPs filed their Motion for Orders Granting Final Approval of EPPs' settlements with 12 Defendants and their affiliates in 27 cases ("Round 2 Settlements"), the Court has granted preliminary approval of 34 settlements. The Round 3 Settlements consist of 33 of these settlements across 29 cases and are included in the EPPs' March 2018 Notice Program.

These settlements provide the class members included in the Round 3 Settlements with substantial cash benefits, injunctive relief as to nearly all the Round 3 Settling Defendants, and valuable cooperation from the Settling Defendants while EPPs continue to prosecute claims in *In re Automotive Parts Antitrust Litigation*, MDL No. 2:12-md-02311 ("*Auto Parts*").

B. EPP Class Counsel's Vigorous Prosecution on Behalf of the Round 3 Settlement Classes.

Since 2012, attorneys for EPPs have diligently worked to advance the claims of members of the proposed Round 3 Settlement Classes. As the Court has repeatedly recognized, the EPP class actions are extraordinarily complex, involving over 160 Defendants in 41 separate but coordinated antitrust class actions alleging distinct violations of antitrust and/or consumer protection laws. *See* Order Granting Final Approval to the Round 2 Settlements at 12, *Wire Harness*, No. 2:12-cv-00103 (Jul. 10, 2017), ECF No. 576 ("Round 2 Final Approval Order") ("The Court agrees with EPPs' counsel's assessment that antitrust class actions of the magnitude and size of this very complicated litigation make this among the most difficult and complex actions to prosecute."); *see also* Transcript of May 11, 2016 Fairness Hearing at 72-73, 2:12-md-2311, ECF No. 1365 (noting the complexity of the EPP action and referring to the difficulty of the case as "extraordinary"); *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 U.S. Dist. LEXIS 150427, at *76 (E.D. Mich. Dec. 13, 2011) (stating that antitrust class actions are "arguably the most complex action[s] to prosecute" given the "legal and factual issues . . . [that are] numerous and uncertain in

outcome.”); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 533 (E.D. Mich. 2003) (“Antitrust class actions are inherently complex . . .”).

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

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

- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) Discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months for both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 60 settlements totaling over \$1 billion, such as: analyzing, to date, 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; and preparing preliminary approval motions and escrow agreements for each settlement; and

- Crafting, in consultation with the class-notice expert, three extensive notice programs that were approved by the Court, including the most recent March 2018 program.

See Joint Decl. at ¶ 5.

EPP Class Counsel’s efforts are particularly important because the DOJ in its criminal prosecutions did not seek or obtain restitution for the victims of Defendants’ unlawful conduct. Indeed, the criminal fines negotiated by the DOJ were determined in light of the fact that the EPPs would be seeking restitution. The plea agreements each recite that “[i]n light of the availability of civil causes of action, which potentially provide for a recovery of a multiple of actual damages, the recommended sentence does not include a restitution order.” See, e.g., Plea Agreement, *United States v. Alpha Corp.*, No. 2:16-cr-20627 (E.D. Mich. 2016), ECF No. 9. Thus, EPP Class Counsel have undertaken the responsibility of recovering monetary restitution for the American purchasers and lessees of new vehicles, who are the ultimate victims in these cases.

I. AWARD OF ATTORNEYS’ FEES

A. Legal Standards and General Practice.

1. Substantial Fee Awards are Common and Necessary in Actions such as *Auto Parts*.

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

The Supreme Court has also consistently recognized that private antitrust litigation provides an important public benefit as a necessary and desirable tool to assure the effective enforcement of the antitrust laws. *See, e.g., Pillsbury Co. v. Conboy*, 459 U.S. 248, 262-63 (1983); *Reiter v. Sonotone Corp.*, 442 U.S. 330, 344 (1979); *Hawaii v. Standard Oil Co.*, 405 U.S. 251, 266 (1972). Substantial fee awards in successful cases, such as this one, encourage meritorious class actions, and thereby promote private enforcement of, and compliance with, antitrust laws. In *Mitsubishi Motors Corp. v. Soler Chrysler-Plymouth, Inc.*, the Supreme Court explained:

What we have described as “the public interest in vigilant enforcement of the antitrust laws through the instrumentality of the private treble-damage action,” is buttressed by the statutory mandate that the injured party also recover costs, “including a reasonable attorney’s fee.” 15 U.S.C. § 15(a). The interest in wide and effective enforcement has thus, for almost a century, been vindicated by enlisting the assistance of “private Attorneys General” . . . we have always attached special importance to their role because “every violation of the antitrust laws is a blow to the free-enterprise system envisaged by Congress.”

473 U.S. 614, 653-54 (1985) (internal citations and quotations omitted). *See also Alpine Pharmacy, Inc. v. Chas. Pfizer & Co.*, 481 F.2d 1045, 1050 (2d Cir.), *cert. denied*, 414 U.S. 1092 (1973) (“In the absence of adequate attorneys’ fee awards, many antitrust actions would not be commenced.”).

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

The Sixth Circuit and district courts within this Circuit have repeatedly held that it is within the district court’s discretion to determine the “appropriate method for calculating attorney’s fees” based on the “the unique circumstances of the actual cases before [it].” *In re Sulzer Ortho. Inc.*, 398 F.3d 778, 780 (6th Cir. 2005) (internal quotation omitted); *see also In re Southeastern Milk Antitrust Litig.*, No. 08-md-1000, 2013 U.S. Dist. LEXIS 70167, at *10 (E.D. Tenn. May 17, 2013). Accordingly, “[t]he district court’s award of attorneys’ fees in common fund cases need

only be ‘reasonable under the circumstances.’” *Bowling v. Pfizer, Inc.*, 102 F.3d 777, 779 (6th Cir. 1996) (quoting *Rawlings v. Prudential-Bache Props., Inc.*, 9 F.3d 513, 516 (6th Cir. 1993)); *see also In re Polyurethane Foam Antitrust Litig.*, No. 10-md-2196, 2016 U.S. Dist. LEXIS 49592, at *12-13 (N.D. Ohio Apr. 13, 2016) (stating that, in common fund cases, a district court’s award of attorneys’ fees “need only be reasonable under the circumstances”) (internal citations omitted). This Court has explicitly agreed with this approach in granting EPPs’ previous fee requests. Order Regarding EPP’ Motion for an Award of Attorney’ Fees and Reimbursement of Litigation Expenses at ¶ 4, *Wire Harness*, 2:12-cv-00103, ECF No. 578 (“Round 2 Fee Award”) (“In common fund cases, whichever method is used, the award of attorneys’ fees need only be reasonable under the circumstances.”) (internal quotations omitted).

To assess the reasonableness of a fee application in a class action case, the court first determines the appropriate method of calculating the attorneys’ fees by applying either the percentage-of-the-fund approach or the lodestar multiplier method. *Van Horn v. Nationwide Prop. & Cas. Inc. Co.*, 436 F. App’x 496, 498 (6th Cir. 2011); *In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 760 (S.D. Ohio 2007); *see also Rawlings*, 9 F.3d at 516 (“[I]t is necessary that district courts be permitted to select the more appropriate method for calculating attorney’s fees in light of the unique characteristics of class actions in general, and of the unique circumstances of the actual cases before them”). Where the court selects the percentage-of-the-fund approach, to confirm the reasonableness of the fee award, courts analyze and weigh the six factors described in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974). *See Rankin v. Rots*, No. 02-cv-71045, 2006 U.S. Dist. LEXIS 102024, at *3-4 (E.D. Mich. Jun. 27, 2006).

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

Interim fee awards are appropriate in large-scale litigation, such as this one, where the litigation will last many years, and in which settlements are reached periodically throughout the

course of the ongoing litigation. *See, e.g., In re Air Cargo Shipping Serv. Litig.*, No. 06-md-1775, 2015 U.S. Dist. LEXIS 138479, at *133-135 (E.D.N.Y. Oct. 9, 2015) (awarding fourth round of interim attorneys' fees); *In re Diet Drugs Prod. Liab. Litig.*, No. 99-md-1203, 2002 U.S. Dist. LEXIS 19396, at *34 (E.D. Pa., Oct. 3, 2002) (awarding attorneys' fees after four years of litigation and noting, "[t]o make them wait any longer for at least some fee award would be grossly unfair").

The Court has already acknowledged the propriety of interim fee awards in this case and has authorized such awards to EPP Class Counsel, Auto Dealer Plaintiff Class Counsel, and Direct Purchaser Plaintiff Class Counsel on multiple occasions.⁶ Like the examples cited above, this litigation has been ongoing for six years, and there is still much more work to be done in litigating the case against the Non-Settling Defendants, including coordinating and conducting a massive amount of discovery, briefing and arguing dispositive motions, engaging in settlement discussions and mediations, and preparing class certification motions. EPP Class Counsel may also be required to prepare for and potentially conduct a trial or multiple trials. It is well known that indirect purchaser cases such as this are notoriously complex, involving proof of pass-on, among other issues.

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

As noted above, the Court should first determine whether to apply the percentage-of-the-fund approach or the lodestar multiplier method. This Court has applied the percentage-of-the-fund approach in each of its fee awards to EPP Class Counsel to date.⁷ The Court's approach is

⁶ *See supra* note 4.

⁷ *See supra* note 4. This Court has also awarded interim fees to date for class counsel for the Direct Purchasers and Auto Dealers in this litigation using the percentage-of-the-fund approach. *See, e.g., Order Granting Fees, Occupant Safety Systems*, 2:12-cv-00601, ECF No. 128 (awarding attorneys' fees to Direct Purchaser Plaintiffs counsel based on a percentage of the settlement fund); *Order Regarding Auto Dealers' Motion for an Award of Attorneys' Fees, Reimbursement of*

consistent with that of other courts in this District, which almost always utilize the percentage-of-the-fund approach in common fund cases. *See, e.g., Rawlings*, 9 F.3d at 515; *In Re Caraco Pharm. Labs., Ltd. Sec. Litig.*, No. 09-cv-12830 (E.D. Mich. June 26, 2013), ECF No. 96; *Packaged Ice*, 2011 U.S. Dist. LEXIS 150427, at *69-78; *In Re General Motors Corp. Sec. and Derivative Litig.*, No. 06-md-1749 (E.D. Mich. Jan. 6, 2009), ECF No. 139; *In re Delphi Corp. Sec., Derivative & “ERISA” Litig.*, 248 F.R.D. 483, 503 (E.D. Mich. 2008); *Cardizem CD Antitrust Litig.*, No. 99-md-1278 (E.D. Mich. Nov. 26, 2002), ECF No. 49. This approach eliminates the need for detailed consideration of the time devoted to the litigation, conserves judicial resources, and aligns the interests of class counsel and the class members. *See, e.g., Rawlings*, 9 F.3d at 515; *Packaged Ice*, 2011 U.S. Dist. LEXIS 150427, at *69-70; *Delphi*, 248 F.R.D. at 502.

By contrast, the lodestar multiplier method is “too time-consuming of scarce judicial resources,” requiring courts to “pore over time sheets, arrive at a reasonable hourly rate, and consider numerous factors in deciding whether to award a multiplier.” *Rawlings*, 9 F.3d at 516-17; *see also In re Cardizem CD*, 218 F.R.D. at 532 (quoting *In re F & M Distributions, Inc. Sec. Litig.*, No. 95-CV-71778, 1999 U.S. Dist. LEXIS 11090, at *8 (E.D. Mich. 1999)) (“[T]he lodestar method is too cumbersome and time-consuming of the resources of the Court.”). The lodestar multiplier approach emphasizes “the number of hours expended by counsel rather than the results obtained, [and] it . . . provides incentives for overbilling and the avoidance of early settlement.” *Rawlings*, 9 F.3d at 517.

The percentage-of-the-fund approach is preferable because it “more accurately reflects the results achieved.” *Id.* at 516. The Court should continue to follow the well-settled approach to

Litigation Expenses, and Service Awards, *Wire Harness*, 2:12-cv-00103, ECF Nos. 401, 523 (same).

which it has adhered in this case, and which courts commonly follow in large multi-year class actions, of awarding attorneys' fees through successive fee awards based on the percentage-of-the-fund approach. *See, e.g., Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *10-11 (noting that the court previously granted an interim fee award of one-third of a first round of settlements and granting one-third of the settlement fund from an additional settlement); *see also Precision Assoc., Inc. v. Panalpina World Transp. (Holding) Ltd.*, No. 08-cv-00042, 2015 U.S. Dist. LEXIS 152688, at *2-3 (E.D.N.Y. Nov. 10, 2015) (granting class counsel's application for a second interim award of attorneys' fees based on the percentage-of-the-fund approach); *Air Cargo*, 2015 U.S. Dist. LEXIS 138479, at *135) (the court made three successive interim attorneys' fee awards and a fourth interim award with respect to a fourth settlement based on the percentage-of-the-fund approach).

C. The Fee Requested by EPP Class Counsel is Appropriate.

EPPs respectfully request an award of attorneys' fees for the Round 3 Settlements in the amount of \$108,078,695.37, which represents 25% of the Round 3 Settlement Amount, net of expenses ("Net Settlement Amount").⁸ This Court has previously recognized that EPP Class Counsel's requests for similar fees are reasonable. *See supra* note 4. Additionally, EPPs' request for an amount equal to 25% of the Round 3 Settlement fund is in line with what Settlement Class Counsel advised the Court it would request in future applications after the first round of settlements.⁹

⁸ The Net Settlement Amount is equal to the Round 3 Settlement Amount (\$432,823,040) less the expenses sought to be reimbursed (\$508,258.53), totaling \$432,314,781.47. The chart at Appendix B reflects the proposed allocation of the requested fees among the applicable cases.

⁹ *See supra* note 4.

Such an award is entirely appropriate. Courts in this District routinely approve attorneys' fees of 25% or more of the common fund created for the settlement class. *Packaged Ice*, 2011 U.S. Dist. LEXIS 150427, at *80-81; *In re Prandin Direct Purchaser Antitrust Litig.*, No. 10-cv-12141, 2015 U.S. Dist. LEXIS 5964 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the common fund); *In Re Caraco Pharm. Labs.*, No. 09-cv-12830, ECF No. 96 (E.D. Mich. June 26, 2013); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-md-2343, 2014 U.S. Dist. LEXIS 91661, *5 (E.D. Tenn. Jun. 30, 2014). Indeed, even awards of 30% or more of the settlement amount are common in antitrust class actions. *See, e.g., Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *34 (awarding one-third of \$158 million settlement fund); *In re Iowa Ready-Mix Concrete Antitrust Litig.*, No. 10-cv-4038, 2011 U.S. Dist. LEXIS 130180 (N.D. Iowa Nov. 9, 2011) (awarding fee equal to 36% of the recovery); *see also Allapattah Servs. v. Exxon Corp.*, 454 F. Supp. 2d 1185, 1210-11 (S.D. Fla. 2006) (awarding 31.5% of a \$1.06 billion settlement fund and citing fourteen cases involving settlement funds between \$40 and \$696 million with fee awards between 25% and 35% of the fund); Order, *Wire Harness*, No. 2:12-cv-00101-MOB-MKM (Aug. 10, 2017), ECF No. 495 (awarding 30% of the recovery, net of expenses).

Moreover, the requested fee percentage is in line with attorneys' fees in private, non-class litigation in which commentators and courts recognize that the standard contingency-fee percentage is approximately one-third—a percentage significantly greater than the percentage award EPPs request here. *See Theodore Eisenberg & Geoffrey P. Miller, Attorney Fees in Class Action Settlements: An Empirical Study*, 1 J. Empirical Legal Stud. 1, 35 (2004) (“[s]ubstantial empirical evidence indicates that a one-third fee is a common benchmark in private contingency fee cases.”); *Std. Iron Works v. Arcelormittal*, No. 08-C-5214, 2014 U.S. Dist. LEXIS 162557, at *7 (N.D. Ill. Oct. 22, 2014) (\$163.9 million settlement; one-third fee found to be the prevailing

market rate for similar legal services in similar cases); *Hall v. AT&T Mobility LLC*, No. 07-5325, 2010 U.S. Dist. LEXIS 109355, at *71 (D.N.J. Oct. 13, 2010) (33.3% is “consistent with a privately negotiated contingent fee in the marketplace.”); *Bradburn Parent Teacher Store, Inc. v. 3M*, 513 F. Supp. 2d 322, 340 (E.D. Pa. 2007) (approving requested fee award, holding “a percentage of recovery of 35 percent is comparable to the likely percentage fee that would have been negotiated had the case been subject to a private contingent fee agreement at the time counsel was retained.”) (internal quotations omitted).

Thus, EPP Class Counsel’s fee request is well within market rates for legal fees in similar complex and contingent cases. Judge Richard A. Posner has written with respect to awarding fees in a settled class action: “[t]he object in awarding a reasonable attorney’s fee . . . is to give the lawyer what he would have gotten in the way of a fee in arms’ length negotiation, had one been feasible.” *In re Continental Illinois Securities Litigation*, 962 F.2d 566, 572 (7th Cir. 1992); *see also In re Heartland Payment Sys.*, 851 F. Supp. 2d 1040, 1087 (S.D. Tex. 2012) (“An attorney’s requested hourly rate is prima facie reasonable when he requests that the lodestar be computed at his or her customary billing rate, the rate is within the range of prevailing market rates, and the rate is not contested.”) (quotation marks, brackets, and citation omitted). These examples also show that the market does not reduce attorneys’ fees simply because counsel achieved excellent results.

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

Just as the market would not, neither should the Court reduce the percentage award to EPP Class Counsel based on the size of the recovery. The Court has already considered and rejected this so-called “mega fund” theory. In its decision supporting the Round 2 Fee Award, the Court wrote:

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.

Round 2 Fee Award at 3, ¶ 8.

Significantly, the Sixth Circuit has not endorsed the reduced percentage approach. *See Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *30 (stating that “the Court has not found any Sixth Circuit case endorsing [a reduced percentage] approach.”). Indeed, the notion that a court should necessarily apply reduced percentages to a particularly large settlement fund—regardless of the time and expense incurred by class counsel, the results achieved for the class, or the risk and complexity of the case—contradicts the very principle under which a court is permitted to award attorneys’ fees. The court must “make sure that counsel is fairly compensated for the amount of work done as well as for the results achieved.” *Rawlings*, 9 F.3d at 516. Other courts have criticized the “mega fund” approach as well. *See, e.g., In re Cendant Corp. Litig.*, 264 F.3d 201, 284 n. 55 (3d Cir. 2001) (“[The megafund] position . . . has been criticized by respected courts and commentators, who contend that such a fee scale often gives counsel an incentive to settle cases too early and too cheaply.”) (citation omitted); *Allapattah.*, 454 F. Supp. 2d at 1213 (“By not rewarding Class Counsel for the additional work necessary to achieve a better outcome for the class, the sliding scale approach creates the perverse incentive for Class Counsel to settle too early for too little.”); *In re TFT-LCD (Flat Panel) Antitrust Litig.*, No. 07-md-01827 SI, 2013 U.S. Dist. LEXIS 49885, at *72-74 & n.11 (N.D. Cal. Apr. 3, 2013) (awarding 28.6% of \$1.082 billion

settlement fund and expressly rejecting the suggestion that fees should be reduced based on the “mega fund” concept).

Indeed, many courts have awarded fees greater than 30%, even for extremely large recoveries. *See, e.g., Allapattah*, 454 F. Supp. 2d at 1210-11 (awarding 31.5% of a \$1.06 billion settlement fund and citing fourteen cases involving settlement funds between \$40-\$696 million with fee awards between 25% and 35% of the fund); *In re Cathode Ray Tube Antitrust Litig.*, No. C-07-5944-JST, 2016 U.S. Dist. LEXIS 102408, at *56 (N.D. Cal. Aug. 3, 2016) (awarding 27.5% of \$576 million settlement fund); *In re IPO Secs. Litig.*, 671 F. Supp. 2d 467, 516 (S.D.N.Y. 2009) (awarding 33-1/3% of a \$510,253,000 settlement fund); *In re Checking Account Overdraft Litig.*, 830 F. Supp. 2d 1330, 1358 (S.D. Fla. 2011) (awarding 30% of \$410 million settlement fund); *In re Vitamins Antitrust Litig.*, No. MDL 1285, 2001 U.S. Dist. LEXIS 25067, at *6 (D.D.C. July 16, 2001) (awarding 34.06% of \$359 million settlement fund); *In re Linerboard Antitrust Litig.*, MDL No. 1261, 2004 U.S. Dist. LEXIS 10532, at *1-2, 58 (E.D. Pa. June 2, 2004) (awarding 30% of \$202 million settlement fund); *In re Apollo Group Inc. Secs. Litig.*, No. CV 04-2147-PHX-JAT, 2012 U.S. Dist. LEXIS 55622, at *18, 32-34 (D. Ariz., Apr. 20, 2012) (awarding 33% of \$145 million settlement fund); *In re Combustion Inc.*, 968 F. Supp. 1116, 1142 (W.D. La. 1997) (awarding 36% of \$127 million settlement fund); *Kurzwell v. Philip Morris Cos.*, 94 Civ. 2373, 1999 U.S. Dist. LEXIS 18378, at *1-2 (S.D.N.Y., Nov. 30, 1999) (awarding 30% of \$123 million settlement fund); *In re Ikon Office Solutions, Inc. Securities Litig.*, 194 F.R.D. 166, 197 (E.D. Pa. 2000) (awarding 30% of \$111 million settlement fund).

Moreover, where courts have employed reduced percentages, or where class counsel has requested a lower percentage in the first instance, it is often the case that not only is the total settlement fund large, but the percentage fee—even when lowered—results in a relatively high

multiplier under the lodestar crosscheck.¹⁰ For example, in *In re Credit Default Swaps Antitrust Litig.*, No. 13 Md 2476, 2016 U.S. Dist. LEXIS 54587, at *60 (S.D.N.Y. Apr. 25, 2016), the court awarded \$253,758,000 in attorneys' fees, resulting in a 6.36 multiplier. *See also Merkner v. AK Steel Corp.*, No. 1:09-cv-00423, 2011 U.S. Dist. LEXIS 157375 (S.D. Ohio Jan. 10, 2011) (multiplier of 5.3); *In re WorldCom, Inc. Sec. Litig.*, 388 F. Supp. 2d 319 (S.D.N.Y. 2005) (multiplier of 4); *In re NASDAQ Market-Makers Antitrust Litig.*, 187 F.R.D. 465 (S.D.N.Y. 1998) (multiplier of 3.97); *In re AOL Time Warner, Inc. Sec. & ERISA Litig.*, 02 Civ. 5575, No. 2006 U.S. Dist. LEXIS 78035 (S.D.N.Y. Oct. 25, 2006) (multiplier of 3.69); *In re Visa Check/MasterMoney Antitrust Litig.*, 297 F. Supp. 2d 503 (S.D.N.Y. 2003) (multiplier of 3.5). On one occasion, the Delaware Supreme Court approved a Chancery Court fee award of approximately \$305 million, despite objections that it "pa[id] the Plaintiff's counsel over \$35,000 per hour worked and 66 times the value of their time and expenses." *Americas Mining Corp. v. Theriault*, 51 A.3d 1213, 1252 (Del. Aug. 27, 2012). In contrast to these examples, the lodestar multiplier here is well under 2.0—and is considerably lower than the multipliers that resulted from the reduced percentages that were applied in the above cases. *See also infra*, § I.E.6.

In sum, there is nothing inherently unreasonable in awarding attorneys' fees in an amount equal to 33% of a common settlement fund simply due to the size of the fund. The 25% fee (net of expenses) that EPP Class Counsel requests is thus in line with—even conservative compared to—awards in similar cases and is warranted here.

E. Consideration of the Ramey Factors Supports the Request.

After selecting a method for awarding attorneys' fees, courts consider the six *Ramey* factors: (1) the value of the benefits to the class; (2) society's stake in rewarding attorneys who produce

¹⁰ For a detailed discussion of the lodestar crosscheck in this case, *see infra*, § I.E.6.

such benefits to maintain an incentive to others; (3) whether the services were undertaken on a contingent fee basis; (4) the complexity of the litigation; (5) the professional skill and standing of counsel on both sides; and (6) the value of the services on an hourly basis. *Ramey*, 508 F.2d at 1194-97. These factors indicate that the fee requested here is fair and reasonable.

1. EPP Class Counsel have Secured Valuable Benefits for the Round 3 Settlement Classes.

The principal consideration in awarding attorneys' fees is the result achieved for the class. *Delphi*, 248 F.R.D. at 503. EPP Class Counsel have secured a settlement amount totaling over \$430 million for the Round 3 Settlement Classes (and over \$1.08 billion thus far in *Auto Parts*)¹¹ which, after costs, expenses and fees, will be distributed to class members years earlier than it would be if litigation against the Settling Defendants continued and EPPs were successful through trial and appeal. Of course, this litigation was undertaken entirely on a contingency fee basis with no assurances of any recovery, much less a recovery in the amount of the settlements. Further, as with the Round 1 and Round 2 Settlements, EPP Class Counsel negotiated for and obtained significant non-monetary benefits from the Settling Defendants, including injunctive relief, and carefully crafted discovery cooperation clauses for the benefit of the Round 3 Settlement Classes.

This recovery is especially important because, despite Defendants' myriad guilty pleas, the DOJ did not obtain any monetary restitution for the victims of Defendants' unlawful conduct.¹² Yet, at the same time, the then United States Attorney General made clear that "as a

¹¹ In addition to the Round 1, Round 2, and Round 3 Settlements, EPPs have secured an additional \$47,804,000 in settlements with five defendant families, as well as further additional settlements to be made public shortly. EPPs have moved or will soon move for preliminary approval of each additional public settlement. EPPs will file their motions to disseminate notice and for final approval of these settlements at a later date.

¹² *See supra* p. 7.

result of these conspiracies, Americans paid more for their cars.” *Remarks as Prepared for Delivery by Attorney General Eric Holder at Auto Parts Press Conference, U.S. Department of Justice* (Sept. 26, 2013), <http://www.justice.gov/opa/speech/remarks-prepared-delivery-attorney-general-eric-holder-auto-parts-press-conference>. These settlements will provide much needed restitution to American consumers and other class members.

In addition to all-cash settlements totaling over \$430 million, EPP Class Counsel have, as noted above, also secured non-monetary relief, including: (i) substantial cooperation by Settling Defendants, who have or will provide fact proffers, witness interviews, documents, depositions, and trial testimony; and (ii) an agreement by nearly all of the Settling Defendants for a period of two years not to engage in certain specified conduct that would violate the antitrust laws involving the automotive parts that are at issue in these lawsuits.¹³ This cooperation provides access to critical documents and witnesses without the delay and expense of contested discovery. *See, e.g., In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2010 U.S. Dist. LEXIS 77645, at *44 (E.D. Mich. Aug. 2, 2010) (“[T]here is the potential for a significant benefit to the class in the form of cooperation on the part of the settling Defendant”); *see generally In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 643 (E.D. Pa. 2003); *In re Corrugated Container Antitrust Litig.*, No. 81-md-310, 1981 U.S. Dist. LEXIS 11004 (S.D. Tex. June 4, 1981). This cooperation has already assisted, and will continue to assist, EPPs in the prosecution of their claims against Non-Settling Defendants, providing substantial value to the Round 3 Settlement Classes. Indeed, information obtained from settling Defendants aided EPPs in *fully* settling more than seven *Auto Parts* cases in four months in 2018 alone.

¹³ *See, e.g.,* Long Form Notice attached as Exhibit A to EPPs’ Motion to Disseminate March 2018 Notice, *Wire Harness*, 2:12-cv-00103, ECF No. 600.

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

Attorneys' fees should be awarded so as "to encourage attorneys to bring class actions to vindicate public policy (e.g., the antitrust laws) as well as the specific rights of private individuals." *In re Folding Carton Antitrust Litig.*, 84 F.R.D. 245, 260 (N.D. Ill. 1979), *aff'd in part and rev'd on other grounds*, 744 F.2d 1252, 1253 (7th Cir. 1984). Courts in the Sixth Circuit weigh "society's stake in rewarding attorneys who [obtain favorable outcomes for a class] in order to maintain an incentive to others," and counsel's success in complex antitrust litigation "counsels in favor of a generous fee." *Cardizem*, 218 F.R.D. at 534 (internal quotation marks omitted); *see also Delphi*, 248 F.R.D. at 503.

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

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

The determination of a reasonable fee must include consideration of the contingent nature of any EPP Class Counsel's fee, the equally contingent outlay of millions of dollars of out-of-pocket costs and expenses, and the fact that the risks of failure in a class action are notoriously high. A number of courts "consider the risk of non-recovery as the most important factor in fee determination." *Kritzer v. Safelite Solutions, LLC*, No. 10-cv-0729, 2012 U.S. Dist. LEXIS 74994, at *30 (S.D. Ohio May 30, 2012) (quoting *Cardinal*, 528 F. Supp. 2d at 766); *Stanley v. United States Steel Co.*, No. 04-74654, 2009 U.S. Dist. LEXIS 114065, at *8 (E.D. Mich. Dec. 8, 2009) ("Numerous cases recognize that the contingent fee risk is an important factor in determining the fee award . . . [a] contingency fee arrangement often justifies an increase in the award of attorneys' fees.") (internal quotations omitted).

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

administer the settlements reached. The requested fee award is reasonable in light of the substantial risks involved.

4. The Complexity of the Litigation Supports the Requested Fee.

Antitrust class actions are “arguably the most complex action(s) to prosecute. The legal and factual issues involved are always numerous and uncertain in outcome.” *Packaged Ice*, 2011 U.S. Dist. LEXIS 150427, at *76 (quoting *Linerboard*, 292 F. Supp. 2d at 639); *see also Cardizem*, 218 F.R.D. at 533 (“Antitrust class actions are inherently complex”).

This litigation is manifestly more complex than typical antitrust class actions. The DOJ has described its investigation of Defendants’ bid-rigging and price-fixing conspiracies at issue here as the largest criminal cartel it has ever uncovered. The misconduct at issue in this litigation is unprecedented in breadth—involving at least 41 automotive component parts, many hundreds of affected vehicle models, and scores of foreign and domestic Defendants. Based on sheer volume alone—with 41 separately filed EPP class cases within this MDL—this antitrust litigation is unparalleled.

EPPs have asserted a number of claims under both federal and state antitrust, consumer protection, and unjust enrichment laws. As indirect purchasers, EPPs’ claims for damages and restitution are based on the laws of approximately thirty states and the District of Columbia. This creates substantial additional risk, uncertainty, and complexity.¹⁴ As one court noted in a similar indirect purchaser action involving allegations of price-fixing of component parts by defendants, “[a]ssessment of damages involved a difficult analysis, which required taking into account the impact of and relationship between federal and state rules concerning damage analysis . . .” *Flat*

¹⁴ 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.

Panel, 2013 U.S. Dist. LEXIS 49885, at *70. See also *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. 508, 533 (E.D. Mich. 2003) (granting indirect purchaser plaintiffs’ motion for final approval and for attorneys’ fees and noting that plaintiffs “also faced substantial additional difficulties as indirect purchasers.”).

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

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

Courts consider the skill and experience of counsel on both sides of the litigation in determining a reasonable fee award. *In re Polyurethane Foam Antitrust Litig.*, No. 10-md-2196, 2015 U.S. Dist. LEXIS 23482, at *13 (N.D. Ohio Feb. 26, 2015); *Packaged Ice*, 2011 U.S. Dist. LEXIS 150427, at *69. The Court has found EPP Class Counsel to have the requisite skill and

experience in class action and antitrust litigation to effectively serve the interests of EPPs. EPP Class Counsel's vigorous prosecution of this litigation, including the highly favorable settlements achieved to date and the denial, in substantial part, of Defendants' motions to dismiss, demonstrates EPP Class Counsel's skill. Likewise, Defendants are represented by highly skilled and experienced attorneys at some of the largest law firms in the world. This final factor also weighs in favor of awarding the requested fees and expenses under a percentage fee approach.

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

Finally, *Ramey* requires courts to consider the value of services rendered on an hourly basis. *Ramey*, 508 F.2d at 1196. As set forth above, EPPs' requested fee is reasonable as a percentage of the Round 3 Settlement Amount. *See supra* § I.B-C. Some courts, however, apply a lodestar "cross-check" on the reasonableness of the requested fee calculated as a percentage of the fund. *Cardinal*, 528 F. Supp. 2d at 764; *Packaged Ice*, 2011 U.S. Dist. LEXIS 150427, at *72. Because the lodestar is only used as a cross-check, the Court need not engage in a detailed scrutiny of time records. *Cardinal*, 528 F. Supp. 2d at 767. Indeed, when this Court previously awarded attorneys' fees to EPP Class Counsel, the Court relied on the same detailed declarations that EPP Class Counsel submit in support of this motion setting forth, *inter alia*, hours worked, tasks performed, and hourly rates. *See* Transcript of April 19, 2017 Final Approval Hearing at 49:6-17; 57:2-13, 2:12-md-2311, ECF No. 1748. The substantial time EPP Class Counsel has expended confirms that the fee requested is well "aligned with the amount of work the attorneys contributed" to the recovery, and does not, in any way, constitute an unearned "windfall." *Id.* at 764.

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

The Court rejects the argument made by certain objectors that time included with the Round 1 Settlement fee request should not be

included in the lodestar cross-check for the Round 2 Settlements. In calculating the lodestar for purposes of the cross-check, it would be impractical to compartmentalize and isolate the work that EPPs' counsel did in any particular case at any particular time because all of their work assisted in achieving all of the settlements and has provided and will continue to provide a significant benefit to all of the EPPs classes.

Round 2 Fee Award at 6 n.2 (citing *Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *26-27 (rejecting objection based on the proposition that the calculation of class counsel's lodestar should be limited to work performed after the period covered by a prior fee award) (further citation omitted). The Court should continue to follow that approach here.¹⁵

In other words, to perform this lodestar cross-check, the Court should once again add any previous awards of attorneys' fees to the fee requested in the pending interim fee application and then divide that total fee amount by the total lodestar from the time of the appointment of lead counsel to the date of the pending interim fee application. *See Southeastern Milk*, 2013 U.S. Dist. LEXIS 70167, at *26-27 (adopting this approach over objection); *see also Lobatz v. U.S. West Cellular of Cal.*, 222 F.3d 1142 (9th Cir. 2000) (same); *In re Insurance Brokerage Antitrust Litig.*, 282 F.R.D. 92 (D.N.J. 2012) (same).

In calculating the attorneys' fee lodestar for the cross-check purposes, it would be impractical to compartmentalize and isolate the work that EPP Class Counsel did in any particular case, as most of their work has provided and will continue to provide a significant

¹⁵ Settlement Class Counsel require the plaintiff law firms working on behalf of EPPs to keep contemporaneous time and expense records. Settlement Class Counsel have monitored the work of the firms working for EPPs to ensure efficiency and avoid unauthorized and unnecessary work. Consequently, Settlement Class Counsel have been submitting detailed time and expense records that are, and will continue to be, reviewed and analyzed by Settlement Class Counsel prior to submission to the Court in conjunction with any attorneys' fee applications.

benefit to the EPP classes in all cases and had, and will continue to have, a material impact in strengthening the claims of the EPPs against the Non-Settling Defendants.

As discussed in further detail below, EPP Class Counsel have provided ongoing litigation efficiencies because the work and effort spent in an early-filed case benefited subsequently-filed cases. *See infra*, § I.F. EPP Class Counsel’s briefing of EPPs’ oppositions to Defendants’ multiple motions to dismiss provides an example. As the Court is aware, Defendants’ motions to dismiss filed in later cases advanced many of the same arguments rejected by the Court in earlier cases. As a result, EPP Class Counsel relied and built on previous work when drafting successful responses to Defendants’ motions to dismiss in the later-filed cases. Joint Decl. at ¶ 15. Thus, the time and effort EPP Class Counsel devoted to one or more of the earlier-filed cases directly benefited the EPP classes in later-filed cases, including those in which there will be subsequent settlements and recoveries.¹⁶ *Id.*

EPP Class Counsel have vigorously prosecuted this litigation with a keen eye to efficiency and economy of time and resources. *See* Joint Decl. at ¶¶ 5, 11-12. Counsel representing EPPs and their professional staff have worked 347,241.50 hours from Settlement Class Counsel’s appointment as Interim Co-Lead Class Counsel on March 23, 2012 through March 31, 2018.¹⁷ Joint Decl. at 14 ¶ 25. Applying the rates charged by counsel to the hours expended yields a “lodestar” of \$142,090,627.68.¹⁸ The requested fee in this motion is \$108,078,695.37, which

¹⁶ Settlement Class Counsel’s efficiencies are described in further detail below in § I.F., *infra*.

¹⁷ EPP Class Counsel performed work in the case at the direction of Settlement Class Counsel. As more fully explained in the Joint Declaration, Settlement Class Counsel imposed rules and guidelines on the work assigned to and billing practices of EPP Class Counsel. Joint Decl. at ¶ 22. All time submitted by EPP Class Counsel in support of this motion was reviewed by Settlement Class Counsel for compliance with these rules and guidelines. *Id.*

¹⁸ As part of their ongoing vetting process of time reports submitted by EPP Class Counsel, Settlement Class Counsel determined that there were apparent discrepancies in the time reports

represents 25% of the Round 3 Settlement Amount, net of expenses. When combined with the \$44,933,670 fee awarded for the First Round Settlement Amount and the \$75,691,877.98 fee awarded for the Second Round Settlement Amount, the requested Round 3 fee award would bring the total awarded fees to date to \$228,704,243.35, which is approximately 22.06% of the Rounds 1, 2, and 3 settlements, which total \$1,036,892,658. The resulting multiplier is approximately 1.61 of the lodestar. Joint Decl. at ¶ 25.

The resulting multiplier is consistent with (and in fact below) awards made in numerous other class action cases. See NEWBERG ON CLASS ACTIONS § 15:89 (5th ed.) (noting that “multipliers increase as fund size increases”); see also Order Granting Fees, *Occupant Safety Systems*, 2:12-cv-00601, ECF No. 128 (awarding attorneys’ fees resulting in a multiplier of

submitted by a document review attorney. Out of an abundance of caution, Settlement Class Counsel have therefore not submitted any time or lodestar associated with this attorney in connection with this fee application. Settlement Class Counsel are also excluding all time and lodestar associated with this attorney previously submitted with respect to the Round 1 and 2 Settlements, totaling 6,251.00 hours and \$2,043,450.00 in lodestar. Thus, the total hours and attorneys’ fee lodestar noted in our papers submitted in support of our fee application do not include these hours or lodestar as part of the lodestar cross-check.

Additionally, Settlement Class Counsel made the following lodestar adjustments to correct scrivener’s errors in the lodestar calculation set forth in the Round 1 Fee Motion: (i) deducted \$20 in lodestar to reconcile the discrepancy between the lodestar set forth in the Declaration of Robert S. Kitchenoff in the amount of \$1,177,335.25 (Compendium of Firm Declarations at Ex. 50, ECF No. 433-7) and the amount incorrectly listed in Exhibit A to the Joint Declaration, ECF No. 433-2 (\$1,177,355.25); and (ii) added \$20,000 in lodestar to reconcile the discrepancy between the lodestar set forth in the Declaration of Mark S. Goldman in the amount of \$886,552 (Compendium of Firm Declarations at Ex. 20, ECF No. 433-4) and the lodestar incorrectly listed in Exhibit A to the Joint Declaration, ECF No. 433-2 (\$866,552).

approximately 2.09 of Direct Purchaser Plaintiffs' lodestar); *Credit Default Swaps*, 2016 U.S. Dist. LEXIS 54587, at *51-54 (multiplier of 6.36); *Prandin*, 2015 U.S. Dist. LEXIS 5964, at *14 (multiplier of 3.01); *Bailey v. AK Steel Corp.*, No. 06-cv-468, 2008 U.S. Dist. LEXIS 18838, at *8 (S.D. Ohio Feb. 28, 2008) (multiplier of 3.01); *Nichols v. SmithKline Beecham Corp.*, No. 00-6222, 2005 U.S. Dist. LEXIS 7061, at *21 (E.D. Pa. April 22, 2005) (multiplier of 3.15); *In re Sumitomo Copper Litig.*, 74 F. Supp. 2d 393, 399 (S.D.N.Y. 1999) (multiplier of 2.5).

Where a single, long-running case has multiple interim fee awards, it is reasonable to expect, as in the present case, that the later interim fee awards will have a higher multiplier. For example, in *Southeastern Milk*, the court awarded fees of 33-1/3% of a first-round settlement fund of \$145 million, representing a multiplier of 1.03, and subsequently awarded fees of one-third of a second round settlement fund of \$158 million, resulting in a multiplier of 1.9. *See* 2013 U.S. Dist. LEXIS 70167, at *20 (E.D. Tenn. May 17, 2013). Similarly, in *Air Cargo*, where over \$1.2 billion in settlements have been achieved, the court granted class counsel three interim awards of attorneys' fees representing 22 to 25% of each of the *gross* total settlement funds and reflecting an increasing lodestar/multiplier, calculated based on all of the work done from the time of the appointment of lead counsel to the date of each application. *See In re Air Cargo Shipping Servs. Antitrust Litig.*, No. 06-md-1775, 2011 U.S. Dist. LEXIS 79786, at *34-40 (E.D.N.Y. July 15, 2011) (lodestar multiplier of 0.63 based on all work from appointment as lead counsel to date of application for attorneys' fees in connection with \$153 million settlement fund); *In re Air Cargo Shipping Servs. Antitrust Litig.*, No. 06-md-1175, 2012 U.S. Dist. LEXIS 108299, at *68-71 (E.D.N.Y. Aug. 2, 2012) (lodestar multiplier of 1.11 based on all work from appointment as lead counsel to date of application for attorneys' fees in connection with \$200 million settlement fund); *Air Cargo*, 2015 U.S. Dist. LEXIS 138479, at *135 (lodestar multiplier of 1.45 based on all work from appointment

as lead counsel to date of application for attorneys' fees in connection with \$332 million settlement fund). Indeed, it is entirely reasonable for EPP Class Counsel to receive an award of attorneys' fees that reflects a notably increasing lodestar multiplier where EPP Class Counsel's substantial work and effort has continuously helped advance later cases and led to future recoveries.¹⁹

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

On this basis, even the attorneys charging the highest hourly rates in this matter are well within the parameters of reasonableness. In national markets, "partners routinely charge between

¹⁹ The multiplier resulting from the lodestar in the Round 1 Settlements was .94%. *See, e.g.*, End Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Establishment of a fund for Future Litigation Expenses at 15, *Wire Harness*, No. 2:12-cv-00103 (Mar. 10, 2016), ECF No. 433. The multiplier resulting from the lodestar in the Round 2 Settlements was 1.37. *See, e.g.*, End Payor Plaintiffs' Memorandum in Support of Motion for an Award of Attorneys' Fees and reimbursement of Expenses in Connection with the Round 2 Settlements at 27, *Wire Harness*, No. 2:12-cv-00103 (Feb. 9, 2017), ECF No. 562. These multipliers and the current 1.62 multiplier are all well within the range of multipliers found reasonable in similar cases. *See infra* § I.D.

\$1,200 and \$1,300 an hour, with top rates at several large law firms exceeding \$1,400.”²⁰ In specialties such as “antitrust and high-stakes litigation and appeals . . . [f]or lawyers at the very top of those fields, hourly rates can hit \$1,800 or even \$1,950.” *Id.* A handful of “difference makers” in the most complex fields, including antitrust litigation, even charge \$2,000 an hour.²¹

Another indication that counsel’s rates are reasonable for purposes of a lodestar cross-check in a contingency case is if, as in the present case, the attorneys charge similar rates in their *per diem* work. “The class counsel are entitled to the fee they would have received had they handled a similar suit on a contingent fee basis, with a similar outcome, for a paying client.” *Continental Ill. Secs. Litig.*, 962 F.2d at 572.

In any event, this Court has previously recognized that EPP Class Counsel’s rates in this matter “are well in line with the market, with recent reports explaining that senior lawyers at top law firms routinely charge well over \$1,000.” *See, e.g.*, Round 2 Fee Award at 7, ¶ 18 (quoting Randazzo & Palank, *supra* note 19). Where, as here, the Court has closely examined the reasonableness of the hourly rates based on experience, specialization, geography, and other relevant factors—including the recovery achieved in such a complex set of cases—the Sixth Circuit’s decision in *Shane Group, Inc. v. Blue Cross Blue Shield*, 825 F.3d 299 (6th. Cir. 2016), does not change this analysis.

²⁰ *See* Sara Randazzo & Jacqueline Palank, *Legal Fees Cross New Mark: \$1,500 an Hour*, The Wall Street Journal (Feb. 16, 2016), <https://www.wsj.com/articles/legal-fees-reach-new-pinnacle-1-500-an-hour-1454960708>; *see also* Martha Neil, *Top partner billing rates at BigLaw firms approach \$1,500 per hour*, ABA Journal (Feb. 8, 2016), http://www.abajournal.com/news/article/top_partner_billing_rates_at_biglaw_firms_nudge_1500_per_hour.

²¹ *See* Natalie Rodriguez, *Meet the \$2,000 An Hour Attorney: What it Takes to Earn Top Dollar in the Rate-Crunch Era*, Law360, June 11, 2016, <https://www.law360.com/in-depth/articles/804421> (“[E]arlier this year, BTI Consulting Group found that a handful of in-house counsel had paid as much as \$2,000 per hour, after discounts, to attorneys in the past year. Several other in-house counsel, meanwhile, had paid highs of \$1,900 per hour or \$1,800 per hour.”)

Shane involved one domestic defendant, a common scheme targeted at hospitals in a single state, and damages that were “formulaic” to calculate. *Shane*, 825 F.3d at 302-04. On appeal from a district court decision approving settlements in the case, the Sixth Circuit faulted the District Court for, *inter alia*, failing to create an adequate record of its evaluation of adequacy of the settlement terms, and the reasonableness of the rates underlying the lodestar crosscheck to an award of over 33%. *Id.* at 310. These factors are not present in this case. As the *Shane* Court explained, “The [District Court’s] error was specific to the record [t]here.” *Id.* at 310. *Auto Parts* is highly complex and involves scores of defendant entities, many of which are international Defendants. *See supra* § I.E.4. Through persistent and concerted efforts, EPP Class Counsel have overcome any number of hurdles to achieve remarkable results on behalf of EPPs. Moreover, EPP Class Counsel request only 25% of the Round 3 Settlement fund, net of expenses, and their lodestar is based on rates that are reasonable in these circumstances. *See supra* § I.B-C.

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

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

the resulting multiplier on the lodestar is 1.62, the requested fee is demonstrably fair and reasonable.

F. The Proposed Fee Structure Rewards and Encourages Efficiencies.

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

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

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

A second example of a collective efficiency can be found in briefing motions to dismiss. In several rounds of briefing, EPPs proposed and entered into stipulations with Defendants to brief certain collective issues across multiple cases rather than on a case-by-case basis. Joint Decl. ¶ 19. Like EPP depositions, this resulted in a substantial cost and time savings and reflects the overlapping nature of the issues to be litigated in all of the cases.

Another example of a collective efficiency is EPP Class Counsel drafting, serving, and negotiating subpoenas directed to original equipment manufacturers, including discovery-related motion practice. *Id.* at ¶ 16. These subpoenas covered all of the parts in *Auto Parts* and will ensure that the parties are not required to engage in the burdensome process of seeking this discovery 41 or more separate times, depending upon the ultimate number of cases in *Auto Parts* action. *Id.*

Recently, EPPs spearheaded Plaintiffs' efforts to draft and negotiate discovery orders in all of the remaining cases. *Id.* at ¶ 20. Though negotiating scheduling orders, such as discovery plans, can be a lengthy process, EPPs drafted the orders to reflect discovery issues that arise across multiple cases. *Id.* Accordingly, only the most case-specific issues, such as class certification deadlines, remain to be negotiated, allowing the parties to negotiate discovery orders in multiple cases simultaneously. *Id.*

In addition, EPP Class Counsel helped to bring about substantial ongoing efficiencies, an example of which can be found in EPP Class Counsel's document review work. For instance, during the initial stages of the review of documents in *Wire Harness*—the first-filed case and first to proceed to discovery—each reviewing attorney was learning about the automotive parts industry as a whole, its methods of conducting business and its vocabulary. *Id.* at ¶ 14. This understanding naturally increased throughout the review process and enabled reviewing attorneys to review, process, and analyze documents in subsequent cases more effectively and efficiently. *Id.*

Reviewers also became increasingly familiar with Defendants' internal and industry acronyms, organizational structure, business practices, and conspiratorial behavior. The review process permitted EPPs to create a cast of characters of Defendants' employees, many of whom had responsibility for multiple parts during the alleged class period. But this efficiency is not just limited to *Wire Harness*; subsequent cases all clearly benefited from the work done in *Wire Harness*. Indeed, since these cases are inextricably intertwined, the review and analysis of documents and proffers in one case has provided EPP Class Counsel with knowledge and information applicable to the other cases. *Id.* at ¶ 15.

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

Understanding the global benefits to class members from the inherent efficiencies in multi-district litigation, courts grant attorneys' fees from partial settlements based on all work done to date. *See, e.g., Air Cargo Shipping Services Antitrust Litig.*, 06-md-1775 (E.D.N.Y. Oct. 9, 2015), ECF No. 2362; *In re Processed Egg Prods. Antitrust Litig.*, No. 08-md-2002, 2012 U.S. Dist. LEXIS 160764, at *18 (E.D. Pa. Nov. 9, 2012); *In re Automotive Refinishing Paint Antitrust Litig.*,

No. 08-md-1426, 2008 U.S. Dist. LEXIS 569 (E.D. Pa. Jan. 3, 2008). Thus, it has been recognized that the time devoted to one or more cases directly benefited the classes in other cases.

EPPs request that the Court award fees totaling 25% of the Round 3 Settlement Amount, net of expenses or, in other words, 25% of each individual settlement fund, net of expenses. EPPs seek a *pro rata* award of fees from the settlement funds similar to that approved by the Court in connection with the Round 2 Settlements, as well as in the Automobile Dealers cases. *See* Round 2 Fee Award at ¶ 19; Order at 5, *Wire Harness*, 2:12-cv-00102, ECF No. 401. The chart at Appendix B reflects the proposed allocation of the requested fees among the applicable cases.

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

EPP Class Counsel also request the Court's authorization to distribute the awarded attorneys' fees in a manner that, in the judgment of EPP Class Counsel, fairly compensates each firm for its contribution to the prosecution of EPPs' claims. "Courts routinely permit counsel to divide common benefit fees among themselves." *In re Polyurethane Foam Antitrust Litig.*, No. 10-md-2196, 2016 U.S. Dist. LEXIS 9609, at *51 (N.D. Ohio Jan. 27, 2016); *see, e.g., In re Warfarin Sodium Antitrust Litig.*, 391 F.3d 516, 533 n.15 (3d Cir. 2004) (affirming the district court's decision to permit co-chairs of the Executive Committee to divide attorney fees according to their discretion, and declining to "deviate from the accepted practice of allowing counsel to apportion fees amongst themselves"); *In re Broadwing, Inc. ERISA Litig.*, 252 F.R.D. 369, 383 (S.D. Ohio 2006) ("Class Counsel shall allocate the award of attorneys' fees among counsel for the Class based on their good-faith assessment of the contribution of such counsel to the prosecution of this Action."); *In re Telectronics Pacing Sys., Inc.*, 137 F. Supp. 2d 1029, 1033 (S.D. Ohio 2001) (approving distribution of a "single fee from which the [plaintiffs' Steering Committee] will allocate the attorneys' fees among the attorneys who provided a benefit to the Class"); *see also*

Bowling, 102 F.3d 777 (1996) (suggesting the Sixth Circuit would adopt this approach to fee distribution, observing that the critical inquiry is whether the fee fairly reflects the work done by all plaintiffs' counsel.). Accordingly, EPP Class Counsel respectfully request that the Court authorize them to allocate the fees that are awarded among EPP Class Counsel.

III. AWARD OF EXPENSES AND COSTS

For the last five plus years of *Auto Parts*, EPP Class Counsel have funded and advanced the substantial expenses and costs required to prosecute the litigation. EPP Class Counsel have done so without any guarantee of reimbursement. In approving the Round 1 Settlements and Request for Reimbursement of Expenses, the Court reimbursed expenses incurred by EPP Class Counsel and awarded funds for future litigation expenses. *See generally* Round 1 Fee Award. The Court subsequently reimbursed additional expenses in connection with the Round 2 Settlements. *See* Round 2 Fee Award at 3 n.6.

Counsel have since incurred additional expenses, which were not reimbursed through the Court's prior orders, and respectfully seek reimbursement of those costs now. Specifically, EPP Class Counsel request reimbursement for costs and expenses incurred individually by each EPP Class Counsel firm from January 1, 2017 through March 31, 2018 that have not yet been reimbursed. EPP Class Counsel do not request reimbursement for costs incurred from the Litigation Fund nor do EPP Class Counsel request a further award for future litigation expenses at this time.

A. *Pro Rata* Allocation of Expenses Maximizes Efficiencies and Prevents Duplicate Billing.

This sprawling, multi-case litigation is far more complex than virtually any other antitrust litigation. *See* Tr. of May 11, 2016 Fairness Hr'g at 72-73 (noting the complexity of the EPP action). As with the time devoted by EPP Class Counsel, there also have been significant

efficiencies with regard to the costs and expenses incurred. As explained above, prosecuting claims related to one auto part or against one Defendant has greatly benefited EPPs' prosecution of claims related to other auto parts and against other Defendants. As such, EPP Class Counsel have systematically taken advantage of and capitalized on the efficiencies in this litigation to minimize expenses as much as possible. Therefore, the most equitable allocation of the expenses incurred in this litigation is a *pro rata* allocation of expenses incurred to date among each of the settlement funds.

Because of these efficiencies, a case-by-case expense allocation is not only impracticable but also essentially arbitrary because the expenditures may have benefited multiple cases and claims. For example, Defendants' taking of each Named Plaintiff's deposition once across all *Auto Parts* cases drastically reduced travel, court reporter, copy, and other deposition expenses—a great benefit to the classes. Joint Decl. at ¶14. Because each deposition applies to all cases, however, it would not be feasible to try to allocate which portion of each deposition expense benefited which case. *Id.* Further, expenses incurred early in the litigation have clearly benefited the later-filed cases. For example, initial service on foreign Defendants was much more expensive because each foreign Defendant originally had to be served pursuant to the Hague Convention. *Id.* at ¶ 16. In later-filed *Auto Parts* cases, foreign Defendants (who had previously been served via The Hague Convention) were then in many instances served through their U.S. counsel, saving EPPs tens of thousands of dollars in these subsequently filed actions. *Id.* The classes in later filed cases have obviously benefited from reduced service costs in the later filed cases.

Similarly, expenses incurred in connection with document review and experts have benefited all of the cases. In addition to the common expenses attendant with document review in each case, EPP Class Counsel incurred a substantial initial set-up fee by the document hosting service

provider. *Id.* at ¶ 19. Because *Wire Harness* was the first case for which EPPs received a DOJ production, it was charged this start up expense. Yet, each subsequent case clearly benefited from use of the same document review platform, and EPP Class Counsel’s review and analysis of these documents has greatly contributed to the settlements before the Court. *Id.* Allocating the entire start-up fee to the *Wire Harness* settlements would provide other settlement classes with an unfair windfall. The same is true for expert costs. EPP Class Counsel have incurred costs in connection with work performed by their experts in certain cases, but the experts’ work benefits all of EPPs’ claims across the entire litigation. For instance, work done on issues such as pass-on and the relationship between EPPs and Automobile Dealers may well be similar, if not identical, across multiple cases. *Id.* The experts’ work also involved ongoing efficiencies, as the experts have utilized the knowledge and work done in all of the cases in a collective basis.

B. Reimbursement of Costs Already Incurred.

EPP Class Counsel respectfully request that the Court award reimbursement of individual costs and expenses incurred by each EPP Class Counsel from January 1, 2017 through March 31, 2018 that have not yet been reimbursed. *See, e.g.*, Fed. R. Civ. P. 23(h) (allowing the court to award reasonable attorneys’ fees and expenses); *Delphi*, 248 F.R.D. at 504 (“Under the common fund doctrine, class counsel are entitled to reimbursement of all reasonable out-of-pocket litigation expenses and costs in the prosecution of claims and in obtaining settlement, including expenses incurred in connection with document production, consulting with experts and consultants, travel and other litigation-related expenses.” (Citation and internal quotation marks omitted)); *Cardizem*, 218 F.R.D. at 535.

EPP Class Counsel have incurred \$508,258.53 in unreimbursed litigation costs and expenses for the benefit of the Round 3 Settlement Class Members. These costs include, among other items, fees for legal research, travel for court appearances, depositions, witness interviews, and other

reasonable litigation costs and expenses. *See generally* Declarations 1 through 30. EPP Class Counsel incurred these expenses for the benefit of these classes without any guarantee of recovery and should be reimbursed from the Round 3 Settlements. Joint Decl. at ¶ 28. Accordingly, EPP Class Counsel ask the Court to allocate the \$508,258.53 of costs and expenses incurred on a *pro rata* basis among the settlement funds, as set forth in the chart at Appendix C.

C. Costs and Expenses Incurred from the Litigation Fund.

EPP Class Counsel pay many of the expenses in this litigation from the previously established litigation fund (“Litigation Fund”). *See* Supplemental Declaration of Adam J. Zapala Regarding End-Payor Plaintiffs’ Litigation Fund in Support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements (“Zapala Decl.”) at 4 ¶ 3. Settlement Class Counsel established the Litigation Fund for expenses incurred in the ongoing litigation, and EPP Class Counsel contributed to the Litigation Fund. *Id.* Additionally, the Court awarded EPPs a fund for the payment of future litigation expenses in the amount of \$11,250,000.00 on June 20, 2016. *Id.* EPP Class Counsel have used a portion of this fund for costs including (1) economic and industry expert fees in connection with upcoming class certification motions; (2) document review hosting; (3) translation of documents; and (4) deposition reporting costs in connection with depositions in the U.S. and abroad. *Id.* at 4, Ex. A. EPP Class Counsel are not seeking any reimbursement of costs and expenses incurred from the Litigation Fund or an award of future litigation costs at this time. The expenses from the Litigation Fund incurred from February 7, 2017²² through April 30, 2018, are detailed in the Zapala Decl., filed in support of this motion.

²² EPP Class Counsel’s last accounting of the Litigation Fund to the Court detailed expenses incurred and paid from the Litigation Fund through February 6, 2017. *See e.g.*, Supplemental Declaration of Steven N. Williams Regarding End-Payor Plaintiffs’ Litigation Fund in Support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Certain

IV. CONCLUSION

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

Date: June 14, 2018

Respectfully submitted,

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Expenses in Connection with the Round 2 Settlements at 3 ¶ 4, *Wire Harness*, No. 2:12-cv-00103 (Feb. 9, 2017), ECF No. 563-3.

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*Interim Co-Lead Class Counsel for the
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CERTIFICATE OF SERVICE

I hereby certify that on June 14, 2018, 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/ Hollis Salzman
Hollis Salzman

APPENDIX A

End-Payor Plaintiffs' Settlement Funds		
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund
Aisan	Fuel Injection Systems	\$4,560,000
Alpha	Access Mechanisms	\$2,698,000
Alps	Heater Control Panels	\$3,230,000
Bosch	Fuel Injection Systems	\$2,892,560
	Spark Plugs	\$28,999,168
	Starters	\$1,039,984
	Windshield Wipers	\$508,288
Bridgestone	Anti-Vibrational Rubber Parts	\$29,640,000
Calsonic	Air Conditioning Systems	\$5,153,860.65
	Automatic Transmission Fluid Warmers	\$380,366.93
	Radiators	\$5,587,612.42
Chiyoda	Wire Harness	\$1,915,200
Continental	Instrument Panel Clusters	\$3,800,000
Diamond Electric	Ignition Coils	\$5,396,000
Eberspaecher	Exhaust Systems	\$1,368,000
Faurecia	Exhaust Systems	\$1,482,000
Hitachi	Shock Absorbers	\$13,300,000
Hitachi Metals	Automotive Brake Hoses	\$1,140,000
INOAC	Interior Trim Products	\$2,470,000
JTEKT	Bearings	\$43,418,819

End-Payor Plaintiffs' Settlement Funds		
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund
	Electronic Powered Steering Assemblies	\$4,081,181
Kiekert	Door Latches	\$2,280,000
Koito	Automotive Lamps	\$21,654,653.10
	HID Ballasts	\$1,335,346.90
Mahle Behr	Air Conditioning Systems	\$1,482,000
Mitsuba	Automotive Lamps	\$241,876.05
	Electronic Powered Steering Assemblies	\$169,313.23
	Fan Motors	\$3,664,422.11
	Fuel Injection Systems	\$1,378,693.47
	Power Window Motors	\$19,180,770.52
	Radiators	\$3,664,422.11
	Starters	\$9,457,353.43
	Windshield Washer Systems	\$1,548,006.70
	Windshield Wipers	\$32,895,142.38
Nachi-Fujikoshi	Bearings	\$3,230,000
NGK Insulators	Ceramic Substrates	\$12,160,000
NGK Spark Plugs	Spark Plugs	\$12,730,000
Nishikawa	Body Sealing Products	\$37,620,000
NTN	Bearings	\$6,574,000
Sanden	Air Conditioning Systems	\$7,600,000

End-Payor Plaintiffs' Settlement Funds		
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund
SKF	Bearings	\$7,600,000
Stanley	Automotive Lamps	\$12,316,880
	HID Ballasts	\$2,883,120
Tenneco	Exhaust Systems	\$17,480,000
Toyo Tire	Anti-Vibrational Rubber Parts	\$34,343,309
	Constant-Velocity-Joint Boot Products	\$1,756,691
Usui	Automotive Steel Tubes	\$5,320,000
Valeo	Access Mechanisms	\$760,000
Yamada	Electronic Powered Steering Assemblies	\$2,356,000
Yamashita	Anti-Vibrational Rubber Parts	\$6,080,000
Total		\$432,823,040

APPENDIX B

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Fees
Aisan	Fuel Injection Systems	\$4,560,000	1.05%	\$1,138,661.31
Alpha	Access Mechanisms	\$2,698,000	0.62%	\$673,707.94
Alps	Heater Control Panels	\$3,230,000	0.75%	\$806,551.76
Bosch	Fuel Injection Systems	\$2,892,560	0.67%	\$722,290.83
	Spark Plugs	\$28,999,168	6.70%	\$7,241,278.66
	Starters	\$1,039,984	0.24%	\$259,690.69
	Windshield Wiper Systems	\$508,288	0.12%	\$126,922.78
Bridgestone	Anti-Vibrational Rubber Parts	\$29,640,000	6.85%	\$7,401,298.53
Calsonic	Air Conditioning Systems	\$5,153,860.65	1.19%	\$1,286,952.13
	Automatic Transmission Fluid Warmers	\$380,366.93	0.09%	\$94,980.07
	Radiators	\$5,587,612.42	1.29%	\$1,395,262.74
Chiyoda	Wire Harness	\$1,915,200	0.44%	\$478,237.75
Continental	Instrument Panel Clusters	\$3,800,000.00	0.88%	\$948,884.43
Diamond Electric	Ignition Coils	\$5,396,000	1.25%	\$1,347,415.89
Eberspaecher	Exhaust Systems	\$1,368,000	0.32%	\$341,598.39
Faurecia	Exhaust Systems	\$1,482,000	0.34%	\$370,064.93
Hitachi	Shock Absorbers	\$13,300,000	3.07%	\$3,321,095.50
Hitachi Metals	Automotive Brake Hoses	\$1,140,000	0.26%	\$284,665.33
INOAC	Interior Trim Products	\$2,470,000	0.57%	\$616,774.88

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Fees
JTEKT	Automotive Bearings	\$43,418,819	10.03%	\$10,841,958.21
	Electric Powered Steering Assemblies	\$4,081,181	0.94%	\$1,019,097.13
Kiekert	Side Door Latches	\$2,280,000	0.53%	\$569,330.66
Koito	Automotive Lamps	\$21,654,653.10	5.00%	\$5,407,306.08
	HID Ballasts	\$1,335,346.90	0.31%	\$333,444.70
Mahle Behr	Air Conditioning Systems	\$1,482,000	0.34%	\$370,064.93
Mitsuba	Automotive Lamps	\$241,876.05	0.06%	\$60,398.00
	Electric Powered Steering Assemblies	\$169,313.23	0.04%	\$42,278.60
	Fan Motors	\$3,664,422.11	0.85%	\$915,029.76
	Fuel Injection Systems	\$1,378,693.47	0.32%	\$344,268.62
	Power Window Motors	\$19,180,770.52	4.43%	\$4,789,561.70
	Radiators	\$3,664,422.11	0.85%	\$915,029.76
	Starters	\$9,457,353.43	2.19%	\$2,361,561.95
	Windshield Washer Systems	\$1,548,006.70	0.36%	\$386,547.22
	Windshield Wiper Systems	\$32,895,142.38	7.60%	\$8,214,128.51
Nachi-Fujikoshi	Automotive Bearings	\$3,230,000	0.75%	\$806,551.76
NGK Insulators	Ceramic Substrates	\$12,160,000	2.81%	\$3,036,430.17
NGK Spark Plugs	Spark Plugs	\$12,730,000	2.94%	\$3,178,762.83
Nishikawa	Body Sealing Products	\$37,620,000	8.69%	\$9,393,955.83

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Fees
NTN	Automotive Bearings	\$6,574,000	1.52%	\$1,641,570.06
Sanden	Air Conditioning Systems	\$7,600,000	1.76%	\$1,897,768.85
SKF	Automotive Bearings	\$7,600,000	1.76%	\$1,897,768.85
Stanley	Automotive Lamps	\$12,316,880	2.85%	\$3,075,604.11
	HID Ballasts	\$2,883,120	0.67%	\$719,933.60
Tenneco	Exhaust Systems	\$17,480,000	4.04%	\$4,364,868.37
Toyo Tire	Anti-Vibrational Rubber Parts	\$34,343,309	7.93%	\$8,575,745.02
	Automotive Constant- Velocity-Joint Boot Products	\$1,756,691	0.41%	\$438,657.04
Usui	Automotive Steel Tubes	\$5,320,000	1.23%	\$1,328,438.20
Valeo	Access Mechanisms	\$760,000	0.18%	\$189,776.89
Yamada	Electric Powered Steering Assemblies	\$2,356,000	0.54%	\$588,308.34
Yamashita	Anti-Vibrational Rubber Parts	\$6,080,000	1.40%	\$1,518,215.08
Total		\$432,823,040	100.00%	\$108,078,695.37

APPENDIX C

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
Aisan	Fuel Injection Systems	\$4,560,000	1.05%	\$5,354.75
Alpha	Access Mechanisms	\$2,698,000	0.62%	\$3,168.23
Alps	Heater Control Panels	\$3,230,000	0.75%	\$3,792.95
Bosch	Fuel Injection Systems	\$2,892,560	0.67%	\$3,396.70
	Spark Plugs	\$28,999,168	6.70%	\$34,053.35
	Starters	\$1,039,984	0.24%	\$1,221.24
	Windshield Wiper Systems	\$508,288	0.12%	\$596.88
Bridgestone	Anti-Vibrational Rubber Parts	\$29,640,000	6.85%	\$34,805.87
Calsonic	Air Conditioning Systems	\$5,153,860.65	1.19%	\$6,052.11
	Automatic Transmission Fluid Warmers	\$380,366.93	0.09%	\$446.66
	Radiators	\$5,587,612.42	1.29%	\$6,561.46
Chiyoda	Wire Harness	\$1,915,200	0.44%	\$2,248.99
Continental	Instrument Panel Clusters	\$3,800,000.00	0.88%	\$4,462.29
Diamond Electric	Ignition Coils	\$5,396,000	1.25%	\$6,336.45
Eberspaecher	Exhaust Systems	\$1,368,000	0.32%	\$1,606.42
Faurecia	Exhaust Systems	\$1,482,000	0.34%	\$1,740.29
Hitachi	Shock Absorbers	\$13,300,000	3.07%	\$15,618.02
Hitachi Metals	Automotive Brake Hoses	\$1,140,000	0.26%	\$1,338.69
INOAC	Interior Trim Products	\$2,470,000	0.57%	\$2,900.49

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
JTEKT	Automotive Bearings	\$43,418,819	10.03%	\$50,986.16
	Electric Powered Steering Assemblies	\$4,081,181	0.94%	\$4,792.48
Kiekert	Side Door Latches	\$2,280,000	0.53%	\$2,677.37
Koito	Automotive Lamps	\$21,654,653.10	5.00%	\$25,428.78
	HID Ballasts	\$1,335,346.90	0.31%	\$1,568.08
Mahle Behr	Air Conditioning Systems	\$1,482,000	0.34%	\$1,740.29
Mitsuba	Automotive Lamps	\$241,876.05	0.06%	\$284.03
	Electric Powered Steering Assemblies	\$169,313.23	0.04%	\$198.82
	Fan Motors	\$3,664,422.11	0.85%	\$4,303.08
	Fuel Injection Systems	\$1,378,693.47	0.32%	\$1,618.98
	Power Window Motors	\$19,180,770.52	4.43%	\$22,523.73
	Radiators	\$3,664,422.11	0.85%	\$4,303.08
	Starters	\$9,457,353.43	2.19%	\$11,105.65
	Windshield Washer Systems	\$1,548,006.70	0.36%	\$1,817.80
	Windshield Wiper Systems	\$32,895,142.38	7.60%	\$38,628.34
Nachi-Fujikoshi	Automotive Bearings	\$3,230,000	0.75%	\$3,792.95
NGK Insulators	Ceramic Substrates	\$12,160,000	2.81%	\$14,279.33
NGK Spark Plugs	Spark Plugs	\$12,730,000	2.94%	\$14,948.68
Nishikawa	Body Sealing Products	\$37,620,000	8.69%	\$44,176.68

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
NTN	Automotive Bearings	\$6,574,000	1.52%	\$7,719.76
Sanden	Air Conditioning Systems	\$7,600,000	1.76%	\$8,924.58
SKF	Automotive Bearings	\$7,600,000	1.76%	\$8,924.58
Stanley	Automotive Lamps	\$12,316,880	2.85%	\$14,463.55
	HID Ballasts	\$2,883,120	0.67%	\$3,385.61
Tenneco	Exhaust Systems	\$17,480,000	4.04%	\$20,526.54
Toyo Tire	Anti-Vibrational Rubber Parts	\$34,343,309	7.93%	\$40,328.91
	Automotive Constant- Velocity-Joint Boot Products	\$1,756,691	0.41%	\$2,062.86
Usui	Automotive Steel Tubes	\$5,320,000	1.23%	\$6,247.21
Valeo	Access Mechanisms	\$760,000	0.18%	\$892.46
Yamada	Electric Powered Steering Assemblies	\$2,356,000	0.54%	\$2,766.62
Yamashita	Anti-Vibrational Rubber Parts	\$6,080,000	1.40%	\$7,139.67
Total		\$432,823,040	100.00%	\$508,258.53

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311
	:	Hon. Marianne O. Battani
	:	
In Re: Wire Harness	:	Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters	:	Case No. 2:12-cv-00203
In Re: Heater Control Panels	:	Case No. 2:12-cv-00403
In Re: Bearings	:	Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts	:	Case No. 2:13-cv-00803
In Re: Windshield Wipers	:	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: Ignition Coils	:	Case No. 2:13-cv-01403
In Re: HID Ballasts	:	Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies	:	Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes	:	Case No. 2:16-cv-04003
In Re: Access Mechanisms	:	Case No. 2:16-cv-04103
In Re: Door Latches	:	Case No. 2:17-cv-11637
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THIS DOCUMENT RELATES TO:	:	
End-Payor Actions	:	

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 REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS

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

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

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

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

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

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

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

- Preparing for and defending more than 50 EPP class representative depositions;
 - Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
 - Participating in more than 140 depositions of automotive dealer class representatives and third-parties;
 - Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
 - Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
 - Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) Discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months for both upstream and downstream OEM discovery;
 - Preparing for class certification motions by, among other things, analyzing thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
 - Performing the numerous settlement-related tasks necessary to achieve more than 60 settlements totaling over \$1 billion, such as: analyzing, to date, 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; and preparing preliminary approval motions and escrow agreements for each settlement; and
 - Crafting, in consultation with the class-notice expert, three extensive notice programs that were approved by the Court, including the most recent March 2018 program.
6. Discovery in this litigation is ongoing with non-settling Defendants and non-

parties. EPP Class Counsel continue their investigation, discovery, and analysis necessary for class certification motions and to bring these cases to trial.

7. Beginning in the fall of 2012, Settlement Class Counsel engaged in good faith, arm's-length discussions and negotiations with experienced defense counsel regarding the potential resolution of EPPs' claims. Over the next several 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 EPPs and eleven settling defendants ("Round 1 Settlements"), and additional settlements totaling \$379,401,268 between EPPs and twelve settling defendants ("Round 2 Settlements"), all of which have been finally approved. *See, e.g., Wire Harness*, No. 2:12-cv-00103, ECF Nos. 497, 512; *Wire Harness*, No. 2:12-cv-00103, ECF No. 576.

8. EPPs have now reached settlements with an additional 33 settling defendants ("Round 3 Settlements"), making available an additional \$432,823,040 million for the benefit of the settlement classes included in the Round 3 Settlements ("Round 3 Settlement Classes").¹

9. The Defendants included in the Round 3 Settlements ("Round 3 Settling Defendants") are:

- a. Aisan Industry Co., Ltd., Franklin Precision Industry, Inc., Aisan Corporation of America, and Hyundam Industrial Co., Ltd. (collectively, "Aisan") in *Fuel Injection Systems*;
- b. ALPHA Corporation and Alpha Technology Corporation (together, "ALPHA") in *Access Mechanisms*;
- c. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc. (collectively, "Alps") in *Heating Control Panels*;

¹ In addition to the Round 1, Round 2, and Round 3 Settlements, EPPs have secured an additional \$47,804,000 in settlements with five defendant families, as well as further additional settlements to be made public shortly. EPPs have moved or will soon move for preliminary approval of each additional public settlement. EPPs will file their motions to disseminate notice and for final approval of these settlements at a later date.

- d. Robert Bosch GmbH and Robert Bosch LLC (together, “Bosch”) in *Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wipers*;
- e. Bridgestone Corporation and Bridgestone APM Company (together, “Bridgestone”) in *Anti-Vibrational Rubber Parts*;
- f. CalsonicKansei Corporation and Calsonic Kansei North America, Inc. (together, “Calsonic”) in *Air Conditioning Systems, Radiators, and Automatic Transmission Fluid Warmers*;
- g. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation (together, “Chiyoda”) in *Wire Harness*;
- h. Continental Automotive Electronics LLC, Continental Automotive Korea Ltd, and Continental Automotive Systems, Inc. (collectively, “Continental”) in *Instrument Panel Clusters*;
- i. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation (together, “Diamond Electric”) in *Ignition Coils*;
- j. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc. (together, “Eberspaecher”) in *Exhaust Systems*;
- k. Faurecia Abgastechnik GmbH, Faurecia Systèmes d’Échappement, Faurecia Emissions Control Technologies, USA, LLC, and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. (collectively, “Faurecia”) in *Exhaust Systems*;
- l. Hitachi Automotive Systems, Ltd. (“HIAMS”) in *Shock Absorbers*;
- m. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.; (together, “Hitachi Metals”) in *Automotive Brake Hoses*;
- n. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc. (collectively, “INOAC”) in *Interior Trim Products*;
- o. JTEKT Corporation; JTEKT Automotive North America, Inc., and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) (collectively, “JTEKT”) in *Bearings and Electronic Powered Steering Assemblies*;
- p. Kiekert AG and Kiekert U.S.A., Inc. (together, “Kiekert”) in *Door Latches*;
- q. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. (together, “KOITO”) in *Automotive Lamps and HID Ballasts*;

- r. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. (together, “MAHLE Behr”) in *Air Conditioning Systems*;
- s. MITSUBA Corporation and American Mitsuba Corporation (together, “Mitsuba”) in *Windshield Wiper Systems, Radiators, Starters, Automotive Lamps, Electronic Powered Steering Assemblies, Fan Motors, Fuel Injection Systems, Power Window Motors, and Windshield Washer Systems*;
- t. Nachi-Fujikoshi Corp. and Nachi America Inc. (together, “Nachi”) in *Bearings*;
- u. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc. (together, “NGK Insulators”) in *Ceramic Substrates*;
- v. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. (together, “NGK Spark Plugs”) in *Spark Plugs*;
- w. Nishikawa Rubber Company, Ltd. (“Nishikawa”) in *Body Sealing Products*;
- x. NTN Corporation and NTN USA Corporation (together, “NTN”) in *Bearings*;
- y. Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. (collectively, “Sanden”) in *Air Conditioning Systems*;
- z. SKF USA Inc. (“SKF”) in *Bearings*;
- aa. Stanley Electric Co., Ltd., Stanley Electric U.S. Co., Inc., and II Stanley Co. (collectively, “Stanley”) in *Automotive Lamps and HID Ballasts*;
- bb. Tenneco Inc., Tenneco GmbH and Tenneco Automotive Operating Co., Inc. (collectively, “Tenneco”) in *Exhaust Systems*;
- cc. Toyo Tire & Rubber Co. Ltd., Toyo Tire North America OE Sales LLC, and Toyo Automotive Parts (USA), Inc. (collectively, “Toyo”) in *Anti-Vibrational Rubber Parts and Constant Velocity Joint Boots*;
- dd. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation (together, “Usui”) in *Automotive Steel Tubes*;
- ee. Valeo S.A. (“Valeo”) in *Access Mechanisms*;
- ff. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. (together, “Yamada”) in *Electronic Powered Steering Assemblies*; and
- gg. Yamashita Rubber Co., Ltd. and YUSA Corporation (together, “Yamashita”) in

Anti-Vibrational Rubber Parts.

10. Each of the settlements was reached after litigation was well underway and was negotiated by experienced counsel on all sides. The settlements are the result of arm's length negotiations by the parties, some of which took months and involved numerous rounds of discussion. For each proposed settlement before the Court, counsel on each side had a full understanding of the discovery obtained to date and the claims and defenses asserted.

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

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

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

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

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

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

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

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

19. Sixth, EPPs proposed and entered into stipulations with Defendants that enabled the parties to brief certain collective issues across multiple cases simultaneously rather than being

required to separately brief the issues on a case-by-case basis. *See, e.g.*, Modified Stipulation and Order Regarding Motions to Dismiss, *Fuel Injection Systems*, 2:13-cv-02203, ECF No. 53.

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

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

22. Settlement Class Counsel and the firms working under their direction since 2012 have invested an extraordinary amount of time and money in prosecuting this multifaceted litigation that they could have devoted to working on other matters. EPP Class Counsel have invested more than five years in actively pursuing this litigation.

I. AWARD OF ATTORNEYS' FEES

23. Settlement Class Counsel respectfully request a fee award of 25% from each settlement reached in the Round 3 Settlements, net of certain litigation costs and expenses, which equals \$108,078,695.37. Settlement Class Counsel propose that the attorneys' fees be awarded and allocated among the settlement funds on a *pro rata* basis, as set forth in Figure 1 below.

Figure 1

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Fees
Aisan	Fuel Injection Systems	\$4,560,000	1.05%	\$1,138,661.31
Alpha	Access Mechanisms	\$2,698,000	0.62%	\$673,707.94
Alps	Heater Control Panels	\$3,230,000	0.75%	\$806,551.76
Bosch	Fuel Injection Systems	\$2,892,560	0.67%	\$722,290.83
	Spark Plugs	\$28,999,168	6.70%	\$7,241,278.66
	Starters	\$1,039,984	0.24%	\$259,690.69
	Windshield Wiper Systems	\$508,288	0.12%	\$126,922.78
Bridgestone	Anti-Vibrational Rubber Parts	\$29,640,000	6.85%	\$7,401,298.53
Calsonic	Air Conditioning Systems	\$5,153,860.65	1.19%	\$1,286,952.13
	Automatic Transmission Fluid Warmers	\$380,366.93	0.09%	\$94,980.07
	Radiators	\$5,587,612.42	1.29%	\$1,395,262.74
Chiyoda	Wire Harness	\$1,915,200	0.44%	\$478,237.75
Continental	Instrument Panel Clusters	\$3,800,000.00	0.88%	\$948,884.43
Diamond Electric	Ignition Coils	\$5,396,000	1.25%	\$1,347,415.89
Eberspaecher	Exhaust Systems	\$1,368,000	0.32%	\$341,598.39
Faurecia	Exhaust Systems	\$1,482,000	0.34%	\$370,064.93
Hitachi	Shock Absorbers	\$13,300,000	3.07%	\$3,321,095.50
Hitachi Metals	Automotive Brake Hoses	\$1,140,000	0.26%	\$284,665.33
INOAC	Interior Trim Products	\$2,470,000	0.57%	\$616,774.88

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Fees
JTEKT	Automotive Bearings	\$43,418,819	10.03%	\$10,841,958.21
	Electric Powered Steering Assemblies	\$4,081,181	0.94%	\$1,019,097.13
Kiekert	Side Door Latches	\$2,280,000	0.53%	\$569,330.66
Koito	Automotive Lamps	\$21,654,653.10	5.00%	\$5,407,306.08
	HID Ballasts	\$1,335,346.90	0.31%	\$333,444.70
Mahle Behr	Air Conditioning Systems	\$1,482,000	0.34%	\$370,064.93
Mitsuba	Automotive Lamps	\$241,876.05	0.06%	\$60,398.00
	Electric Powered Steering Assemblies	\$169,313.23	0.04%	\$42,278.60
	Fan Motors	\$3,664,422.11	0.85%	\$915,029.76
	Fuel Injection Systems	\$1,378,693.47	0.32%	\$344,268.62
	Power Window Motors	\$19,180,770.52	4.43%	\$4,789,561.70
	Radiators	\$3,664,422.11	0.85%	\$915,029.76
	Starters	\$9,457,353.43	2.19%	\$2,361,561.95
	Windshield Washer Systems	\$1,548,006.70	0.36%	\$386,547.22
	Windshield Wiper Systems	\$32,895,142.38	7.60%	\$8,214,128.51
Nachi-Fujikoshi	Automotive Bearings	\$3,230,000	0.75%	\$806,551.76
NGK Insulators	Ceramic Substrates	\$12,160,000	2.81%	\$3,036,430.17
NGK Spark Plugs	Spark Plugs	\$12,730,000	2.94%	\$3,178,762.83
Nishikawa	Body Sealing Products	\$37,620,000	8.69%	\$9,393,955.83

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Fees
NTN	Automotive Bearings	\$6,574,000	1.52%	\$1,641,570.06
Sanden	Air Conditioning Systems	\$7,600,000	1.76%	\$1,897,768.85
SKF	Automotive Bearings	\$7,600,000	1.76%	\$1,897,768.85
Stanley	Automotive Lamps	\$12,316,880	2.85%	\$3,075,604.11
	HID Ballasts	\$2,883,120	0.67%	\$719,933.60
Tenneco	Exhaust Systems	\$17,480,000	4.04%	\$4,364,868.37
Toyo Tire	Anti-Vibrational Rubber Parts	\$34,343,309	7.93%	\$8,575,745.02
	Automotive Constant-Velocity-Joint Boot Products	\$1,756,691	0.41%	\$438,657.04
Usui	Automotive Steel Tubes	\$5,320,000	1.23%	\$1,328,438.20
Valeo	Access Mechanisms	\$760,000	0.18%	\$189,776.89
Yamada	Electric Powered Steering Assemblies	\$2,356,000	0.54%	\$588,308.34
Yamashita	Anti-Vibrational Rubber Parts	\$6,080,000	1.40%	\$1,518,215.08
Total		\$432,823,040	100.00%	\$108,078,695.37

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

25. From March 23, 2012, when Co-Lead Counsel were appointed, through March

31, 2018, EPP Class Counsel have spent a combined 347,241.50 hours² pursuing EPPs' claims. In total, EPP Class Counsels' hours expended yield a "lodestar" of \$142,090,627.68.³ When combined with the \$44,933,670.00 fee awarded for the First Round Settlement Amount and the \$75,691,877.98 fee awarded for the Second Round Settlement Amount, the requested Round 3 fee award would bring the total awarded fees to date to \$228,704,243.35, which is approximately 22.06% of the Rounds 1, 2, and 3 settlements, which total \$1,036,892,658. The resulting lodestar multiplier is approximately 1.61.

26. Exhibit A summarizes the total hours and lodestar for the period January 1, 2017

² Hours spent pursuing claims between March 23, 2012 and December 31, 2015, and resulting lodestar amounts, were detailed in EPP Class Counsel's declarations submitted in connection with End-Payor Plaintiffs' Memorandum of Support of Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and Establishment of a Fund for Future Litigation Expenses, *Wire Harness*, 2:12-cv-00103, ECF No. 433 ("Round 1 Fee Motion"). Hours spent pursuing claims between January 1, 2016 and December 31, 2016 and resulting lodestar amounts were detailed in EPP Class Counsel's declarations submitted in connection with End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round 2 Settlements, *Wire Harness*, 2:12-cv-00103, ECF No. 562.

³ As part of their ongoing vetting process of time reports submitted by EPP Class Counsel, Settlement Class Counsel determined that there were apparent discrepancies in the time reports submitted by a document review attorney. Out of an abundance of caution, Settlement Class Counsel have therefore not submitted any time or lodestar associated with this attorney in connection with this fee application. Settlement Class Counsel are also excluding all time and lodestar associated with this attorney previously submitted with respect to the Round 1 and 2 Settlements, totaling 6,251.00 hours and \$2,043,450.00 in lodestar. Thus, the total hours and attorneys' fee lodestar noted in our papers submitted in support of our fee application do not include these hours or lodestar as part of the lodestar cross-check.

Additionally, Settlement Class Counsel made the following lodestar adjustments to correct scrivener's errors in the lodestar calculation set forth in the Round 1 Fee Motion: (i) deducted \$20 in lodestar to reconcile the discrepancy between the lodestar set forth in the Declaration of Robert S. Kitchenoff in the amount of \$1,177,335.25 (Compendium of Firm Declarations at Ex. 50, ECF No. 433-7) and the amount incorrectly listed in Exhibit A to the Joint Declaration, ECF No. 433-2 (\$1,177,355.25); and (ii) added \$20,000 in lodestar to reconcile the discrepancy between the lodestar set forth in the Declaration of Mark S. Goldman in the amount of \$886,552 (Compendium of Firm Declarations at Ex. 20, ECF No. 433-4) and the lodestar incorrectly listed in Exhibit A to the Joint Declaration, ECF No. 433-2 (\$866,552).

through March 31, 2018 and certain costs and litigation expenses incurred by EPP Class Counsel in pursuing the claims in this litigation during that same time period.

27. The Compendium to Exhibit A contains 30 declarations of EPP Class Counsel (Exhibits 1-30), including Settlement Class Counsel (Exhibits 1-3), who performed services during the period January 1, 2017 through March 31, 2018 and/or incurred costs and litigation expenses.

II. REIMBURSEMENT OF COSTS

28. EPP Class Counsel are also seeking reimbursement of \$508,258.53 in costs and expenses. This figure reflects individual costs and expenses incurred by each EPP Class Counsel firm between January 1, 2017 through March 31, 2018. These costs and expenses include fees for legal research, travel for court appearances, depositions, and witness interviews, expert fees, and other reasonable litigation costs and expenses. EPP Class Counsel incurred these expenses without any guarantee of recovery.

29. Settlement Class Counsel request reimbursement of costs and expenses in the amount of \$508,258.53, to be paid from each of the settlement funds on a *pro rata* basis, as set forth in Figure 2 below.

Figure 2

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
Aisan	Fuel Injection Systems	\$4,560,000	1.05%	\$5,354.75
Alpha	Access Mechanisms	\$2,698,000	0.62%	\$3,168.23
Alps	Heater Control Panels	\$3,230,000	0.75%	\$3,792.95
Bosch	Fuel Injection Systems	\$2,892,560	0.67%	\$3,396.70
	Spark Plugs	\$28,999,168	6.70%	\$34,053.35

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
	Starters	\$1,039,984	0.24%	\$1,221.24
	Windshield Wiper Systems	\$508,288	0.12%	\$596.88
Bridgestone	Anti-Vibrational Rubber Parts	\$29,640,000	6.85%	\$34,805.87
Calsonic	Air Conditioning Systems	\$5,153,860.65	1.19%	\$6,052.11
	Automatic Transmission Fluid Warmers	\$380,366.93	0.09%	\$446.66
	Radiators	\$5,587,612.42	1.29%	\$6,561.46
Chiyoda	Wire Harness	\$1,915,200	0.44%	\$2,248.99
Continental	Instrument Panel Clusters	\$3,800,000.00	0.88%	\$4,462.29
Diamond Electric	Ignition Coils	\$5,396,000	1.25%	\$6,336.45
Eberspaecher	Exhaust Systems	\$1,368,000	0.32%	\$1,606.42
Faurecia	Exhaust Systems	\$1,482,000	0.34%	\$1,740.29
Hitachi	Shock Absorbers	\$13,300,000	3.07%	\$15,618.02
Hitachi Metals	Automotive Brake Hoses	\$1,140,000	0.26%	\$1,338.69
INOAC	Interior Trim Products	\$2,470,000	0.57%	\$2,900.49
JTEKT	Automotive Bearings	\$43,418,819	10.03%	\$50,986.16
	Electric Powered Steering Assemblies	\$4,081,181	0.94%	\$4,792.48
Kiekert	Side Door Latches	\$2,280,000	0.53%	\$2,677.37
Koito	Automotive Lamps	\$21,654,653.10	5.00%	\$25,428.78
	HID Ballasts	\$1,335,346.90	0.31%	\$1,568.08

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
Mahle Behr	Air Conditioning Systems	\$1,482,000	0.34%	\$1,740.29
Mitsuba	Automotive Lamps	\$241,876.05	0.06%	\$284.03
	Electric Powered Steering Assemblies	\$169,313.23	0.04%	\$198.82
	Fan Motors	\$3,664,422.11	0.85%	\$4,303.08
	Fuel Injection Systems	\$1,378,693.47	0.32%	\$1,618.98
	Power Window Motors	\$19,180,770.52	4.43%	\$22,523.73
	Radiators	\$3,664,422.11	0.85%	\$4,303.08
	Starters	\$9,457,353.43	2.19%	\$11,105.65
	Windshield Washer Systems	\$1,548,006.70	0.36%	\$1,817.80
	Windshield Wiper Systems	\$32,895,142.38	7.60%	\$38,628.34
Nachi-Fujikoshi	Automotive Bearings	\$3,230,000	0.75%	\$3,792.95
NGK Insulators	Ceramic Substrates	\$12,160,000	2.81%	\$14,279.33
NGK Spark Plugs	Spark Plugs	\$12,730,000	2.94%	\$14,948.68
Nishikawa	Body Sealing Products	\$37,620,000	8.69%	\$44,176.68
NTN	Automotive Bearings	\$6,574,000	1.52%	\$7,719.76
Sanden	Air Conditioning Systems	\$7,600,000	1.76%	\$8,924.58
SKF	Automotive Bearings	\$7,600,000	1.76%	\$8,924.58
Stanley	Automotive Lamps	\$12,316,880	2.85%	\$14,463.55
	HID Ballasts	\$2,883,120	0.67%	\$3,385.61
Tenneco	Exhaust Systems	\$17,480,000	4.04%	\$20,526.54

End-Payor Plaintiffs' Settlement Funds				
Round 3 Settling Defendant	Automotive Parts Case(s)	Settlement Fund	Percent of Total Settlement Fund	Allocation of Expenses
Toyo Tire	Anti-Vibrational Rubber Parts	\$34,343,309	7.93%	\$40,328.91
	Automotive Constant-Velocity-Joint Boot Products	\$1,756,691	0.41%	\$2,062.86
Usui	Automotive Steel Tubes	\$5,320,000	1.23%	\$6,247.21
Valeo	Access Mechanisms	\$760,000	0.18%	\$892.46
Yamada	Electric Powered Steering Assemblies	\$2,356,000	0.54%	\$2,766.62
Yamashita	Anti-Vibrational Rubber Parts	\$6,080,000	1.40%	\$7,139.67
Total		\$432,823,040	100.00%	\$508,258.53

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

Executed this 14th day of June, 2018.

/s/ Hollis Salzman

Hollis Salzman

ROBINS KAPLAN LLP

/s/ Marc M. Seltzer

Marc M. Seltzer

SUSMAN GODFREY L.L.P.

/s/ Adam J. Zapala

Adam J. Zapala

**COTCHETT, PITRE, & McCARTHY,
LLP**

**Exhibit A to
Joint Declaration**

EXHIBIT A

In re: Automotive Parts Antitrust Litigation

Summary of EPP Class Counsel's Fees and Expenses for the Period January 1, 2017 - March 31, 2018

Firm Name	Hours	Lodestar	Expenses
Co-Lead Firms			
Cotchett Pitre & McCarthy	12,666.60	\$5,672,130.00	\$97,283.67
Robins Kaplan LLP	14,867.90	\$7,535,815.00	\$99,550.25
Susman Godfrey	17,024.30	\$7,540,197.50	\$291,794.36
Liaison Counsel			
The Miller Law Firm	5,860.60	\$2,437,479.25	\$7,880.65
Non Co-Lead Firms			
Ademi & O'Reilly LLP	104.00	\$58,650.00	\$58.12
Bailey & Glasser, LLP	7.20	\$2,479.00	\$0.00
Bonnett, Fairbourn, Friedman & Balint, P.C.	529.10	\$105,820.00	\$62.26
Cafferty Clobes Meriwether & Sprengel LLP	3,397.00	\$1,136,830.00	\$23.97
Dampier Law Firm, P.C.	2,320.50	\$729,984.00	\$1,021.81
Danna McKittrick, P.C.	11.75	\$8,225.00	\$0.00
Donald L. Schlappizzi, P.C.	10.10	\$3,030.00	\$62.16
Goldman Scarlato & Penny, P.C.	910.20	\$273,060.00	\$0.00
Gross & Belsky P.C.	1,703.60	\$527,070.00	\$68.90
Gustafson Gluek PLLC	5,174.20	\$1,783,105.00	\$1,966.06
Hagens Berman Sobol Shapiro	2,471.60	\$1,006,485.00	\$4,202.64
Levin Sedran & Berman	551.10	\$282,573.00	\$1,206.50
Levin, Papantonio, Thomas, Mitchell, Rafferty & Proctor, P.A.	1,622.50	\$567,875.00	\$0.00
McCracken, Stemerma & Holsberry, LLP f/k/a Davis, Crowell & Bowe, LLP	1.10	\$715.00	\$3.50
Murray Law Firm	436.00	\$130,800.00	\$0.00
NastLaw LLC	344.60	\$102,440.00	\$83.91
Shapiro Haber & Urmy LLP	6.80	\$5,817.00	\$4.95
Stoll Stoll Berne Lokting & Shlachter P.C.	3.00	\$1,500.00	\$0.00
Straus & Boies, LLP	1,578.10	\$577,247.00	\$879.49
Taus, Cebulash & Landau, LLP	2,561.50	\$896,525.00	\$0.00
The Law Offices of Sylvie Kulkin Kern	2.70	\$2,025.00	\$0.00
The Saunders Law Firm	0.20	\$160.00	\$0.00
Tycko & Zavareei LLP	2,897.30	\$990,517.00	\$149.85
Weinstein Kitchenoff & Asher LLC	1,721.90	\$913,920.00	\$1,248.82
Wyatt & Blake, LLP	9.60	\$6,720.00	\$102.95
Zelle LLP	111.94	\$77,837.00	\$603.71
SUBTOTAL	78,906.99	\$33,377,030.75	\$508,258.53

Compendium of Firm Declarations

Index of Compendium to Exhibit A

Exhibit No.	Description
1	Declaration of Robins Kaplan LLP By: Hollis Salzman
2	Declaration of Susman Godfrey LLP By: Marc Seltzer
3	Declaration of Cotchett, Pitre & McCarthy, LLP By: Adam Zapala
4	Declaration of The Miller Law Firm, P.C. By: E. Powell Miller
5	Declaration of Ademi & O'Reilly LLP By: Shpetim Ademi
6	Declaration of Bailey & Glasser, LLP By: Eric B. Snyder
7	Declaration of Bonnett, Fairbourn, Friedman & Balint, P.C. By: Elaine A. Ryan
8	Declaration of Cafferty Clobes Meriwether & Sprengel LLP By: Patrick E. Cafferty
9	Declaration of The Dampier Law Firm, P.C. By: M. Stephen Dampier
10	Declaration of Danna McKittrick, P.C. By: Robert L. Devereux
11	Declaration of Donald L. Schlappizzi, P.C. By: Donald L. Schlappizzi
12	Declaration of Goldman, Scarlato & Penny, P.C. By: Mark S. Goldman
13	Declaration of Gross Belsky Alonso LLP By: Adam C. Belsky
14	Declaration of Gustafson Gluek PLLC By: Jason S. Kilene
15	Declaration of Hagens Berman Sobol Shapiro LLP By: Anthony D. Shapiro
16	Declaration of Levin, Papantonio, Thomas, Mitchell, Rafferty & Proctor, P.A. By: Peter J. Mougey
17	Declaration of Levin Sedran & Berman By: Howard J. Sedran
18	Declaration of McCracken, Stemerman & Holsberry, LLP f/k/a Davis, Crowell & Bowe, LLP by Sarah Grossman- Swenson
19	Declaration of Murray Law Firm By: Stephen B. Murray
20	Declaration of Nastlaw LLC By: Dianne M. Nast
21	Declaration of Shapiro Haber & Urmy LLP By: Adam M. Stewart
22	Declaration of Stoll Stoll Berne Lokting & Shlachter P.C. By: Steve D. Larson
23	Declaration of Straus & Boies, LLP By: Nathan M. Cihlar
24	Declaration of Taus, Cebulash & Landau, LLP By: Kevin Landau
25	Declaration of The Law Offices of Sylvie Kulkin Kern By: Sylvie Kulkin Kern
26	Declaration of The Saunders Law Firm By: Terry Rose Saunders
27	Declaration of Tycko & Zavareei LLP By: Hassan Zavareei
28	Declaration of Weinstein Kitchenoff & Asher LLC By: Robert S. Kitchenoff
29	Declaration of Wyatt & Blake, LLP By: James F. Wyatt, III
30	Declaration of Zelle LLP By: Christopher T. Micheletti

EXHIBIT 1

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF HOLLIS SALZMAN IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND,
THREE SETTLEMENTS**

I, Hollis Salzman, declare and state as follows:

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

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

3. I submit this declaration in support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round 3 Settlements. The Round 3 Settlements were reached with the following Defendants in the following actions:

- a. Aisan Industry Co., Ltd., Franklin Precision Industry, Inc., Aisan Corporation of America, and Hyundam Industrial Co., Ltd. (collectively, “Aisan”) in *Fuel Injection Systems*;
- b. ALPHA Corporation and Alpha Technology Corporation (together, “ALPHA”) in *Access Mechanisms*;
- c. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc. (collectively, “Alps”) in *Heating Control Panels*;
- d. Robert Bosch GmbH and Robert Bosch LLC (together, “Bosch”) in *Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wipers*;
- e. Bridgestone Corporation and Bridgestone APM Company (together, “Bridgestone”) in *Anti-Vibrational Rubber Parts*;
- f. CalsonicKansei Corporation and Calsonic Kansei North America, Inc. (together, “Calsonic”) in *Air Conditioning Systems, Radiators, and Automatic Transmission Fluid Warmers*;

- g. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation (together, “Chiyoda”) in *Wire Harness*;
- h. Continental Automotive Electronics LLC, Continental Automotive Korea Ltd, and Continental Automotive Systems, Inc. (collectively, “Continental”) in *Instrument Panel Clusters*;
- i. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation (together, “Diamond Electric”) in *Ignition Coils*;
- j. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc. (together, “Eberspaecher”) in *Exhaust Systems*;
- k. Faurecia Abgastechnik GmbH, Faurecia Systèmes d’Échappement, Faurecia Emissions Control Technologies, USA, LLC, and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. (collectively, “Faurecia”) in *Exhaust Systems*;
- l. Hitachi Automotive Systems, Ltd. (“HIAMS”) in *Shock Absorbers*;
- m. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.; (together, “Hitachi Metals”) in *Automotive Brake Hoses*;
- n. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc. (collectively, “INOAC”) in *Interior Trim Products*;
- o. JTEKT Corporation; JTEKT Automotive North America, Inc., and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) (collectively, “JTEKT”) in *Bearings* and *Electronic Powered Steering Assemblies*;
- p. Kiekert AG and Kiekert U.S.A., Inc. (together, “Kiekert”) in *Door Latches*;
- q. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. (together, “KOITO”) in *Automotive Lamps* and *HID Ballasts*;
- r. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. (together, “MAHLE Behr”) in *Air Conditioning Systems*;
- s. MITSUBA Corporation and American Mitsuba Corporation (together, “Mitsuba”) in *Windshield Wiper Systems, Radiators, Starters, Automotive Lamps, Electronic Powered Steering Assemblies, Fan Motors, Fuel Injection Systems, Power Window Motors, and Windshield Washer Systems*;

- t. Nachi-Fujikoshi Corp. and Nachi America Inc. (together, “Nachi”) in *Bearings*;
- u. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc. (together, “NGK Insulators”) in *Ceramic Substrates*;
- v. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. (together, “NGK Spark Plugs”) in *Spark Plugs*;
- w. Nishikawa Rubber Company, Ltd. (“Nishikawa”) in *Body Sealing Products*;
- x. NTN Corporation and NTN USA Corporation (together, “NTN”) in *Bearings*;
- y. Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. (collectively, “Sanden”) in *Air Conditioning Systems*;
- z. SKF USA Inc. (“SKF”) in *Bearings*;
- aa. Stanley Electric Co., Ltd., Stanley Electric U.S. Co., Inc., and II Stanley Co. (collectively, “Stanley”) in *Automotive Lamps* and *HID Ballasts*;
- bb. Tenneco Inc., Tenneco GmbH and Tenneco Automotive Operating Co., Inc. (collectively, “Tenneco”) in *Exhaust Systems*;
- cc. Toyo Tire & Rubber Co. Ltd., Toyo Tire North America OE Sales LLC, and Toyo Automotive Parts (USA), Inc. (collectively, “Toyo”) in *Anti-Vibrational Rubber Parts* and *Constant Velocity Joint Boots*;
- dd. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation (together, “Usui”) in *Automotive Steel Tubes*;
- ee. Valeo S.A. (“Valeo”) in *Access Mechanisms*;
- ff. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. (together, “Yamada”) in *Electronic Powered Steering Assemblies*; and
- gg. Yamashita Rubber Co., Ltd. and YUSA Corporation (together, “Yamashita”) in *Anti-Vibrational Rubber Parts*.

4. Since March 2012, I and members of my firm have been engaged in all aspects of this litigation, as we have been throughout the duration of *Auto Parts*. Collectively, Settlement

Class Counsel have performed the following services on behalf of the End-Payor Plaintiffs (“EPPs”):

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

- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) Discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months for both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 60 settlements totaling over \$1 billion, such as: analyzing, to date, 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; and preparing preliminary approval motions and escrow agreements for each settlement; and
- Crafting, in consultation with the class-notice expert, three extensive notice programs that were approved by the Court, including the most recent March 2018 program.

5. Since our appointment as one of Interim Co-Lead Counsel for the EPPs, my firm has, together with our Co-Lead Counsel, supervised the activities of all counsel for the EPPs in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.08 billion for the benefit of the settlement classes.¹ All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex antitrust cases in the history of the antitrust laws.

6. The schedule attached as Exhibit A sets forth my firm's total hours and attorneys' fee lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017, through March 31, 2018. My firm's total lodestar for this period is \$7,535,815.00. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and which have been periodically reported to Settlement Class Counsel. Work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

7. The total number of hours expended in this litigation by my firm from March 23, 2012 through March 31, 2018 is 48,751.80. The total attorneys' fee lodestar for my firm is \$25,318,444.00. My firm's lodestar amount includes only work assigned by Settlement Class Counsel, and performed by my firm for the benefit of the EPPs. The hourly rates for my firm's

¹ In addition to the Round 1, Round 2, and Round 3 Settlements, EPPs have secured an additional \$47,804,000 in settlements with five defendant families, as well as further additional settlements to be made public shortly. EPPs have moved or will soon move for preliminary approval of each additional public settlement. EPPs will file their motions to disseminate notice and for final approval of these settlements at a later date.

attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services.

8. As detailed in Exhibit B, my firm has incurred a total of \$99,550.25 in unreimbursed costs and expenses in this litigation, during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be reimbursed.

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

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

Executed on this 14th day of June 2018, at New York, NY.

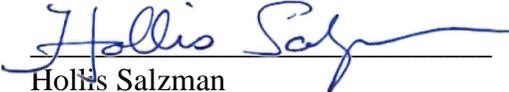

Hollis Salzman
ROBINS KAPLAN LLP

Exhibit A**In re: Automotive Parts Antitrust Litigation****Firm Name: Robins Kaplan LLP****Reporting Period: January 1, 2017 through March 31, 2018**

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Andrea Gothing	P	\$790.00	38.1	\$30,099.00
David B. Shemano	P	\$825.00	16.0	\$13,200.00
David L. Mitchell	P	\$750.00	0.6	\$450.00
Hollis Salzman	P	\$900.00	1,124.0	\$1,011,600.00
Kellie C. Lerner	P	\$800.00	0.9	\$720.00
Ryan W. Marth	P	\$700.00	0.3	\$210.00
Scott F. Gautier	P	\$825.00	3.6	\$2,970.00
William V. Reiss	P	\$750.00	2,253.6	\$1,690,200.00
Aaron M. Sheanin	OC	\$795.00	9.1	\$7,234.50
Bernard Persky	OC	\$950.00	216.5	\$205,675.00
Amanda C Glaubach	A	\$405.00	7.6	\$3,078.00
Benjamin D. Steinberg	A	\$580.00	65.7	\$38,106.00
Bridget S. Stubblefield	A	\$465.00	93.0	\$43,245.00
Brittney Klepper	A	\$300.00	513.2	\$153,960.00
Carly Ann Kessler	A	\$465.00	6.5	\$3,022.50
David C. Kurlander	A	\$425.00	387.7	\$164,772.50
Dinah M. Reese	A	\$500.00	2,209.1	\$1,104,550.00
Dinah M. Reese *	A	\$350.00	161.9	\$56,665.00
Hana Choe	A	\$350.00	1,142.1	\$399,735.00
Jeremy Prose	A	\$300.00	447.1	\$134,130.00
Jill S. Casselman	A	\$550.00	205.0	\$112,750.00
Michael A. Kolcun	A	\$680.00	19.1	\$12,988.00
Nicole S. Frank	A	\$680.00	2.2	\$1,496.00
Noelle Feigenbaum	A	\$445.00	2,028.0	\$902,460.00
Robert M Gore	A	\$465.00	82.2	\$38,223.00
Robyn R. English	A	\$465.00	399.2	\$185,628.00
Shannon R. Rozell	A	\$465.00	84.1	\$39,106.50
Tai S. Milder	A	\$750.00	374.1	\$280,575.00
Angela A Matsuoka	PL	\$245.00	0.4	\$98.00
Audra M. Norris	PL	\$310.00	7.9	\$2,449.00
Emily S. Christianson	PL	\$250.00	32.7	\$8,175.00
Jason C. Boiteau	PL	\$225.00	72.6	\$16,335.00
Jeffrey D. Baum	PL	\$325.00	1,152.0	\$374,400.00
Kodie L Richardson	PL	\$340.00	1.2	\$408.00

Lynn M. Brinkman	PL	\$150.00	1.5	\$225.00
Mabel Marte	PL	\$250.00	211.3	\$52,825.00
Ryan S. Willoughby	PL	\$325.00	1,021.6	\$332,020.00
Vivian M. Enck	PL	\$295.00	46.0	\$13,570.00
Ashley N. Emershaw	PS	\$320.00	9.0	\$2,880.00
Jacob M. Marder	PS	\$320.00	150.3	\$48,096.00
Patrick K. Gibbs	PS	\$150.00	257.0	\$38,550.00
Richard R. Zabel	PS	\$650.00	13.7	\$8,905.00
Roger S Smith	PS	\$150.00	0.2	\$30.00
TOTALS			14,867.90	\$7,535,815.00

Partner (P)
 Of Counsel (OC)
 Associate (A)
 Paralegal (PL)
 Professional Services (PS)

* Rate for Japanese document reivew during this time period

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Robins Kaplan LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$5,418.46
Filing / Misc. Fees	\$1,270.44
Overnight Delivery/Messengers	\$1,866.12
Photocopying	\$7,833.42
Postage	
Service of Process Fees	
Telephone / Fax	\$1,370.85
Transportation / Meals / Lodging	\$81,790.96
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$99,550.25

EXHIBIT 2

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF MARC M. SELTZER IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH
THE ROUND THREE SETTLEMENTS**

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

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

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

3. I submit this declaration in support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round 3 Settlements. The Round 3 Settlements were reached with the following Defendants in the following actions:

- a. Aisan Industry Co., Ltd., Franklin Precision Industry, Inc., Aisan Corporation of America, and Hyundam Industrial Co., Ltd. (collectively, “Aisan”) in *Fuel Injection Systems*;
- b. ALPHA Corporation and Alpha Technology Corporation (together, “ALPHA”) in *Access Mechanisms*;
- c. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc. (collectively, “Alps”) in *Heating Control Panels*;
- d. Robert Bosch GmbH and Robert Bosch LLC (together, “Bosch”) in *Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wipers*;
- e. Bridgestone Corporation and Bridgestone APM Company (together, “Bridgestone”) in *Anti-Vibrational Rubber Parts*;

- f. CalsonicKansei Corporation and Calsonic Kansei North America, Inc. (together, “Calsonic”) in *Air Conditioning Systems, Radiators, and Automatic Transmission Fluid Warmers*;
- g. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation (together, “Chiyoda”) in *Wire Harness*;
- h. Continental Automotive Electronics LLC, Continental Automotive Korea Ltd, and Continental Automotive Systems, Inc. (collectively, “Continental”) in *Instrument Panel Clusters*;
- i. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation (together, “Diamond Electric”) in *Ignition Coils*;
- j. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc. (together, “Eberspaecher”) in *Exhaust Systems*;
- k. Faurecia Abgastechnik GmbH, Faurecia Systèmes d’Échappement, Faurecia Emissions Control Technologies, USA, LLC, and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. (collectively, “Faurecia”) in *Exhaust Systems*;
- l. Hitachi Automotive Systems, Ltd. (“HIAMS”) in *Shock Absorbers*;
- m. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.; (together, “Hitachi Metals”) in *Automotive Brake Hoses*;
- n. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc. (collectively, “INOAC”) in *Interior Trim Products*;
- o. JTEKT Corporation; JTEKT Automotive North America, Inc., and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) (collectively, “JTEKT”) in *Bearings and Electronic Powered Steering Assemblies*;
- p. Kiekert AG and Kiekert U.S.A., Inc. (together, “Kiekert”) in *Door Latches*;
- q. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. (together, “KOITO”) in *Automotive Lamps and HID Ballasts*;

- r. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. (together, “MAHLE Behr”) in *Air Conditioning Systems*;
- s. MITSUBA Corporation and American Mitsuba Corporation (together, “Mitsuba”) in *Windshield Wiper Systems, Radiators, Starters, Automotive Lamps, Electronic Powered Steering Assemblies, Fan Motors, Fuel Injection Systems, Power Window Motors, and Windshield Washer Systems*;
- t. Nachi-Fujikoshi Corp. and Nachi America Inc. (together, “Nachi”) in *Bearings*;
- u. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc. (together, “NGK Insulators”) in *Ceramic Substrates*;
- v. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. (together, “NGK Spark Plugs”) in *Spark Plugs*;
- w. Nishikawa Rubber Company, Ltd. (“Nishikawa”) in *Body Sealing Products*;
- x. NTN Corporation and NTN USA Corporation (together, “NTN”) in *Bearings*;
- y. Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. (collectively, “Sanden”) in *Air Conditioning Systems*;
- z. SKF USA Inc. (“SKF”) in *Bearings*;
- aa. Stanley Electric Co., Ltd., Stanley Electric U.S. Co., Inc., and II Stanley Co. (collectively, “Stanley”) in *Automotive Lamps and HID Ballasts*;
- bb. Tenneco Inc., Tenneco GmbH and Tenneco Automotive Operating Co., Inc. (collectively, “Tenneco”) in *Exhaust Systems*;
- cc. Toyo Tire & Rubber Co. Ltd., Toyo Tire North America OE Sales LLC, and Toyo Automotive Parts (USA), Inc. (collectively, “Toyo”) in *Anti-Vibrational Rubber Parts and Constant Velocity Joint Boots*;
- dd. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation (together, “Usui”) in *Automotive Steel Tubes*;
- ee. Valeo S.A. (“Valeo”) in *Access Mechanisms*;

ff. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. (together, “Yamada”) in *Electronic Powered Steering Assemblies*; and

gg. Yamashita Rubber Co., Ltd. and YUSA Corporation (together, “Yamashita”) in *Anti-Vibrational Rubber Parts*.

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

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers and interviews of witnesses made available by certain settling and cooperating Defendant groups;
- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which EPP Class Counsel were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants’ counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;

- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the Department of Justice (“DOJ”);
- Obtaining, analyzing and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories from 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) Discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months for both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing thousands of documents and other discovery, conducting

numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;

- Performing the numerous settlement-related tasks necessary to achieve more than 60 settlements totaling over \$1 billion, such as: analyzing, to date, 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; and preparing preliminary approval motions and escrow agreements for each settlement; and
- Crafting, in consultation with the class-notice expert, three extensive notice programs that were approved by the Court, including the most recent March 2018 program.

5. Since our appointment as one of Interim Co-Lead Counsel for the EPPs, my firm has, together with our Co-Lead Counsel, supervised the activities of all counsel for the EPPs in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.08 billion for the benefit of the settlement classes.¹ All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex antitrust cases in the history of the antitrust laws.

6. The schedule attached as Exhibit A sets forth my firm's total hours and attorneys' fee lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017, through

¹ In addition to the Round 1, Round 2, and Round 3 Settlements, EPPs have secured an additional \$47,804,000 in settlements with five defendant families, as well as further additional settlements to be made public shortly. EPPs have moved or will soon move for preliminary approval of each additional public settlement. EPPs will file their motions to disseminate notice and for final approval of these settlements at a later date.

March 31, 2018. My firm's total lodestar for this period is \$7,540,197.50. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and which have been periodically reported to Settlement Class Counsel. Work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

7. The total number of hours expended in this litigation by my firm from March 23, 2012 through March 31, 2018 is 45,173.10. The total attorneys' fee lodestar for my firm is \$20,700,215.40. My firm's lodestar amount includes only work assigned by Settlement Class Counsel, and performed by my firm for the benefit of the EPPs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services.

8. As detailed in Exhibit B, my firm has incurred a total of \$291,794.36 in unreimbursed costs and expenses in this litigation, during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be reimbursed.

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

I declare under penalty of perjury under the laws of the United States of America that the

foregoing is true and correct.

Executed on this 14th day of June 2018, at Los Angeles, CA.

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

Marc M. Seltzer

SUSMAN GODFREY L.L.P.

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: SUSMAN GODFREY LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Calkins, Lindsay *	A	\$400.00	399.2	\$159,680.00
Farleigh, Jenna	A	\$425.00	165.5	\$70,337.50
Issacharoff, Lucas	A	\$425.00	263.3	\$111,902.50
Ochoa, Omar *	A	\$400.00	1,691.8	\$676,720.00
Thies, Adam *	BA	\$225.00	331.7	\$74,632.50
Hahn, Thomas	OT	\$350.00	852.0	\$298,200.00
Moreno, Graciela	OT	\$125.00	1.4	\$175.00
Oxford, Terrell W.	P	\$900.00	121.6	\$109,440.00
Seltzer, Marc M.	P	\$1,500.00	903.1	\$1,354,650.00
Shepard, Steven	P	\$700.00	336.6	\$235,620.00
Short, Floyd G.	P	\$675.00	512.9	\$346,207.50
Sklaver, Steven G.	P	\$800.00	62.2	\$49,760.00
Langham, Chanler A.	P	\$600.00	1,033.7	\$620,220.00
DeGeorges, Simon	PL	\$275.00	1.5	\$412.50
Polanco, Rodney	PL	\$275.00	1.0	\$275.00
Santos, Vanessa	PL	\$275.00	13.6	\$3,740.00
Shanks, Rodney J.	PL	\$275.00	7.0	\$1,925.00
Wojtczak, Richard A.	PL	\$275.00	1,354.4	\$372,460.00
Percel, John *	SA	\$350.00	2,059.0	\$720,650.00
Sato, Ken	SA	\$350.00	2,577.0	\$901,950.00
Tse, Shing *	SA	\$300.00	1,725.8	\$517,740.00
Yagihashi, Hiroyuki	SA	\$350.00	2,610.0	\$913,500.00
Grand Total			17,024.3	\$7,540,197.50

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

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Co-Counsel Fees	\$0.00
Court Reporter Service/Transcript Fees	\$213.67
Electronic Research	\$8,845.66
Expert Fees	\$67,349.00
Filing / Misc. Fees	\$886.00
Microfilm / Video / Disks Duplication	\$397.21
Overnight Delivery/Messengers	\$1,547.95
Photocopying	\$12,063.83
Postage	\$81.81
Secretarial OT / Word Processing	\$927.50
Service of Process Fees	\$0.00
Telephone / Fax	\$819.70
Transportation / Meals / Lodging	\$198,662.03
Grand Total	\$291,794.36

EXHIBIT 3

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF ADAM J. ZAPALA IN SUPPORT OF END-PAYOR PLAINTIFFS’
MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND REIMBURSEMENT OF
CERTAIN EXPENSES IN CONNECTION
WITH THE ROUND THREE SETTLEMENTS**

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

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

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

3. I submit this declaration in support of End-Payor Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Certain Expenses in Connection with the Round 3 Settlements. The Round 3 Settlements were reached with the following Defendants in the following actions:

- a. Aisan Industry Co., Ltd., Franklin Precision Industry, Inc., Aisan Corporation of America, and Hyundam Industrial Co., Ltd. (collectively, “Aisan”) in *Fuel Injection Systems*;
- b. ALPHA Corporation and Alpha Technology Corporation (together, “ALPHA”) in *Access Mechanisms*;
- c. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc. (collectively, “Alps”) in *Heating Control Panels*;
- d. Robert Bosch GmbH and Robert Bosch LLC (together, “Bosch”) in *Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wipers*;
- e. Bridgestone Corporation and Bridgestone APM Company (together, “Bridgestone”) in *Anti-Vibrational Rubber Parts*;

- f. CalsonicKansei Corporation and Calsonic Kansei North America, Inc. (together, “Calsonic”) in *Air Conditioning Systems, Radiators, and Automatic Transmission Fluid Warmers*;
- g. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation (together, “Chiyoda”) in *Wire Harness*;
- h. Continental Automotive Electronics LLC, Continental Automotive Korea Ltd, and Continental Automotive Systems, Inc. (collectively, “Continental”) in *Instrument Panel Clusters*;
- i. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation (together, “Diamond Electric”) in *Ignition Coils*;
- j. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc. (together, “Eberspaecher”) in *Exhaust Systems*;
- k. Faurecia Abgastechnik GmbH, Faurecia Systèmes d’Échappement, Faurecia Emissions Control Technologies, USA, LLC, and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. (collectively, “Faurecia”) in *Exhaust Systems*;
- l. Hitachi Automotive Systems, Ltd. (“HIAMS”) in *Shock Absorbers*;
- m. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.; (together, “Hitachi Metals”) in *Automotive Brake Hoses*;
- n. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc. (collectively, “INOAC”) in *Interior Trim Products*;
- o. JTEKT Corporation; JTEKT Automotive North America, Inc., and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) (collectively, “JTEKT”) in *Bearings and Electronic Powered Steering Assemblies*;
- p. Kiekert AG and Kiekert U.S.A., Inc. (together, “Kiekert”) in *Door Latches*;
- q. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. (together, “KOITO”) in *Automotive Lamps and HID Ballasts*;

- r. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. (together, “MAHLE Behr”) in *Air Conditioning Systems*;
- s. MITSUBA Corporation and American Mitsuba Corporation (together, “Mitsuba”) in *Windshield Wiper Systems, Radiators, Starters, Automotive Lamps, Electronic Powered Steering Assemblies, Fan Motors, Fuel Injection Systems, Power Window Motors, and Windshield Washer Systems*;
- t. Nachi-Fujikoshi Corp. and Nachi America Inc. (together, “Nachi”) in *Bearings*;
- u. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc. (together, “NGK Insulators”) in *Ceramic Substrates*;
- v. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. (together, “NGK Spark Plugs”) in *Spark Plugs*;
- w. Nishikawa Rubber Company, Ltd. (“Nishikawa”) in *Body Sealing Products*;
- x. NTN Corporation and NTN USA Corporation (together, “NTN”) in *Bearings*;
- y. Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. (collectively, “Sanden”) in *Air Conditioning Systems*;
- z. SKF USA Inc. (“SKF”) in *Bearings*;
- aa. Stanley Electric Co., Ltd., Stanley Electric U.S. Co., Inc., and II Stanley Co. (collectively, “Stanley”) in *Automotive Lamps and HID Ballasts*;
- bb. Tenneco Inc., Tenneco GmbH and Tenneco Automotive Operating Co., Inc. (collectively, “Tenneco”) in *Exhaust Systems*;
- cc. Toyo Tire & Rubber Co. Ltd., Toyo Tire North America OE Sales LLC, and Toyo Automotive Parts (USA), Inc. (collectively, “Toyo”) in *Anti-Vibrational Rubber Parts and Constant Velocity Joint Boots*;
- dd. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation (together, “Usui”) in *Automotive Steel Tubes*;
- ee. Valeo S.A. (“Valeo”) in *Access Mechanisms*;

ff. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. (together, “Yamada”) in *Electronic Powered Steering Assemblies*; and

gg. Yamashita Rubber Co., Ltd. and YUSA Corporation (together, “Yamashita”) in *Anti-Vibrational Rubber Parts*.

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

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting scores of class action complaints, including more than 70 amended complaints, incorporating extensive new factual information obtained as a result of additional investigation, document review, and proffers and interviews of witnesses made available by certain settling and cooperating Defendant groups;
- Successfully opposing dozens of motions to dismiss filed by Defendant groups through extensive briefing and oral argument before the Court;
- Reviewing and analyzing millions of pages of English and foreign language documents (many of which EPP Class Counsel were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants’ counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;

- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the Department of Justice (“DOJ”);
- Obtaining, analyzing and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories from 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class-wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) Discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM-specific orders governing production, and negotiating for months for both upstream and downstream OEM discovery;
- Preparing for class certification motions by, among other things, analyzing thousands of documents and other discovery, conducting

numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;

- Performing the numerous settlement-related tasks necessary to achieve more than 60 settlements totaling over \$1 billion, such as: analyzing, to date, 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; and preparing preliminary approval motions and escrow agreements for each settlement; and
- Crafting, in consultation with the class-notice expert, three extensive notice programs that were approved by the Court, including the most recent March 2018 program.

5. Since our appointment as one of Interim Co-Lead Counsel for the EPPs, my firm has, together with our Co-Lead Counsel, supervised the activities of all counsel for the EPPs in prosecuting this litigation, which has to date resulted in a recovery of more than \$1.08 billion for the benefit of the settlement classes.¹ All of this work has been done on an entirely contingent fee basis in what is without doubt one of the most complex antitrust cases in the history of the antitrust laws.

6. The schedule attached as Exhibit A sets forth my firm's total hours and attorneys' fee lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017, through

¹ In addition to the Round 1, Round 2, and Round 3 Settlements, EPPs have secured an additional \$47,804,000 in settlements with five defendant families, as well as further additional settlements to be made public shortly. EPPs have moved or will soon move for preliminary approval of each additional public settlement. EPPs will file their motions to disseminate notice and for final approval of these settlements at a later date.

March 31, 2018. My firm's total lodestar for this period is \$5,672,130.00. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm and which have been periodically reported to Settlement Class Counsel. Work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

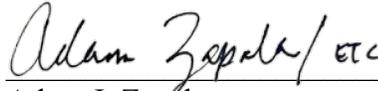
7. The total number of hours expended in this litigation by my firm from March 23, 2012 through March 31, 2018 is 54,986.5 hours. The total attorneys' fee lodestar for my firm is \$25,573,837.50. My firm's lodestar amount includes only work assigned by Settlement Class Counsel, and performed by my firm for the benefit of the EPPs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services.

8. As detailed in Exhibit B, my firm has incurred a total of \$97,283.67 in unreimbursed costs and expenses in this litigation, during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be reimbursed.

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

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

Executed on this 14th day of June 2018, at Burlingame, CA.

Handwritten signature of Adam J. Zapala in cursive script.

Adam J. Zapala

COTCHETT, PITRE, & McCARTHY, LLP

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Cotchett, Pitre & McCarthy, LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Cotchett, Joseph W.	P	\$950.00	3.0	\$2,850.00
Williams, Steven N.	P	\$850.00	750.8	\$638,180.00
Zapala, Adam	P	\$750.00	42.5	\$31,875.00
Barnett, Alexander E.	A	\$600.00	216.3	\$129,750.00
Lambrinos, Demetrius X.	A	\$600.00	934.0	\$560,400.00
Castillo, Elizabeth	A	\$600.00	2,598.6	\$1,559,160.00
Chang, Joyce M.	A	\$425.00	478.0	\$203,150.00
Castillo, Robert	A	\$425.00	143.7	\$61,072.50
Chen, Tom	A	\$425.00	2,180.0	\$926,500.00
Saito, Aki	A	\$425.00	82.2	\$34,935.00
Sipprell, Matthew	A	\$350.00	758.0	\$265,300.00
Shimamura, Yuka	A	\$350.00	20.0	\$7,000.00
Verducci, Jaclyn	PL	\$325.00	19.9	\$6,467.50
Concepcion, Latoya	PL	\$325.00	584.0	\$189,800.00
Bott, Evan	PL	\$275.00	969.1	\$266,502.50
Blehm, Morgan	PL	\$275.00	15.0	\$4,125.00
Cox, Allison	PL	\$275.00	0.4	\$110.00
Lin, Virginia	PL	\$275.00	836.5	\$230,037.50
Lipson, Carlo	PL	\$275.00	4.5	\$1,237.50
Lyons, Patrick	PL	\$275.00	1,904.4	\$523,710.00
Purcell, Sean	PL	\$275.00	58.7	\$16,142.50
Rashid, Rowyda	PL	\$275.00	21.0	\$5,775.00
Kohan, Eric	PL	\$175.00	46.0	\$8,050.00
TOTALS			12,666.6	\$5,672,130.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Cotchett, Pitre & McCarthy, LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$1,000.87
Filing / Misc. Fees	\$378.99
Overnight Delivery/Messengers	\$3,152.04
Photocopying	\$1,084.25
Postage	\$8.05
Service of Process Fees	
Telephone / Fax	\$1,711.01
Transportation / Meals / Lodging	\$89,831.46
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	\$117.00
Microfilm / Video / Disks Duplication	
TOTAL	\$97,283.67

EXHIBIT 4

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF E. POWELL MILLER IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF THE MILLER LAW FIRM, P.C.

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

1. I am a partner at the law firm of The Miller Law Firm, P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 5,860.6. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$2,437,479.25. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services in antitrust class actions. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$7,880.65 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 17th day of May, 2018 at Rochester, Michigan.

A handwritten signature in cursive script, reading "E. Powell Miller". The signature is written in black ink and is positioned above a horizontal line.

E. Powell Miller

Exhibit A

In re: Automotive Parts Antitrust Litigation

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

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
E. Powell Miller	P	\$890.00	334.3	\$297,527.00
Marc L. Newman	P	\$750.00	10.3	\$7,725.00
Sharon S. Almonrode	P	\$775.00	0.7	\$542.50
Kevin F. O'Shea	P	\$825.00	22.1	\$18,232.50
Melvin B. Hollowell	P	\$770.00	0.2	\$154.00
Brian E. Etzel	P	\$770.00	11.2	\$8,624.00
Devon P. Allard	P	\$650.00	387.9	\$252,135.00
January A. Dragich	A	\$525.00	35.4	\$18,585.00
Mahde Y. Abdallah	A	\$320.00	272.2	\$87,104.00
Denirro D. Lazar	A	\$315.00	373.7	\$117,715.50
Steven M. Zehnder	A	\$465.00	2.9	\$1,348.50
Mariell R. McLatcher	A	\$475.00	313.6	\$148,960.00
Lowell D. Johnson	A	\$495.00	358.5	\$177,432.75
Nancy Decker	A	\$445.00	38.9	\$17,310.50
James Bobcik	A	\$285.00	2.8	\$798.00
Matthew A. Ephraim	A	\$295.00	14.2	\$4,189.00
Daimeon M Cotton	A	\$435.00	19.6	\$8,526.00
Tracy Greenwood	DRA	\$350.00	583.0	\$204,050.00
Silhan Jin	DRA	\$350.00	125.2	\$43,820.00
Sheri Haobo Song	DRA	\$350.00	2,177.0	\$761,950.00
Aimee Baik	DRA	\$350.00	713.1	\$249,585.00
Danelle J. Vanderbeke	PL	\$175.00	52.8	\$9,240.00
Sarah E. Dahlon	PL	\$175.00	0.5	\$87.50
Stephanie J. Lovasco	PL	\$175.00	10.5	\$1,837.50
TOTALS			5,860.6	\$2,437,479.25

Partner (P)

Of Counsel (OC)

Associate (A)

Paralegal (PL)

Document Reviewer (DRA)

Exhibit B

In re: Automotive Parts Antitrust Litigation

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

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$255.61
Filing / Misc. Fees	\$231.00
Overnight Delivery/Messengers	\$812.55
Photocopying	\$5,583.55
Postage	\$18.77
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	\$432.12
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	\$547.05
Microfilm / Video / Disks Duplication	
TOTAL	\$7,880.65

EXHIBIT 5

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF SHPETIM ADEMI IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF ADEMI & O'REILLY LLP

I, Shpetim Ademi, declare and state as follows:

1. I am a partner at the law firm of Ademi & O'Reilly LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is **104**. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is **\$58,650.00**. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of **\$58.12** in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 11th day of May, 2018 at Cudahy, Wisconsin.



Shpetim Ademi

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: ADEMI & OREILLY LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Shpetim Ademi	(P)	\$700.00	57.2	\$ 40,040.00
Guri Ademi	(P)	\$750.00	0.9	\$ 675.00
John D. Blythin	(A)	\$450.00	9.1	\$ 4,095.00
Mark A. Eldridge	(A)	\$400.00	19.4	\$ 7,760.00
Denise L. Morris	(A)	\$375.00	8.5	\$ 3,187.50
Jesse Fruchter	(A)	\$325.00	4.0	\$ 1,300.00
Ben Slatky	(A)	\$325.00	4.9	\$ 1,592.50
TOTALS			104.0	\$58,650.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: ADEMI & OREILLY LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$32.60
Postage	\$9.36
Service of Process Fees	
Telephone / Fax	\$16.16
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$58.12

EXHIBIT 6

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF ERIC B. SNYDER IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF BAILEY GLASSER LLP

I, Eric B. Snyder, declare and state as follows:

1. I am a partner at the law firm of BAILEY GLASSER, LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 7.20 hours. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$2,479.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$0 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16TH day of May, 2018 at Charleston, WV.


Eric B. Snyder

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Bailey Glasser LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
James L. Kauffman	A	\$485.00	1.00	\$485.00
Eric B. Snyder	P	\$610.00	1.40	\$854.00
Melissa K. Clay	PL	\$250.00	2.20	\$550.00
Jason E. Kettinger	PL	\$250.00	1.40	\$350.00
Salvador Saucedo	PL	\$200.00	1.20	\$240.00
TOTALS			7.20	\$2,479.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Bailey Glasser LLP

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 7

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF ELAINE A. RYAN IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF BONNETT, FAIRBOURN, FRIEDMAN & BALINT, P.C.

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

1. I am a partner at the law firm of Bonnett, Fairbourn, Friedman & Balint, P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 529.1. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$105,820.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$62.26 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 15th day of May, 2018 at Phoenix, Arizona.



ELAINE A. RYAN

Exhibit A

In re: Automotive Parts Antitrust Litigation

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

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Carrie A. Laliberte	A	\$200.00	85.0	\$17,000.00
Amy L. Owen	A	\$200.00	444.1	\$88,820.00
TOTALS:			529.1	\$105,820.00

Partner (P)

Of Counsel (OC)

Associate (A)

Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

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

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery / Messengers	\$16.26
Photocopying	\$46.00
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service / Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL:	\$62.26

EXHIBIT 8

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF PATRICK E. CAFFERTY IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND
THREE SETTLEMENTS FILED ON BEHALF OF CAFFERTY CLOBES
MERIWETHER & SPRENGEL LLP**

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

1. I am a partner at the law firm of Cafferty Clobes Meriwether & Sprengel LLP ("CCMS"). I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 3,397.0. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$1,136,830.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

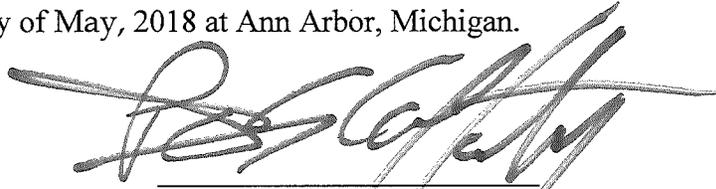
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$23.97 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day of May, 2018 at Ann Arbor, Michigan.

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

Patrick E. Cafferty
Cafferty Clobes Meriwether & Sprengel LLP
220 Collingwood Dr., Suite 130
Ann Arbor, MI 48103
Email: pcafferty@caffertyclobes.com
Tel: (734) 769-2144
Bar No. P35613

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Cafferty Clobes Meriwether & Sprengel LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Bryan L. Clobes	(P)	\$800.00	18.1	\$14,480.00
Daniel O. Herrera	(P)	\$650.00	0.3	\$195.00
Andy Morris	(EL)	\$300.00	1,207.1	\$362,130.00
Yuka Hazelton	(JL)	\$350.00	2,171.5	\$760,025.00
TOTALS			3,397.0	1,136,830.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Cafferty Clobes Meriwether & Sprengel LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$8.20
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$15.75
Postage	
Service of Process Fees	
Telephone / Fax	\$0.02
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$23.97

EXHIBIT 9

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF M. STEPHEN DAMPIER IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF THE DAMPIER LAW FIRM, P.C.

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

1. I am a partner at the law firm of THE DAMPIER LAW FIRM, P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 2320.50. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$729,984.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

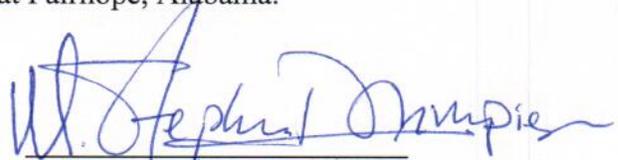
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$1021.81 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 14th day of MAY, 2018 at Fairhope, Alabama.

A handwritten signature in blue ink, appearing to read "M. Stephen Dampier", written over a horizontal line.

M. Stephen Dampier

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
M. Stephen Dampier	(P)	\$585.00	20.9	\$12,226.50
John A. Ioannou	(OC)	\$300.00	1,740.3	\$522,090.00
Samantha Fincher	(PL)	\$175.00	0.5	\$87.50
Steven A. Schaefer	(OC)	\$350.00	558.8	\$195,580.00
TOTALS			2,320.5	\$729,984.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	\$1,021.81
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$1,021.81

EXHIBIT 10

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF ROBERT L. DEVEREUX IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF DANNA MCKITRICK, P.C.

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

1. I am a partner at the law firm of Danna McKitrick, P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 11.75 hours. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$8,225.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

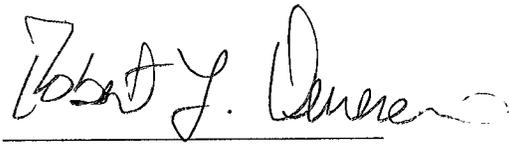
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm has advanced costs in the past with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day of May, 2018 at St. Louis, Missouri.

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

Robert L. Devereux

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Robert L. Devereux	P	\$700.00	11.75	\$8,225.00
TOTALS			11.75	\$8,225.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 11

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF DONALD L. SCHLAPPRIZZI IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF DONALD L. SCHLAPPRIZZI, P.C.

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

1. I am a partner at the law firm of DONALD L. SCHLAPPRIZZI, P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 10.1 hours. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$3,030.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$62.16 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 11th day of May, 2018 at St. Louis, MO

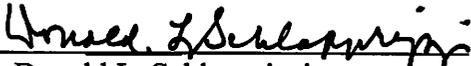

Donald L. Schlappizzi

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Donald L. Schlappizzi, P.C.

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Donald L. Schlappizzi	P	\$300.00	10.1	\$3,030.00
TOTALS		300.0	10.1	\$3,030.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Donald L. Schlappizzi, P.C.

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	\$62.16
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$62.16

EXHIBIT 12

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF MARK S. GOLDMAN, ESQ. IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF GOLDMAN SCARLATO & PENNY, P.C.

I, Mark Goldman, declare and state as follows:

1. I am a partner at the law firm of Goldman Scarlato & Penny, P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 910.2. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$273,060.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$0 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct pursuant to 28 U.S.C. § 1746. Executed on this 15th day of May, 2018 at Conshohocken, PA.



Mark S. Goldman, Esq.

Exhibit B

In re: Automotive Parts Antitrust Litigation

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

Reporting Period: January 1, 2017 through March 31, 2018 (Round Three)

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

EXHIBIT 13

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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
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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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF ADAM C. BELSKY IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF GROSS & BELSKY P.C.

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

1. I am a partner at the law firm of Gross & Belsky P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 1,703.60. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$527,070.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$68.90 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 15th day of May, 2018 at San Francisco, California.



ADAM C. BELSKY

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Gross & Belsky P.C.

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Terry Gross	Partner	\$ 800.00	7.8	\$ 6,240.00
Adam C. Belsky	Partner	\$ 725.00	23.4	\$ 16,965.00
Erik Shawn	Associate	\$ 300.00	1658.1	\$ 497,430.00
Mary B. Parker	Associate	\$ 450.00	14.3	\$ 6,435.00
TOTALS			1,703.6	\$ 527,070.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Gross & Belsky P.C.

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$43.90
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	
Postage	
Service of Process Fees	
Telephone / Fax	\$25.00
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$68.90

EXHIBIT 14

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF JASON S. KILENE IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF GUSTAFSON GLUEK PLLC

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

1. I am a member at the law firm of Gustafson Gluek PLLC ("Gustafson Gluek"). I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 5,174.20. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$1,783,105.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$1,966.06 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 15th day of May, 2018 at Minneapolis, Minnesota.



Jason S. Kilene

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Gustafson Gluek PLLC

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Daniel E. Gustafson	P	\$1,050.00	1.2	\$1,260.00
Daniel E. Gustafson	P	\$300.00	0.3	\$90.00
Karla M. Gluek	P	\$925.00	0.4	\$370.00
Karla M. Gluek	P	\$300.00	1.5	\$450.00
Jason S. Kilene	P	\$875.00	7.5	\$6,562.50
Jason S. Kilene	P	\$300.00	5.5	\$1,650.00
Daniel C. Hedlund	P	\$875.00	3.9	\$3,412.50
Daniel C. Hedlund	P	\$300.00	5.1	\$1,530.00
Michelle J. Looby	P	\$625.00	21.3	\$13,312.50
Michelle J. Looby	P	\$300.00	19.7	\$5,910.00
Joseph C. Bourne	P	\$475.00	45.2	\$21,470.00
Joseph C. Bourne	P	\$300.00	55.7	\$16,710.00
Brittany N. Resch	A	\$375.00	17.1	\$6,412.50
Brittany N. Resch	A	\$300.00	17.5	\$5,250.00
Eric S. Taubel	A	\$300.00	0.7	\$210.00
Kaitlyn L. Dennis	A	\$300.00	132.6	\$39,780.00
Kensuek Fukuchi	A	\$350.00	2,203.0	\$771,050.00
Remu Ogaki	A	\$350.00	1,978.3	\$692,405.00
Johanna Smith	A	\$300.00	183.2	\$54,960.00
Kathryn McDonald	A	\$300.00	454.1	\$136,230.00
Diana Jakubauskiene	PL	\$200.00	20.4	\$4,080.00
TOTALS			5,174.2	\$1,783,105.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Gustafson Gluek PLLC

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$1,804.34
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$36.92
Photocopying	\$124.80
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$1,966.06

EXHIBIT 15

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF ANTHONY D. SHAPIRO IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND
THREE SETTLEMENTS FILED ON BEHALF OF HAGENS BERMAN SOBOL
SHAPIRO LLP**

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

1. I am a partner at the law firm of Hagens Berman Sobol Shapiro LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 2471.60. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$1,006,485.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$4,202.64 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 15th day of May, 2018 at Seattle, Washington.



ANTHONY D. SHAPIRO

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: HAGENS BERMAN SOBOL SHAPIRO LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Anthony Shapiro	P	\$875.00	2.5	\$2,187.50
Ronnie Spiegel	P	\$600.00	571.6	\$342,960.00
Jessica Liang	A	\$350.00	1,879.0	\$657,650.00
Robert Haegele	PL	\$200.00	16.7	\$3,340.00
Nicolle Grueneich	PL	\$200.00	1.3	\$260.00
Chan Lovell	PL	\$175.00	0.5	\$87.50
TOTALS			2,471.6	\$1,006,485.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: HAGENS BERMAN SOBOL SHAPIRO LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$2,768.64
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$487.00
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	\$947.00
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$4,202.64

EXHIBIT 16

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

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

In Re: Wire Harness Systems : Case No. 2:12-cv-00103
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Automotive Bearings : Case No. 2:12-cv-00503
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: Ignition Coils : Case No. 2:13-cv-01403
In Re: Hid Ballasts : Case No. 2:13-cv-01703
In Re: Electric Powered Steering Assemblies : Case No. 2:13-cv-01903
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: Air Conditioning Systems : Case No. 2:13-cv-02703
In Re: Windshield Washer Systems : Case No. 2:13-cv-02803
In Re: Automotive Constant Velocity : Case No. 2:14-cv-02903
Joint Boot Products :
In Re: Spark Plugs : Case No. 2:15-cv-03003
In Re: Shock Absorbers : Case No. 2:15-cv-03303
In Re: Body Sealings : 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: 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. 2:16-cv-04303

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF PETER J. MOUGEY IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF LEVIN, PAPANTONIO, THOMAS, MITCHELL, RAFFERTY & PROCTOR, P.A.

I, Peter J. Mougey, declare and state as follows:

1. I am a partner at the law firm of LEVIN, PAPANTONIO, THOMAS, MITCHELL, RAFFERTY & PROCTOR, P.A ("LEVIN PAPANTONIO"). I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection

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

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 1,622.5. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$567,875.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

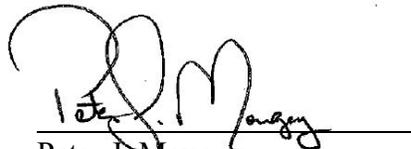
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 13th day of June, 2018 at Pensacola, Florida.



Peter J. Mougey

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Levin, Papantonio, Thomas, Mitchell, Rafferty & Proctor, P.A.

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 17

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF HOWARD J. SEDRAN IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF LEVIN SEDRAN & BERMAN LLP

I, HOWARD J. SEDRAN, declare and state as follows:

1. I am of-counsel to the firm Levin Sedran & Berman LLP (the "Firm"). I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 551.10. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$282,573.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$1,206.50 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 14th day of May, 2018 at Philadelphia, Pennsylvania.


HOWARD J. SEDRAN, ESQUIRE

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: LevinSedran & Berman LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Howard J. Sedran	P	\$795.00	0.9	\$715.50
Austin B. Cohen	P	\$640.00	116.4	\$74,496.00
Keith Verrier	P	\$520.00	238.6	\$124,072.00
Zanetta Moore-Driggers	A	\$425.00	160.9	\$68,382.50
David P. McLafferty	A	\$450.00	31.0	\$13,950.00
James Rapone	PL	\$290.00	3.3	\$957.00
TOTALS			551.1	\$282,573.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Levin Sedran & Berman LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$612.79
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$333.50
Postage	\$254.71
Service of Process Fees	\$0.00
Telephone / Fax	\$5.50
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$1,206.50

EXHIBIT 18

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF SARAH GROSSMAN-SWENSON IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF

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

1. I am a partner at the law firm of McCracken, Stemerman & Holsberry, LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 1.1. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$715.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$ 3.50 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 18th day of May, 2018 at San Francisco.

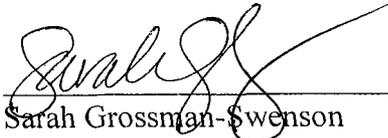

Sarah Grossman-Swenson

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: McCracken, Stemerman & Holsberry, LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$3.50
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$3.50

EXHIBIT 19

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF STEPHEN B. MURRAY IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND
THREE SETTLEMENTS FILED ON BEHALF OF MURRAY LAW FIRM**

I, Stephen B. Murray declare and state as follows:

1. I am a partner at the law firm of MURRAY LAW FIRM. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 436.00. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$ 130,800.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$ 0.00 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16 day of May, 2018 at New Orleans, LA, 70130.

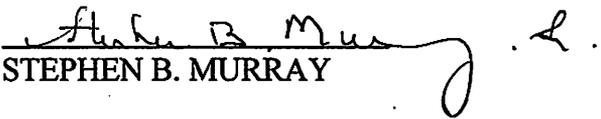

STEPHEN B. MURRAY

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Murray law Firm

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Michael Ball (Japanese review)	A	\$300.00	436.0	\$130,800.00
TOTALS		300.0	436.0	\$130,800.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Murray Law Firm

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 20

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF DIANNE M. NAST IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF NASTLAW LLC

I, Dianne M. Nast, declare and state as follows:

1. I am the founder of the law firm of NastLaw LLC. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth this firm's total hours and lodestar in this litigation, including work performed by this firm's attorneys and professional staff, computed at this firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by this firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by this firm from January 1, 2017 through March 31, 2018 is 344.6. The total lodestar for this firm from January 1, 2017 through March 31, 2018 is \$102,440.00. This firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by this firm for the benefit of the End-Payor Plaintiffs. The hourly rates for this firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by this firm for its services. The total attorney and professional staff time reflected in this declaration is based on this firm's contemporaneous, daily time records regularly prepared and maintained by this firm and also reflect reductions, if any, in this firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, this firm has incurred a total of \$83.91 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. This firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 15th day of May, 2018 at Philadelphia, Pennsylvania.

A handwritten signature in black ink, appearing to read "Dianne M. Nast", written over a horizontal line.

Dianne M. Nast

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: NastLaw LLC

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Matthew A. Reid	A	\$200.00	9.4	\$1,880.00
Matthew A. Reid	A	\$300.00	335.2	\$100,560.00
TOTALS			344.6	\$102,440.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: NastLaw LLC

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$2.91
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$81.00
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$83.91

EXHIBIT 21

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF ADAM M. STEWART IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF SHAPIRO HABER & URMY LLP

I, Adam M. Stewart, declare and state as follows:

1. I am an associate at the law firm of Shapiro Haber & Urmy LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 6.8 hours. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$5,817. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and

customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$4.95 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day of May, 2018 at Boston, Massachusetts.


Adam M. Stewart

Exhibit A
In re: Automotive Parts Antitrust Litigation

Firm Name: Shapiro Haber & Urmy LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Edward F. Haber	P	\$925.00	0.4	\$370.00
Thomas G. Shapiro	OC	\$925.00	4.8	\$4,440.00
Ian McLoughlin	P	\$720.00	0.6	\$432.00
Adam M. Stewart	A	\$575.00	1.0	\$575.00
TOTALS			6.8	\$5,817.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$4.95
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$4.95

EXHIBIT 22

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF STEVE D. LARSON IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND
THREE SETTLEMENTS FILED ON BEHALF OF STOLL STOLL BERNE LOKTING
& SHLACHTER P.C.**

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

1. I am a partner at the law firm of Stoll Stoll Berne Lokting & Shlachter P.C. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 3.0. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$1,500.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day May, 2018 at Portland, Oregon.



Steve D. Larson

Exhibit B

In re: Automotive Parts Antitrust Litigation

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

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 23

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: Air Conditioning Systems : Case No. 2:13-cv-02703
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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: Shock Absorbers : Case No. 2:15-cv-03303
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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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF NATHAN M. CIHLAR IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF STRAUS & BOIES, LLP

I, Nathan M. Cihlar, declare and state as follows:

1. I am a partner at the law firm of Straus & Boies, LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 1,578.1. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$577,247.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

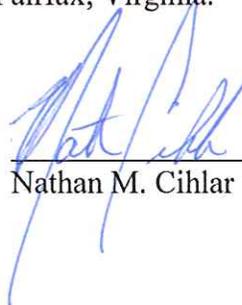
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$879.49 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 14th day of May, 2018 at Fairfax, Virginia.



Nathan M. Cihlar

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Straus & Boies, LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Nathan Cihlar	(P)	\$625.00	47.5	\$ 29,687.50
Shinae Kim-Helms	(A)	\$465.00	953.7	\$ 443,470.50
Carla Voigt	(A)	\$395.00	12.7	\$ 5,016.50
Anna Gooding	(PL)	\$205.00	177.8	\$ 36,449.00
Benjamin Gross	(PL)	\$170.00	2.8	\$ 476.00
Karen Yi	(PL)	\$170.00	179.3	\$ 30,481.00
Elizabeth Miorin	(PL)	\$155.00	204.3	\$ 31,666.50
TOTALS			1,578.1	\$ 577,247.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Straus & Boies, LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$16.00
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	\$863.49
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$879.49

EXHIBIT 24

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF KEVIN LANDAU IN SUPPORT OF END-PAYOR PLAINTIFFS'
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF
CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE
SETTLEMENTS FILED ON BEHALF OF TAUS, CEBULASH & LANDAU, LLP**

I, Kevin Landau, declare and state as follows:

1. I am a partner at the law firm of Taus, Cebulash & Landau, LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 2,561.5. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$896,525.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$0 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 10TH day of May, 2018 at New York, New York.



KEVIN LANDAU

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: TAUS, CEBULASH & LANDAU

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 25

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : Case No. 2:13-cv-00903
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In Re: Automotive Lamps : Case No. 2:13-cv-01203
In Re: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
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In Re: Power Window Motors : Case No. 2:13-cv-02303
In Re: Automatic Transmission Fluid Warmers : Case No. 2:13-cv-02403
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In Re: Spark Plugs : Case No. 2:15-cv-03003
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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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF SYLVIE KULKIN KERN IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND
THREE SETTLEMENTS FILED ON BEHALF OF
THE LAW OFFICES OF SYLVIE KULKIN KERN**

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

1. I am a partner at the law firm of THE LAW OFFICES OF SYLVIE KULKIN KERN (f/k/a Kern Antitrust Global (KAG) Law Group). I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by

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

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 2.7 hours. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$2,025.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$0.0 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

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

Executed on this 14th day of May, 2018 at Bozeman, Montana.

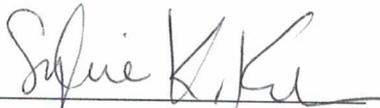

Sylvie Kulkin Kern

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: LAW OFFICES OF SYLVIE KULKIN KERN

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 26

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : Case No. 2:13-cv-00903
In Re: Radiators : Case No. 2:13-cv-01003
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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: Shock Absorbers : Case No. 2:15-cv-03303
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In Re: Interior Trim Products : Case No. 2:16-cv-03503
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In Re: Exhaust Systems : Case No. 2:16-cv-03703
In Re: Ceramic Substrates : Case No. 2:16-cv-03803
In Re: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

**DECLARATION OF TERRY ROSE SAUNDERS IN SUPPORT OF END-PAYOR
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND
THREE SETTLEMENTS FILED ON BEHALF OF THE SAUNDERS LAW FIRM**

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

1. I am a partner at the law firm of The Saunders Law Firm. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 0.2 hrs. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$160.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$0.00 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day of May 2018 at Chicago, Illinois.


Terry Rose Saunders

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: The Saunders Law Firm

Reporting Period: January 1, 2017 through March 31, 2018

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

EXHIBIT 27

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF HASSAN ZAVAREEI IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF TYCKO AND ZAVAREEI LLP

I, Hassan Zavareei, declare and state as follows:

1. I am a partner at the law firm of Tycko and Zavareei LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 2,897.3. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$990,517. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$149.85 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 21st day of May 2018 at Washington, District of Columbia.


/s/ _____
Hassan Zavareei
TYCKO & ZAVAREEI, LLP
1828 L Street, N.W., Suite 1000
Washington, D.C. 20036
(202) 973-0900
(202) 973-0950 facsimile
hzavareei@tzlegal.com

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Hassan Zavareei	P	\$864.00	1.0	\$864.00
David Lawler	OC	\$300.00	1,809.1	\$542,730.00
David Lawler	OC	\$826.00	136.5	\$112,749.00
Lynda Hung	A	\$350.00	932.8	\$326,480.00
Lorenzo Cellini	P	\$685.00	0.6	\$411.00
Andrew Silver	A	\$421.00	17.3	\$7,283.30
TOTALS			2,897.3	\$990,517.00

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name:

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$0.00
Filing / Misc. Fees	\$0.00
Overnight Delivery/Messengers	\$0.00
Photocopying	\$149.85
Postage	\$0.00
Service of Process Fees	\$0.00
Telephone / Fax	\$0.00
Transportation / Meals / Lodging	\$0.00
Co-Counsel Fees	\$0.00
Expert Fees	\$0.00
Secretarial OT / Word Processing	\$0.00
Court Reporter Service/Transcript Fees	\$0.00
Microfilm / Video / Disks Duplication	\$0.00
TOTAL	\$149.85

EXHIBIT 28

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF ROBERT S. KITCHENOFF IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF WEINSTEIN KITCHENOFF & ASHER LLC

I, ROBERT S. KITCHENOFF, declare and state as follows:

1. I am a member of the law firm of Weinstein Kitchenoff & Asher LLC. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 1,721.9. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$913,920.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

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

6. As detailed in Exhibit B, my firm has incurred a total of \$1,248.82 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day of May, 2018, at Philadelphia, PA.



ROBERT S. KITCHENOFF

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Weinstein Kitchenoff & Asher LLC

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Robert S. Kitchenoff	P	\$810.00	5.5	\$4,455.00
Jeremey Spiegall	A	\$645.00	32.8	\$21,156.00
Ronald Lopit	A	\$565.00	575.6	\$325,214.00
Terry Henson	A	\$600.00	701.3	\$420,750.00
Takatoshi Sawa	A	\$350.00	406.7	\$142,345.00
TOTALS			1,721.9	913,920.0

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

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Weinstein Kitchenoff & Asher LLC

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$219.60
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	\$1,029.22
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$1,248.82

EXHIBIT 29

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF JAMES F. WYATT, III IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF WYATT & BLAKE, LLP

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

1. I am a partner at the law firm of WYATT & BLAKE, LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 9.6 hours. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$6,720.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

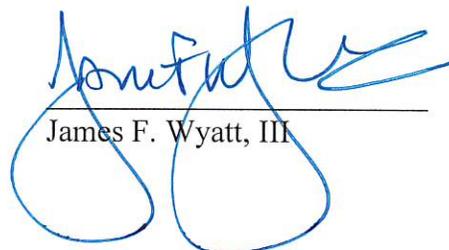
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$102.95 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 10th day of May, 2018 at Charlotte, North Carolina.



James F. Wyatt, III

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Wyatt & Blake, LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$102.00
Filing / Misc. Fees	
Overnight Delivery/Messengers	
Photocopying	\$0.95
Postage	
Service of Process Fees	
Telephone / Fax	
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$102.95

EXHIBIT 30

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

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

In Re: Wire Harness : Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters : Case No. 2:12-cv-00203
In Re: Heater Control Panels : Case No. 2:12-cv-00403
In Re: Bearings : Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts : Case No. 2:13-cv-00803
In Re: Windshield Wipers : 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: Ignition Coils : Case No. 2:13-cv-01403
In Re: HID Ballasts : Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies : Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes : Case No. 2:16-cv-04003
In Re: Access Mechanisms : Case No. 2:16-cv-04103
In Re: Door Latches : Case No. 2:17-cv-11637

THIS DOCUMENT RELATES TO: :
End-Payor Actions :

DECLARATION OF CHRISTOPHER T. MICHELETTI IN SUPPORT OF END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF CERTAIN EXPENSES IN CONNECTION WITH THE ROUND THREE SETTLEMENTS FILED ON BEHALF OF ZELLE LLP

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

1. I am a partner at the law firm of Zelle LLP. I submit this declaration in support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round Three Settlements. I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would testify competently thereto.

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

3. The schedule attached as Exhibit A sets forth my firm's total hours and lodestar in this litigation, including work performed by my firm's attorneys and professional staff, computed at my firm's current hourly rates, for the period from January 1, 2017 through March 31, 2018 for work performed at the direction of Interim Co-Lead Counsel. Also, at the direction of Interim Co-Lead Counsel, if any, work performed by my firm in connection with English language document review was capped at \$300 per hour and 200 hours per month. Work performed by my firm in connection with foreign language document review, if any, was capped at \$350 per hour, and at 200 hours per month per reviewer.

4. The total number of hours expended in this litigation by my firm from January 1, 2017 through March 31, 2018 is 111.94. The total lodestar for my firm from January 1, 2017 through March 31, 2018 is \$77,837.00. My firm's lodestar amount includes only work assigned by Interim Co-Lead Counsel, and performed by my firm for the benefit of the End-Payor Plaintiffs. The hourly rates for my firm's attorneys and professional staff are the same as the usual and customary hourly rates charged by my firm for its services. The total attorney and professional staff time reflected in this declaration is based on my firm's contemporaneous, daily time records regularly prepared and maintained by my firm and also reflect any reductions, if any, in my firm's lodestar required by Interim Co-Lead Counsel.

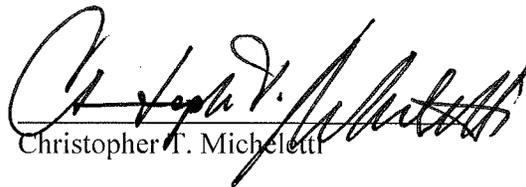
5. My firm complied with the instructions provided by Interim Co-Lead Counsel that set forth the guidelines for the categories of work and hourly rates permitted to be included in this declaration. No work was performed by my firm without the express authorization of Interim Co-Lead Counsel.

6. As detailed in Exhibit B, my firm has incurred a total of \$603.71 in unreimbursed costs and expenses in this litigation during the period from January 1, 2017 through March 31, 2018. My firm advanced these costs and expenses with no assurance that such costs and expenses would be repaid. My firm has only set forth costs and expenses incurred in accordance with the guidelines established by Interim Co-Lead Counsel.

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

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

Executed on this 16th day of May, 2018 at San Francisco, California.



Christopher T. Micheletti

Exhibit A

In re: Automotive Parts Antitrust Litigation

Firm Name: Zelle LLP

Reporting Period: January 1, 2017 through March 31, 2018

Name	Title	Current Hourly Rate	Cumulative Hours	Cumulative Lodestar
Chris T. Micheletti	P	\$ 860.00	15.96	\$ 13,725.60
Judith A. Zahid	P	\$ 750.00	41.03	\$ 30,772.50
Qianwei Fu	P	\$ 630.00	50.47	\$ 31,796.10
Christina Tabacco	A	\$ 435.00	1.68	\$ 730.80
Robert Newman	PL	\$ 290.00	2.80	\$ 812.00
TOTALS			111.94	\$77,837.00

Partner (P)

Of Counsel (OC)

Associate (A)

Paralegal (PL)

Exhibit B

In re: Automotive Parts Antitrust Litigation

Firm Name: Zelle LLP

Reporting Period: January 1, 2017 through March 31, 2018

Disbursement	Amount
Electronic Research	\$ 446.22
Filing / Misc. Fees	
Overnight Delivery/Messengers	\$ 29.11
Photocopying	\$ 94.33
Postage	
Service of Process Fees	
Telephone / Fax	\$ 34.05
Transportation / Meals / Lodging	
Co-Counsel Fees	
Expert Fees	
Secretarial OT / Word Processing	
Court Reporter Service/Transcript Fees	
Microfilm / Video / Disks Duplication	
TOTAL	\$ 603.71

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

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	No. 12-md-02311 Hon. Marianne O. Battani
<hr/>		
In Re: Wire Harness	:	Case No. 2:12-cv-00103
In Re: Instrument Panel Clusters	:	Case No. 2:12-cv-00203
In Re: Heater Control Panels	:	Case No. 2:12-cv-00403
In Re: Bearings	:	Case No. 2:12-cv-00503
In Re: Anti-Vibrational Rubber Parts	:	Case No. 2:13-cv-00803
In Re: Windshield Wipers	:	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: Ignition Coils	:	Case No. 2:13-cv-01403
In Re: HID Ballasts	:	Case No. 2:13-cv-01703
In Re: Electronic Powered Steering Assemblies	:	Case No. 2:13-cv-01903
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: 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: 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: Automotive Steel Tubes	:	Case No. 2:16-cv-04003
In Re: Access Mechanisms	:	Case No. 2:16-cv-04103
In Re: Door Latches	:	Case No. 2:17-cv-11637
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THIS DOCUMENT RELATES TO:	:	
End-Payor Actions	:	

**SUPPLEMENTAL DECLARATION OF ADAM J. ZAPALA REGARDING END-PAYOR
PLAINTIFFS' LITIGATION FUND IN SUPPORT OF END-PAYOR PLAINTIFFS'
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF
CERTAIN EXPENSES IN CONNECTION WITH THE
ROUND THREE SETTLEMENTS**

I, Adam J. Zapala, declare as follows:

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

2. I make this Declaration in support of EPPs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses in connection with EPPs’ settlements with the following Defendant groups in the following actions:

- a. Aisan Industry Co., Ltd., Franklin Precision Industry, Inc., Aisan Corporation of America, and Hyundam Industrial Co., Ltd. in *Fuel Injection Systems*;
- b. ALPHA Corporation and Alpha Technology in *Access Mechanisms*;
- c. Alps Electric Co., Ltd., Alps Electric (North America), Inc., and Alps Automotive Inc. in *Bearings*;
- d. Robert Bosch GmbH and Robert Bosch LLC in *Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wipers*;
- e. Bridgestone Corporation and Bridgestone APM Company in *Anti-Vibrational Rubber Parts*;
- f. Calsonic Kansei Corporation and Calsonic Kansei North America, Inc. in *Air Conditioning Systems, Radiators, and Automatic Transmission Fluid Warmers*;
- g. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation in *Wire Harness*;

- h. Continental Automotive Electronics LLC, Continental Automotive Korea Ltd, and Continental Automotive Systems, Inc. in *Instrument Panel Clusters*;
- i. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation in *Ignition Coils*;
- j. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc. in *Exhaust Systems*;
- k. Faurecia Abgastechnik GmbH, Faurecia Systèmes d'Échappement, Faurecia Emissions Control Technologies, USA, LLC, and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc. in *Exhaust Systems*;
- l. Hitachi Automotive Systems, Ltd. in *Shock Absorbers*;
- m. Hitachi Metals, Ltd., Hitachi Cable America Inc., and Hitachi Metals America, Ltd., in *Brake Hoses*;
- n. INOAC Corporation, INOAC Group North America, LLC, and INOAC USA Inc. in *Interior Trim Products*;
- o. JTEKT Corporation, JTEKT Automotive North America, Inc., and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.) in *Bearings and Electronic Powered Steering Assemblies*;
- p. Kiekert AG and Kiekert U.S.A., Inc. in *Door Latches*;
- q. Koito Manufacturing Co., Ltd. and North American Lighting, Inc. in *Automotive Lamps and HID Ballasts*;
- r. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc. in *Air Conditioning Systems*;
- s. MITSUBA Corporation and American Mitsuba Corporation in *Windshield Wipers, Radiators, Starters, Automotive Lamps, Electronic Powered Steering Assemblies, Fan Motors, Fuel Injection Systems, Power Window Motors, and Windshield Washer Systems*;
- t. Nachi-Fujikoshi Corp. and Nachi America Inc. in *Bearings*;
- u. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc. in *Ceramic Substrates*;

- v. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc. in *Spark Plugs*;
- w. Nishikawa Rubber Company, Ltd. in *Body Sealing Products*;
- x. NTN Corporation and NTN USA Corporation in *Bearings*;
- y. Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. in *Air Conditioning Systems*;
- z. SKF USA Inc. in *Bearings*;
- aa. Stanley Electric Co., Ltd., Stanley Electric U.S. Co., Inc., and II Stanley Co. in *Automotive Lamps and HID Ballasts*;
- bb. Tenneco Inc., Tenneco GmbH and Tenneco Automotive Operating Co., Inc. in *Exhaust Systems*;
- cc. Toyo Tire & Rubber Co. Ltd., Toyo Tire North America OE Sales LLC, and Toyo Automotive Parts (USA), Inc. in *Anti-Vibrational Rubber Parts and Constant Velocity Joint Boots*;
- dd. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation in *Automotive Steel Tubes*;
- ee. Valeo S.A. in *Access Mechanisms*;
- ff. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc. in *Electronic Powered Steering Assemblies*; and
- gg. Yamashita Rubber Co., Ltd. and YUSA Corporation in *Anti-Vibrational Rubber Parts*.

3. EPP counsel have paid many of the expenses in *Auto Parts* from a litigation fund (“Litigation Fund”) that Interim Co-Lead Counsel established for the purpose of paying expenses incurred during this litigation. Interim Co-Lead Counsel and other EPP counsel contributed to the Litigation Fund. The Court also awarded EPPs a fund for the payment of future litigation expenses in the amount of \$11,250,000 on June 20, 2016. CPM is responsible

for maintaining and administering the Litigation Fund in connection with the prosecution of *Auto Parts*.

4. Attached hereto as Exhibit A is a report summarizing the Litigation Fund expenses incurred and paid from February 7, 2017 through April 30, 2018.¹ As summarized in Exhibit A, the total amount of expenses paid by the Litigation Fund during this period is **\$2,080,870.73**. Exhibit A sets forth the categories of expenses that comprise this amount.

5. Attached hereto as Exhibit B is a report summarizing the Litigation Fund expenses incurred but not yet paid from February 7, 2017 through April 30, 2018. As summarized in Exhibit B, the total amount of expenses incurred but not yet paid by the Litigation Fund during this period is **\$107,746.34**. Exhibit B sets forth the categories of expenses that comprise this amount.

6. No reimbursement is sought for expenses paid or incurred by the Litigation Fund from February 7, 2017 through April 30, 2018 as EPPs have or will pay these expenses from the future litigation expenses fund referenced above.

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

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

¹ Interim Co-Lead Counsel's last accounting of the Litigation Fund to the Court detailed expenses incurred and paid from the Litigation Fund through February 6, 2017. *See e.g.*, Supplemental Declaration of Steven N. Williams Regarding End-Payor Plaintiffs' Litigation Fund in Support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Certain Expenses in Connection with the Round 2 Settlements at 3 ¶ 4, *Wire Harness Systems*, No. 2:12-cv-00103 (Feb. 9, 2017), ECF No. 563-3.

expenses incurred and the expenses paid.

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

Executed this 14th day of June, 2018 in Burlingame, California.



Adam J. Zapala

EXHIBIT A

COTCHETT, PITRE & McCARTHY, LLP

AUTO PARTS (GENERAL)

Litigation Costs from Litigation Funds

2/7/17 Through 4/30/18

<u>DESCRIPTION</u>		<u>AMOUNT</u>
Depositions	\$	155,411.06
Document Depository	\$	55,217.46
Experts/Consultants	\$	1,348,734.84
Hearing Transcript	\$	3,078.30
Japanese Counsel	\$	46,567.92
Mediation	\$	346,055.44
Miscellaneous - Bank Fees	\$	155.00
Special Master	\$	12,875.00
Translations	\$	112,775.71
TOTAL LITIGATION COSTS	\$	2,080,870.73

EXHIBIT B

COTCHETT, PITRE & McCARTHY, LLP

AUTO PARTS (GENERAL)

Invoices to be Paid from Litigation Fund

2/7/17 Through 4/30/18

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Depositions	\$ 1,581.74
Experts/Consultants	\$ 106,164.60
TOTAL LITIGATION COSTS	\$ 107,746.34