

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

<p>IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION</p>	<p>Master File No. 2:12-md-02311 Honorable Sean F. Cox</p>
<p>IN RE EXHAUST SYSTEMS IN RE ELECTRONIC BRAKING SYSTEMS IN RE HYDRAULIC BRAKING SYSTEMS</p>	<p>Case No. 2:16-cv-03703 Case No. 2:21-cv-04403 Case No. 2:21-cv-04503</p>
<p>THIS DOCUMENT RELATES TO: End-Payor Actions</p>	

**END-PAYOR PLAINTIFFS’ MOTION FOR ORDERS GRANTING
FINAL APPROVAL OF THE ROUND 5 SETTLEMENTS**

Pursuant to Federal Rule of Civil Procedure 23(e), End-Payor Plaintiffs (“EPPs”) respectfully move the Court for Orders: (1) granting final approval of the settlements between EPPs and three additional settling defendant families (“Round 5 Settlements”); (2) granting final certification, pursuant to Rules 23(b)(2) and 23(b)(3) as to each of the settlement classes included in the Round 5 Settlements (“Round 5 Settlement Classes”), which were previously provisionally certified by the Court for settlement purposes only; and (3) confirming the appointment of Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 5 Settlement Classes.

Dated: November 18, 2022

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**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
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IN RE AUTOMOTIVE PARTS
ANTITRUST LITIGATION

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

IN RE EXHAUST SYSTEMS
IN RE ELECTRONIC BRAKING
SYSTEMS
IN RE HYDRAULIC BRAKING
SYSTEMS

Case No. 2:16-cv-03703
Case No. 2:21-cv-04403
Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
End-Payor Actions

**END-PAYOR PLAINTIFFS' MEMORANDUM IN SUPPORT OF
MOTION FOR ORDERS GRANTING
FINAL APPROVAL OF THE ROUND 5 SETTLEMENTS**

Statement of Issues

1. Whether the settlements between End-Payor Plaintiffs (“EPPs”) and three additional settling defendant families (“Round 5 Settlements”) are fair, reasonable, and adequate, and should be granted final approval under Federal Rule of Civil Procedure 23.

Yes.

2. Whether the Court should grant final certification of the settlement classes provided for by the Round 5 Settlements, which it previously conditionally certified.

Yes.

3. Whether the Court should confirm the appointment of Robins Kaplan LLP, Cotchett, Pitre & McCarthy, LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 5 Settlement Classes.

Yes.

Controlling or Most Appropriate Authorities

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

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Introduction

Settlement Class Counsel (“Settlement Class Counsel”) for the End-Payor Plaintiffs (“EPPs”) respectfully seek final approval of the settlements between EPPs and the Bosal, Bosch, and TRW Defendants (“Round 5 Settlements”) in the above-captioned actions (“Actions”).

EPPs have settled with the last three Defendant families (“Round 5 Settling Defendants”) named in this massive litigation.¹ The Round 5 Settlements collectively provide \$3,152,000 in cash for the benefit of the settlement classes included in the Round 5 Settlements (“Round 5 Settlement Classes”), and require Bosch and TRW to provide substantial discovery cooperation to the EPPs, which will only be necessary in the event that any other settlement in the Actions does not receive final approval or if EPPs name a new Defendant in the Actions². The Round 5 Settlements also provide that all Round 5 Settling Defendants, with the exception of Bosal, will for a period of two years refrain from engaging in certain specified

¹ The Round 5 Settling Defendants include: (1) ZF TRW Automotive Holdings Corp, ZF Friedrichshafen AG (the successor in interest into which TRW KFZ Ausrüstung GmbH merged), and Lucas Automotive GmbH (now known as ZF Active Safety GmbH) (collectively, “TRW”); (2) Robert Bosch GmbH and Robert Bosch LLC (together, “Bosch”); and Bosal Industries Georgia, Inc. and Bosal USA, Inc. (together, “Bosal”).

² EPPs do not intend on naming any new Defendants in the Actions. The Round 5 Settlements are the final three settlements in the EPP Actions.

conduct that would violate the antitrust laws involving the automotive parts at issue in the Actions.

The Round 5 Settlements are the product of Settlement Class Counsel's very successful efforts to finally resolve the EPPs' claims against the Defendants in *In re Automotive Parts Antitrust Litigation*, MDL No. 12-md-02311 ("*Auto Parts Litigation*"). This Court previously granted EPPs' Motion for Final Approval of Settlements with Certain Defendants ("Round 1 Settlements"), *see, e.g.*, Amended Opinion and Order Granting Final Approval of Class Action Settlement, *Wire Harness*, 12-cv-00103, ECF No. 512 ("Round 1 Final Approval Order"); EPPs' Motion for Orders Granting Final Approval of the Round 2 Settlements and Approving the Plan of Allocation in Connection with the Round 2 Settlements ("Round 2 Settlements"), *see, e.g.*, Order Granting Final Approval to the Round 2 Settlements, *Wire Harness*, 12-cv-00103, ECF No. 576 ("Round 2 Final Approval Order"); EPPs' Motion for Orders Granting Final Approval of the Round 3 Settlements and Approving the Plan of Allocation in Connection with the Round 3 Settlements ("Round 3 Settlements"), *see, e.g.*, Order Granting Final Approval to the Round 3 Settlements, *Wire Harness*, 12-cv-00103, ECF No. 628 ("Round 3 Final Approval Order"); and EPPs' Motion for Orders Granting Final Approval of the Round 4 Settlements and Approving the Plan of Allocation in Connection with the Round 4 Settlements ("Round 4 Settlements"), *see, e.g.*, Order Granting Final

Approval of the Round 4 Settlements, *Heater Control Panels*, 12-cv-00403, ECF No. 319 (“Round 4 Final Approval Order”).

The Round 1 Settlements made available \$224,668,350 in cash for the benefit of the settlement classes included in the Round 1 Settlements (“Round 1 Settlement Classes”). They also required the 11 Defendant families that were parties to those settlements (“Round 1 Settling Defendants”) to provide cooperation to EPPs. The Round 1 Settlements also provided that several Round 1 Settling Defendants would for a period of two years refrain from engaging in certain specified conduct that would violate the antitrust laws involving the automotive parts at issue in those actions. In granting final approval of the Round 1 Settlements, the Court concluded that: (1) the Round 1 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 1 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 1 Final Approval Order at 15-26, 26-27.

The Round 2 Settlements made available \$379,401,268 in cash for the benefit of the settlement classes included in the Round 2 Settlements (“Round 2 Settlement Classes”). They also required the 12 Defendant families that were parties to those settlements (“Round 2 Settling Defendants”) to provide cooperation to EPPs. The Round 2 Settlements also provided that with one exception, each of the Round 2 Settling Defendants would for a period of two years refrain from engaging in certain

specified conduct that would violate the antitrust laws involving the automotive parts at issue in those actions. In granting final approval of the Round 2 Settlements, the Court concluded that: (1) the Round 2 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 2 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 2 Final Approval Order at 8-23, 23-26.

The Round 3 Settlements made available \$432,823,040 in cash for the benefit of the settlement classes included in the Round 3 Settlements (“Round 3 Settlement Classes”). They also required the 33 Defendant families that were parties to those settlements (“Round 3 Settling Defendants”) to provide cooperation to EPPs. The Round 3 Settlements also provided that with limited exceptions, each of the Round 3 Settling Defendants would for a period of two years refrain from engaging in certain specified conduct that would violate the antitrust laws involving the automotive parts at issue in those actions. In granting final approval of the Round 3 Settlements, the Court concluded that: (1) the Round 3 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 3 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 3 Final Approval Order at 9-22.

The Round 4 Settlements made available \$183,958,000 in cash for the benefit of the settlement classes included in the Round 4 Settlements (“Round 4 Settlement

Classes”). They also required the 17 Defendant families that were parties to those settlements (“Round 4 Settling Defendants”) to provide cooperation to EPPs.³ The Round 4 Settlements also provided that, with two exceptions, each of the Round 4 Settling Defendants would for a period of two years refrain from engaging in certain specified conduct that would violate the antitrust laws involving the automotive parts at issue in those actions. In granting final approval of the Round 4 Settlements, the Court concluded that: (1) the Round 4 Settlements were fair, reasonable, and adequate and provided significant benefits to the Round 4 Settlement Classes; and (2) the requirements of Rule 23 were met for settlement purposes. *See, e.g.*, Round 4 Final Approval Order at 10-21.

As set forth below, the Round 5 Settlements likewise provide an excellent result for the Round 5 Settlement Classes, especially in light of the substantial risks of this massive and exceptionally complex litigation. In negotiating the Round 5 Settlements, Settlement Class Counsel⁴ took into account the amounts of the

³ Pursuant to a settlement with TKH reached in its bankruptcy proceeding, Settlement Class Counsel secured a \$53,200,000 authorized claim against TKH, but expect to receive only a small fraction of this amount for distribution to the class. Because the ultimate settlement amount in connection with the TKH settlement remains undetermined at this time, this figure was not included in Settlement Class Counsels’ calculation of the total amount of the Round 4 settlement proceeds.

⁴ In granting preliminary approval of each of the Round 5 Settlements, the Court preliminarily appointed Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel. *See* Order Granting End-Payor Plaintiffs’ Motion for Preliminary Approval of Proposed Settlement with the TRW Defendants and Provisional Certification of Settlement Class at ¶ 7, *Hydraulic*

respective Round 5 Settlements, available evidence supporting EPPs' claims, to the extent available, the relevant dollar volume of the commerce underlying the particular Round 5 Settling Defendant's conduct to the extent available, the defenses that the Round 5 Settling Defendants raised or were expected to raise, and the value provided by the Round 5 Settling Defendants' agreements to cooperate with EPPs. Settlement Class Counsel therefore respectfully submit that the proposed Round 5 Settlements are fair, reasonable, and adequate, and should be granted final approval.

Notice of the Round 5 Settlements was provided through the notice plan approved by the Court on August 10, 2022 ("Round 5 Notice Program"). *See* Declaration of Cristen Stephansky on Implementation of the Round 5 Notice Program ("Stephansky Decl."), ¶¶ 2-9 & Ex. 1 (confirming that notice was given to potential settlement class members in the manner approved by the Court); Declaration of Brian A. Pinkerton Regarding Dissemination of Round 5 Notice and Settlement Administration ("Pinkerton Decl.") ¶¶ 8-14 & Exs. B-C (confirming notice was mailed and/or emailed to potential class members previously registered).

Braking Systems, 2:21-cv-04503, ECF No. 1; Order Granting End-Payor Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with the Bosch Defendants and Provisional Certification of Settlement Classes at ¶ 7, *Hydraulic Braking Systems*, 2:21-cv-04503, ECF No. 2; Order Granting Preliminary Approval of Settlement with Bosch at ¶ 7, *Electronic Braking Systems*, 2:21-cv-04403, ECF No. 1; Order Granting End-Payor Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with Bosal Industries Georgia, Inc. and Bosal USA, Inc. and Provisional Certification of Settlement Class at ¶ 7, *Exhaust Systems*, 2:16-cv-03703, ECF No. 201.

The response from members of the Round 5 Settlement Classes has been positive. As of November 16, 2022, there have been no objections to, or requests for exclusion from, the Round 5 Settlements. *See* Pinkerton Decl. ¶¶ 16-17. As set forth in the Round 5 Notice Program, Round 5 Settlement Class Members have until December 20, 2022 to object to or request exclusion from the Round 5 Settlement Classes. *See, e.g., Exhaust Systems*, 2:16-cv-03703, ECF No. 168.

To effectuate the Round 5 Settlements, it is also respectfully requested that the Court grant final certification to the Round 5 Settlement Classes, which it has already provisionally certified for settlement purposes. The Round 5 Settlement Classes meet all of the requirements for certification as settlement classes and should be granted final certification. It is further requested that the Court confirm the appointment of Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 5 Settlement Classes.

Background

I. The Round 5 Settlements Provide Substantial Benefits to EPPs

A. Cash Components of the Round 5 Settlements

The Round 5 Settlement amounts total \$3,152,000. TRW has agreed to pay \$760,000, Bosch has agreed to pay \$2,242,000, and Bosal has agreed to pay \$150,000. As part of each settlement negotiation, EPPs considered the available evidence regarding the Round 5 Settling Defendant's conduct as to each relevant

class, and to the extent available, the estimated dollar amount of commerce affected by that conduct. *See* Joint Declaration of William V. Reiss, Adam J. Zapala, and Marc M. Seltzer in Support of End-Payor Plaintiffs’ Motion for Order Granting Final Approval of the Round 5 Settlements (“Joint Decl.”) ¶ 16, submitted herewith. In the opinion of Settlement Class Counsel, the Round 5 Settlements are an excellent result for the Round 5 Settlement Classes and are fair, reasonable, and adequate. *Id.* ¶¶ 18-19.

Given the complexity of the Actions and the barriers to final relief, the Round 5 Settlements provide meaningful relief to the Round 5 Settlement Classes. In most instances, Settlement Class Counsel were able to take into account an estimated amount of the dollar volume of relevant commerce attributable to the Round 5 Settling Defendants. Settlement Class Counsel also obtained financial information from the Round 5 Settling Defendants and third parties; academic studies regarding cartel overcharges and typical recovery, *see, e.g.*, John M. Connor & Robert H. Lande, *Not Treble Damages: Cartel Recoveries Are Mostly Less than Single Damages*, 100 IOWA L. REV. 1997, 2010 (2015) (analyzing successful antitrust recoveries); John M. Connor, *Cartel Overcharges*, in 26 THE LAW AND ECONOMICS OF CLASS ACTIONS 249, 290 (James Langenfeld ed., 2014); and expert analysis of likely damages, *cf.* Declaration of Janet S. Netz, Ph.D., in Support of Automobile Dealership and End-Payor Plaintiffs’ Opposition to KYB Defendants’ Motion for

Summary Judgment on the Pass-Through Issue, *Shock Absorbers*, No. 15-cv-03303, ECF No. 59-2. See Joint Decl. ¶¶ 15-16.

B. Cooperation and Other Terms of the Round 5 Settlements

In addition to the cash payments totaling \$3,152,000, the Round 5 Settling Defendants are required to provide EPPs with various forms of valuable cooperation, most of which will not be necessary unless one or more settlements in the relevant Action do not receive final approval. Those terms were described in EPPs' preliminary approval motions and are set forth at length in the written settlement agreements.⁵

All the Round 5 Settling Defendants agreed to identify the relevant vehicles. With the exception of Bosal, each of the Round 5 Settling Defendants also agreed, as reasonably necessary for the prosecution of the particular Action to: (1) use best efforts to complete the production of transactional data and certain other documents; (2) provide attorneys' proffers; (3) make witnesses available for interviews, depositions, and trial; and (4) facilitate the use of information at trial. See, e.g., Settlement Agreement with TRW at Section F, *Hydraulic Braking Systems*, 2:21-cv-11993, ECF No. 3-1; Settlement Agreement with Bosch at Section F, *Electronic Braking Systems*, 2:21-cv-11989, ECF No. 2-1.

⁵ All relevant documents are publicly available on the settlement website at www.autopartsclass.com.

With the exception of Bosal, the Round 5 Settling Defendants have also agreed not to engage in certain specified conduct for a period of two years that would violate antitrust laws. *See, e.g.*, Settlement Agreement with TRW at ¶ 28, *Hydraulic Braking Systems*, 2:21-cv-11993, ECF No. 3-1 (conduct involving the sale of Hydraulic Braking Systems)⁶; Settlement Agreement with Bosch at ¶ 28, *Electronic Braking Systems*, 2:21-cv-11989, ECF No. 2-1 (conduct involving Hydraulic Braking Systems and Electronic Braking Systems).

In exchange for the cash payments, equitable relief (excluding Bosal), and cooperation described above, EPPs have agreed to release their claims against the Round 5 Settling Defendants and their affiliates (together, the “Releasees,” who are further defined in the Round 5 Settlement Agreements).

The Round 5 Settlements are the product of lengthy arm’s-length negotiations between counsel who are experienced in prosecuting and defending complex antitrust class action cases. Joint Decl. ¶ 12. The Round 5 Settlements were all negotiated over an extended period of time by Settlement Class Counsel and counsel for the Round 5 Settling Defendants, through multiple telephonic meetings and correspondence and in one instance through use of an experienced mediator as well as the Settlement Master. *See, e.g., id.* In preparation for these negotiations,

⁶ Unless otherwise set forth herein, all defined terms shall have the meaning set forth in the respective settlement agreements.

Settlement Class Counsel undertook a diligent and thorough investigation of the legal and factual issues presented by this litigation. *Id.* ¶¶ 12, 15-19. Thus, Settlement Class Counsel were well informed as to the relevant facts and the strengths of EPPs' claims when the Round 5 Settlements were negotiated.

II. The Round 5 Notice Program Was Carried Out and Provided Adequate Notice

The Round 5 Settlements provide monetary and non-monetary benefits for members of the Round 5 Settlement Classes who: (1) purchased or leased a qualifying new Vehicle⁷ in the U.S. (not for resale), which contains one or more Hydraulic Braking System[s], Electronic Braking System[s], or Exhaust System[s]; or (2) indirectly purchased one or more Hydraulic Braking System[s], Electronic Braking System[s] or Exhaust System[s] as a replacement part. The monetary benefits of the Round 5 Settlements will be made available to the members of the Round 5 Settlement Classes in the jurisdictions that allow EPPs to seek money

⁷ In general, qualifying vehicles include four-wheeled passenger automobiles, cars, light trucks, pickup trucks, crossovers, vans, mini-vans, and sport utility vehicles (collectively, "Vehicles"). See Settlement Agreement with TRW at ¶ 17, *Hydraulic Braking Systems*, 2:21-cv-11993, ECF No. 3-1 ("Vehicles' shall refer to four-wheeled passenger automobiles, vans, sports utility vehicles, and crossover or pick-up trucks."); Settlement Agreement with Bosch at ¶ 16, *Electronic Braking Systems*, 2:21-cv-11989, ECF No. 2-1 (same); Settlement Agreement with Bosal at ¶ 15, *Exhaust Systems*, 2:16-cv-03703, ECF No. 200-1 ("Vehicles' shall refer to new four-wheeled passenger automobiles, vans, sports utility vehicles, and crossover or pick-up trucks.").

damages or restitution.⁸ Through a preeminent class action notice consultant, Kinsella Media, LLC (“Kinsella”), EPPs implemented the Round 5 Notice Program,⁹ which the Court approved.¹⁰ *See, e.g., Heater Control Panels*, 2:12-cv-00403, ECF No. 291. Kinsella and Epiq—the successor to Garden City Group, the

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

⁹ Pursuant to the Court’s Orders, Kinsella previously implemented a notice program to provide notice of the Round 1 Settlements (“Combined Notice Program”) to potential members of the Round 1 Settlement Classes, *see, e.g., Combined Notice Order, Wire Harness*, 2:13-cv-00103, ECF No. 421; notice of the Round 2 Settlements to potential members of the Round 2 Settlement Classes, *see, e.g., Order Granting End-Payor Plaintiffs’ Unopposed Motion for Authorization to Disseminate September 2016 Notice and Claim Form to the End-Payor Plaintiffs Settlement Classes, Wire Harness*, 2:13-cv-00103, ECF No. 535; notice of the Round 3 Settlements to potential members of the Round 3 Settlement Classes, *see, e.g., Order Granting EPPs’ Unopposed Motion for Authorization to Disseminate March 2018 Notice to the End-Payor Plaintiffs Settlement Classes, Wire Harness*, Case No. 2:12-cv-00103, ECF No. 601; and notice of the Round 4 Settlements to potential members of the Round 4 Settlement Classes, *see, e.g., Order Granting End-Payor Plaintiffs’ Second Amended Unopposed Motion for Authorization to Disseminate July 2019 Notice to the End-Payor Plaintiff Settlement Classes, Exhaust Systems*, 2:16-cv-03703, ECF No. 168.

¹⁰ In addition to approving the September 2016 Notice Program, the Court authorized Settlement Class Counsel to disseminate a Claim Form to potential members of the Round 1 and Round 2 Settlement Classes. *See Auto Parts Master Docket*, 2:12-md-02311, ECF No. 1473. The Court similarly authorized Settlement Class Counsel to disseminate a Claim form to potential members of the Round 3 and Round 4 Settlement Classes. *See, e.g., Wire Harness*, Case No. 2:12-cv-00103, ECF No. 601; *Exhaust Systems*, 2:16-cv-03703, ECF No. 168. Potential members of the Round 5 Settlement Classes may submit claims electronically by completing the Claim Form online at www.AutoPartsClass.com or in paper form by downloading the form and completing and mailing it to Epiq. Pinkerton Decl. ¶¶ 4-5, 15.

Court-appointed settlement administrator—implemented each element of the Round 5 Notice Program. *See* Stephansky Decl. ¶ 2-9; Pinkerton Decl. ¶¶ 2, 4-15. The Court-approved Round 5 Notice Program included individual notice to potential members who had previously registered on the website. Pinkerton Decl. ¶¶ 8-14; Stephansky Decl. ¶¶ 3. The Round 5 Notice Program also included paid media (including targeted internet and banner advertisements), earned media, sponsored keywords with all major search engines, and continued use of and updates to the settlement website and toll-free telephone number. Stephansky Decl. ¶¶ 4-9.

Members of the Round 5 Settlement Classes can contact a toll-free helpline, which is maintained by Epiq. *See* Pinkerton Decl. ¶ 7. The website provides answers to frequently asked questions, important deadlines, a list of the Round 5 Settling Defendants, and access to important documents, such as the long form notice and relevant Court filings. *Id.* ¶ 4. The website contains a list of all of the vehicles known to be within any of the Round 5 Settlement Classes. The website has been operational since October 12, 2015, and is accessible 24 hours a day, seven days a week. *Id.* As of November 16, 2022, the website had received 3,774,452 visits from 3,148,634 unique visitors. *Id.* ¶ 6. Epiq also sent an email notice to each of the 195,219 individuals and businesses who previously registered on the Settlement Website or

filed a claim and for whom Epiq had a valid email address¹¹ and mailed a postcard notice to each of the 122,630 individuals and businesses who had previously registered on the settlement website but did not provide an email address or whose email address was undeliverable. *Id.* ¶¶ 13-14.

III. The Reaction of Members of the Round 5 Settlement Classes Has Been Positive

The reaction of the members of the Round 5 Settlement Classes has been positive. Members of the Round 5 Settlement Classes have until December 20, 2022 to object to the Round 5 Settlements or Plan of Allocation or exclude themselves from the Round 5 Settlement Classes. As of November 16, 2022, Epiq has not received any: (1) objections to or requests for exclusion from the Round 5 Settlements, *id.* ¶¶ 16-17; or (2) objections to the Plan of Allocation, *id.* ¶ 17.

All persons or businesses that purchased or leased one of the categories of Vehicles or replacement parts described in the Round 5 Notice Program were placed on notice that they may be members of the Round 5 Settlement Classes, and that they are free to appear, object or exclude themselves as they choose.

¹¹ The email alert was deliverable to 147,912 individuals and businesses. For all individuals and businesses for whom the email alert bounced back as undeliverable, Epiq mailed them a postcard notice to the extent Epiq had their mailing address. *Id.* ¶ 13. 47,307 Email Notices could not be delivered. *Id.*

Legal Standard

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

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

Spring Commc'ns, 297 F.R.D. 283, 297 (W.D. Ky. 2014) (“The Court defers to the judgment of the experienced counsel associated with the case, who have assessed the relative risks and benefits of litigation.”).

Because a settlement represents an exercise of judgment by the negotiating parties, a court reviewing a settlement will not “substitute [its] judgment for that of the litigants and their counsel.” *IUE-CWA*, 238 F.R.D. at 594 (quotations omitted). Nor will it “decide the merits of the case or resolve unsettled legal questions.” *Carson v. Am. Brands, Inc.*, 450 U.S. 79, 88 n.14 (1981). Instead, courts evaluate the plaintiffs’ recovery in light of the fact that a settlement “represents a compromise in which the highest hopes for recovery are yielded in exchange for certainty and resolution.” *Int’l Union, UAW v. Ford Motor Co.*, No. 05-cv-74730, 2006 WL 1984363, at *23 (E.D. Mich. July 13, 2006).

Argument

I. The Round 5 Settlements Are Fair, Reasonable, and Adequate and Should Receive Final Approval

The Round 5 Settlements meet the criteria for final approval under Federal Rule of Civil Procedure 23. They provide meaningful benefits to the members of the Round 5 Settlement Classes, and they were reached after arm’s-length negotiations between experienced counsel who had sufficient information about the merits of, and defenses to the claims asserted in the Actions. The Round 5 Settlements reflect

a reasonable compromise in light of the procedural, liability, and damages questions facing both EPPs and the Round 5 Settling Defendants.

Courts in the Sixth Circuit consider the following factors when determining whether to grant final approval of a class action settlement: (1) the likelihood of success on the merits, weighed against the amount and form of the relief offered in the settlement; (2) the complexity, expense, and likely duration of further litigation; (3) the opinions of class counsel and the class representatives; (4) the amount of discovery engaged in by the parties; (5) the reaction of absent class members; (6) the risk of fraud or collusion; and (7) the public interest. *In re Packaged Ice Antitrust Litig.*, No. 08-md-01952, 2011 WL 717519, at *8 (E.D. Mich. Feb. 22, 2011). The district court has wide discretion in assessing the weight and applicability of these factors. *Grenada Invs., Inc. v. DWG Corp.*, 962 F.2d 1203, 1205-06 (6th Cir. 1992). Pursuant to Rule 23(e), the Court may approve a proposal that would bind class members if “the class representatives and class counsel have adequately represented the class,” “the proposal was negotiated at arm’s length,” “the relief provided for the class is adequate,” and “the proposal treats class members equitably relative to each other.”

A. The Likelihood of EPPs’ Success on the Merits, Weighed Against the Relief Provided by the Round 5 Settlements, Supports Final Approval

Courts assess class action settlements “with regard to a ‘range of reasonableness,’ which ‘recognizes the uncertainties of law and fact in any particular

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

EPPs believe they will prevail in the Actions. EPPs nonetheless recognize that success at trial is not guaranteed. Although EPPs believe they can prove the existence of Defendants’ alleged illegal bid-rigging and price-fixing conspiracies, the Round 5 Settling Defendants are represented by some of the leading law firms across the country. Bosal has vigorously defended itself in the *Exhaust Systems* Action and TRW and Bosch have done the same in prior actions filed by EPPs against them in the *Auto Parts Litigation*. There is no question that the Round 5

Settling Defendants will continue to vigorously and ably defend themselves in the event the Court were to reject the settlements. Critically, unlike many of the prior settlements reached in the *Auto Parts Litigation*, none of the Round 5 Settling Defendants have been prosecuted in the U.S. for the parts at issue in the Round 5 Settlements, let alone pleaded guilty to engaging in anticompetitive conduct with respect to the sale of these parts. Absent the Round 5 Settlements, the Round 5 Settling Defendants would, in addition to vigorously challenging liability, oppose EPPs' motions for class certification, move for summary judgment on numerous issues, and raise defenses to EPPs' claims at trial, should the Actions proceed to trial. Even if EPPs successfully established the Round 5 Settling Defendants' violations of the law, the Round 5 Settling Defendants would offer expert testimony challenging the impact of their conduct and supporting their contention that the EPPs suffered no damages. EPPs would have to show that the Round 5 Settling Defendants' illegal overcharges were passed on through multiple levels of indirect purchasers. EPPs believe they would prevail on all of these issues at trial and that any recovery would be affirmed on appeal, but the Round 5 Settlements avoid the risks of further litigation and ensure a large recovery for members of the Round 5 Settlement Classes. Given these risks, "[a] very large bird in the hand in this litigation is surely worth more than whatever birds are lurking in the bushes." *In re Chambers Dev. Sec. Litig.*, 912 F. Supp. 822, 838 (W.D. Pa. 1995).

Moreover, the agreement by each of the Round 5 Settling Defendants with the exception of Bosal not to engage in certain specified conduct for a period of two years that would violate the antitrust laws involving the parts at issue provides value to the members of Round 5 Settlement Classes.

While Settlement Class Counsel have consulted with their experts about damages issues in connection with the Round 5 Settlements, expert analysis of potential damages is not required in order to settle a class action. *See* Newberg on Class Actions § 13:49 (citing *Marshall v. Nat'l Football League*, 787 F.3d 502, 517-18 (8th Cir. 2015) (holding that the district court could approve settlement without finding a specific value for expected recovery of class); *Lane v. Facebook, Inc.*, 696 F.3d 811, 823 (9th Cir. 2012), *cert. denied*, 134 S. Ct. 8 (2013) (rejecting objectors' argument "that the district court was required to find a specific monetary value corresponding to each of the plaintiff class's statutory claims and compare the value of those claims to the proffered settlement award" and holding that "[w]hile a district court must of course assess the plaintiffs' claims in determining the strength of their case relative to the risks of continued litigation, it need not include in its approval order a specific finding of fact as to the potential recovery for each of the plaintiffs' causes of action. Not only would such a requirement be onerous, it would often be impossible—statutory or liquidated damages aside, the amount of damages a given plaintiff (or class of plaintiffs) has suffered is a question of fact that must be proved

at trial. Even as to statutory damages, questions of fact pertaining to which class members have claims under the various causes of action would affect the amount of recovery at trial, thus making any prediction about that recovery speculative and contingent.”); *see also Wong v. Accretive Health, Inc.*, 773 F.3d 859, 863 (7th Cir. 2014) (rejecting the suggestion that a precise damages model is always required; noting that the requirement of an expert damages report “would have resulted in a lengthy and expensive battle of the experts, with the costs of such a battle borne by the class—exactly the type of litigation the parties were hoping to avoid by settling”; and distinguishing *Reynolds v. Beneficial Nat’l Bank*, 288 F.3d 277 (7th Cir. 2002)).

Settlement Class Counsel believe that the Round 5 Settlements represent an excellent recovery for EPPs. Weighing the benefits of the Round 5 Settlements against the risks of continued litigation tilts the scale heavily toward final approval of the Round 5 Settlements.

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

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

Antitrust cases are notoriously protracted and difficult to litigate. Given the complexity of the Actions, any final adjudicated recovery for the Round 5 Settlement

Classes would almost certainly be years away. Should EPPs' claims proceed to trial, the trial would be expensive, time-consuming, and complex, and it would involve testimony from multiple expert witnesses. Moreover, given the high stakes of this litigation, a favorable trial outcome would most definitely be contested on appeal. Each subsequent step in the litigation process would require the Round 5 Settlement Classes to incur additional expenses and risks without any assurance of a more favorable outcome than currently provided by the Round 5 Settlements.

This Court has had substantial opportunity to consider the claims and defenses raised in the *Auto Parts Litigation* and has recognized that complex antitrust litigation of this scope and magnitude has many inherent risks that can be extinguished through settlement. *See, e.g.*, Round 1 Final Approval Order at 13; Round 2 Final Approval Order at 10-11; Round 3 Final Approval Order at 14-15; Round 4 Final Approval Order at 14-15. The fact that EPPs achieved exceptional recoveries to date, which eliminate all risks of continued litigation while ensuring substantial payments for the benefit of the members of the Round 5 Settlement Classes, supports final approval of the settlements. Upon final approval, the Round 5 Settlements would bring EPPs' total recovery to date in this litigation to more than \$1.2 billion—the largest indirect purchaser recovery in U.S history.

C. The Judgment of Experienced Counsel Supports Approval

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

Settlement Class Counsel have decades of experience litigating antitrust class actions and other complex litigation. Similarly, defense counsel are some of the nation’s most experienced and skilled antitrust lawyers. Joint Decl. ¶¶ 10, 12. Settlement Class Counsel believe that each of the Round 5 Settlements provides an excellent result for the Round 5 Settlement Classes in light of the circumstances of each Round 5 Settling Defendant’s alleged conduct and potential liability. *See id.* ¶¶ 18-19.

In determining whether the judgment of counsel supports final approval of the settlements, a court should consider the amount of discovery completed in the action. *Packaged Ice*, 2011 WL 717519, at *8, 11. There is no baseline required to satisfy this requirement; the “question is whether the parties had adequate information about their claims.” *Griffin*, 2013 WL 6511860, at *3 (quotation omitted). That standard is met here. Although formal discovery in each of the Actions has varied, when negotiating each of the Round 5 Settlements, Settlement Class Counsel reviewed documents produced by Defendants, attended attorney proffers, analyzed, where available, the volume of commerce affected by the particular Round 5 Settling Defendant’s conduct, and analyzed information from parties and non-parties concerning impact, overcharge, and pass-through. *See* Joint Decl. ¶ 15. This information allowed Settlement Class Counsel to evaluate the strengths and weaknesses of the claims and defenses asserted in the Actions and the benefits of the Round 5 Settlements. Thus, the judgment of Settlement Class Counsel supports final approval of the Round 5 Settlements. *See Sheick*, 2010 WL 4136958, at *18.

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

The deadline for class members to object to the Round 5 Settlements or to exclude themselves from the Round 5 Settlement Classes is December 20, 2022. As of November 16, 2022, the website had received visits from 3,148,634 unique visitors, the automated toll-free helpline has received 46,072 calls totaling 266,172

minutes, and, Epiq has fielded 14,127 live calls from potential settlement class members. Pinkerton Decl. ¶¶ 6-7. Yet, as of November 16, 2022, Settlement Class Counsel have received no objections to the Round 5 Settlements, proposed Plan of Allocation for the Round 5 Settlements, or requests for exclusion from any of the Round 5 Settlements. *Id.* ¶¶ 16-17.

The absence of any objections, to date, from members of the Round 5 Settlement Classes supports the adequacy of the Round 5 Settlements. *See, e.g., Stoetzner v. U.S. Steel Corp.*, 897 F.2d 115, 118-19 (3d Cir. 1990) (holding that objections by about 10% of class “strongly favors settlement”); *TBK Partners, Ltd. v. W. Union Corp.*, 675 F.2d 456, 458, 462 (2d Cir. 1982) (approving settlement despite objections of large number of class members); *In re Auto. Refinishing Paint Antitrust Litig.*, 617 F. Supp. 2d 336, 342 (E.D. Pa. 2007) (“The fact that an overwhelming majority of the Class did not file objections is a significant element to consider in determining the overall fairness of the settlements.”); *Taifa v. Bayh*, 846 F. Supp. 723, 728 (N.D. Ind. 1994) (approving class settlement despite objections from more than 10% of class). To the extent any objections are received after the filing of this motion, Settlement Class Counsel will address those objections separately.

E. The Round 5 Settlements Are Consistent with the Public Interest

“[T]here is a strong public interest in encouraging settlement of complex litigation and class action suits because they are notoriously difficult and unpredictable and settlement conserves judicial resources.” *Cardizem*, 218 F.R.D. at 530 (quotation omitted). The private enforcement of the antitrust laws is facilitated by the Round 5 Settlements, which provides a recovery of over three million dollars to consumers and other end-payors.

F. The Round 5 Settlements Are the Result of Thorough Arm’s-Length Negotiations Conducted by Highly Experienced Counsel

There is a presumption that settlement negotiations were conducted in good faith and that the resulting agreement was reached without collusion unless there is contrary evidence. *Packaged Ice*, 2011 WL 717519, at *12. The Round 5 Settlements here were reached after adversarial litigation and, with respect to Bosal, after contentious discovery. The negotiations leading to the Round 5 Settlements were conducted entirely at arm’s length, and often took many months of hard bargaining to arrive at agreements. *See* Joint Decl. ¶ 12. The Round 5 Settlements were negotiated in good faith, with counsel on each side zealously representing the interests of their clients.

II. Notice of the Round 5 Settlements Satisfied Rule 23(e) and Due Process

Under Rule 23, “[t]he court must direct notice in a reasonable manner to all class members who would be bound by the [proposed settlement].” Fed. R. Civ. P.

23(e)(1). In Rule 23(b)(3) actions, “the court must direct to class members the best notice that is practicable under the circumstances, including individual notice to all members who can be identified through reasonable effort.” Fed. R. Civ. P. 23(c)(2)(B). Due process requires that absent class members be provided the best notice practicable, reasonably calculated to apprise them of the pendency of the action, and affording them the opportunity to opt out or object. *Phillips Petroleum Co. v. Shutts*, 472 U.S. 797, 812 (1985); *UAW*, 497 F.3d at 629. The “best notice practicable” standard does not require actual notice, nor does it require direct notice when class members’ individual addresses are not readily available or where it is otherwise impracticable. *Fidel v. Farley*, 534 F.3d 508, 514 (6th Cir. 2008); MANUAL FOR COMPLEX LITIGATION § 21.311, at 288 (4th Ed. 2004). The mechanics of the notice process “are left to the discretion of the court subject only to the broad ‘reasonableness’ standards imposed by due process.” *Grunin v. Int’l House of Pancakes*, 513 F.2d 114, 121 (8th Cir. 1975).

The Round 5 Notice Program was multi-faceted and utilized multiple means of communication. The Round 5 Notice Program used both paid and earned media. Stephansky Decl. ¶¶ 5, 7. It included the following elements: (1) individual notice, *id.* ¶ 3; (2) online media efforts through targeted and Internet advertising on various websites, social media sites, and search engines, *id.* ¶¶ 4-5; (3) earned media efforts through a multimedia news release, press releases, and media outreach, *id.* ¶ 6; and

(4) a dedicated settlement website, *id.* ¶ 8. This notice program satisfies the requirements of Rule 23 and due process. *See Packaged Ice*, 2011 WL 717519, at *14; *Sheick*, 2010 WL 4136958, at *11-12.

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

That standard is met here. The Round 5 Notice Program contained both a short and long form notice (together, “Notices”). The Notices were written in simple, plain language to encourage readership and comprehension, and no important information was omitted or missing. *See Stephansky Decl.* ¶ 9. The Notices provided substantial information, including background on the issues in the case, a description of the Plan of Allocation, and specific instructions for members of the Round 5 Settlement Classes to follow to properly exercise their rights, such as their right to opt out or to object to the Round 5 Settlements or Plan of Allocation. *See id.*

III. The CAFA Notice Requirement Has Been Satisfied by Each of the Round 5 Settling Defendants

The Class Action Fairness Act, 28 U.S.C. § 1711 *et seq.* (“CAFA”), requires settling defendants to serve notice of a proposed settlement on the appropriate state and federal officials after a proposed class action settlement is filed with the court. 28 U.S.C. § 1715(b). All of the Round 5 Settling Defendants have provided Settlement Class Counsel with written notice that they have satisfied the CAFA notice requirement. Joint Decl. ¶ 22.

IV. The Court Should Certify the Round 5 Settlement Classes

In its preliminary approval orders, the Court found that Rule 23’s requirements were met and provisionally certified each of the Round 5 Settlement Classes. It is well-established that a class may be certified for purposes of settlement. *See, e.g., Amchem Prods., Inc. v. Windsor*, 521 U.S. 591 (1997). The settlement class must meet the requirements of Rule 23(a) and at least one subsection of Rule 23(b). *In re Whirlpool Corp. Front-Loading Washer Prods. Liab. Litig.*, 722 F.3d 838, 850-51 (6th Cir. 2013). Previously, the Court gave final approval and certified the substantially similar settlement classes relating to the Round 1, Round 2, Round 3, and Round 4 Settlements. *See* Round 1 Final Approval Order; Round 2 Final Approval Order; Round 3 Final Approval Order; and Round 4 Final Approval Order. The Court should reach the same result here.

A. The Round 5 Settlement Classes Satisfy Rule 23(a)

Rule 23(a) is satisfied if: (1) the class is so numerous that joinder of all members is impracticable; (2) there are questions of law and fact common to the class; (3) the claims or defenses of the representative parties are typical of the claims or defenses of the class; and (4) the representative parties will fairly and adequately protect the interest of the class. *Griffin*, 2013 WL 6511860, at *6. The Round 5 Settlement Classes meet all of the requirements of Rule 23(a).

1. Numerosity

To establish numerosity, a class representative need only show that joining all members of the potential class is extremely difficult or inconvenient. *Golden v. City of Columbus*, 404 F.3d 950, 965 (6th Cir. 2005). Courts in the Sixth Circuit have recognized that “more than several hundred” class members can satisfy numerosity based simply on the number of potential litigants. *Bacon v. Honda of Am. Mfg., Inc.*, 370 F.3d 565, 570 (6th Cir. 2004). Here, there are many tens of thousands of members of the Round 5 Settlement Classes, including persons and entities, geographically distributed throughout the United States. Thus, joinder would be impracticable, and numerosity is easily present in the Actions.

2. Commonality

Commonality requires only “one issue whose resolution will advance the litigation by affecting a significant number of the proposed class.” *In re Foundry Resins Antitrust Litig.*, 242 F.R.D. 393, 404 (S.D. Ohio 2007), *abrogated on other*

grounds by In re Behr Dayton Thermal Prod., LLC, No. 3:08-CV-326, 2015 WL 13651286, at *4 (S.D. Ohio Feb. 27, 2015). “Price-fixing conspiracy cases by their very nature deal with common legal and factual questions about the existence, scope, and extent of the alleged conspiracy.” *Id.* at 405; *see also In re TFT-LCD (Flat Panel) Antitrust Litig.*, 267 F.R.D. 583, 593 (N.D. Cal. 2010) (“Where an antitrust conspiracy has been alleged, courts have consistently held that the very nature of a conspiracy antitrust action compels a finding that common questions of law and fact exist.”) (internal citation omitted).

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

illegal behavior and whether the conduct caused injury to the Class Members”). Accordingly, the commonality element is satisfied here.

3. Typicality

Typicality is satisfied when “the claims or defenses of the representative parties are typical of the claims or defenses of the class.” Fed. R. Civ. P. 23(a)(3). “In the antitrust context, typicality is established when the named plaintiffs and all class members alleged the same antitrust violations by defendants.” *Foundry Resins*, 242 F.R.D. at 405. In these cases, EPPs and the absent class members are all alleged victims of the alleged conspiracies to fix prices, rig bids, and allocate the market and customers for Hydraulic Braking Systems, Electronic Braking Systems, and/or Exhaust Systems. The same evidence will prove the Round 5 Settling Defendants’ liability, and whether the Round 5 Settling Defendants’ conduct resulted in unlawful overcharges to EPPs. *See Packaged Ice*, 2011 WL 717519, at *6 (holding that “even if there are factual distinctions among named and absent class members,” typicality is met when “all Class Members’ claims arise from the same course of conduct, *i.e.* a conspiracy to allocate markets in violation of the Sherman Act”).

4. Adequacy

Finally, the representative parties must “fairly and adequately protect the interests of the class.” Fed. R. Civ. P. 23(a)(4). This requires the class representatives to “have common interests with unnamed members of the class” and to “vigorously

prosecute the interests of the class through qualified counsel.” *Foundry Resins*, 242 F.R.D. at 407.

There are no conflicts between EPP class representatives and the members of the Round 5 Settlement Classes because they all have the same interest in establishing liability as a result of their purchases or leases of Vehicles or purchases of replacement parts. *See Packaged Ice*, 2011 WL 717519, at *6 (“Plaintiffs’ interests are aligned with the Class Members because they all possess the same interests and have suffered the same type of injury and the class is represented by competent and experienced Class Counsel.”). EPP class representatives and the members of the Round 5 Settlement Classes also share a common interest in obtaining the equitable relief obtained from all of the Round 5 Settling Defendants with the exception of Bosal.

Courts also must examine the capabilities and resources of class counsel to determine whether they will provide adequate representation to the class under Federal Rule of Civil Procedure 23(g). *Foundry Resins*, 242 F.R.D. at 407. Here, EPPs are represented by counsel with extensive experience in antitrust and class action litigation. They have vigorously prosecuted the claims of the Round 5 Settlement Classes, and they will continue to do so through all phases of the litigation, including trial. *See Marcus v. Dep’t of Revenue*, 206 F.R.D. 509, 512 (D. Kan. 2002) (“In absence of evidence to the contrary, courts will presume the

proposed class counsel is adequately competent to conduct the proposed litigation.”). The Court appointed Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP, and Susman Godfrey L.L.P. as Interim Co-Lead Class Counsel on behalf of EPPs in all actions coordinated as part of the *Auto Parts Litigation*. Leadership Orders, *Auto Parts Master Docket*, 2:12-md-02311, ECF Nos. 65, 271. The Court also appointed these same firms as Settlement Class Counsel in each of the orders preliminarily approving the Settlement Agreements (see Order Granting Preliminary Approval of Settlement with TRW at ¶ 7, *Hydraulic Braking Systems*, 2:21-cv-04503, ECF No. 1; Order Granting Preliminary Approval of Settlement with Bosch at ¶ 7, *id.*, ECF No. 2; Order Granting Preliminary Approval of Settlement with Bosch at ¶ 7, *Electronic Braking Systems*, 2:21-cv-04403, ECF No. 1; Order Granting End-Payor Plaintiffs’ Motion for Preliminary Approval of Proposed Settlement with Bosal Industries Georgia, Inc. and Bosal USA, Inc. and Provisional Certification of Settlement Class at ¶ 7, *Exhaust Systems*, 2:16-cv-03703, ECF No. 201), and appointed them as Settlement Class Counsel in its orders granting final approval of the Round 1 Settlements, Round 2 Settlements, Round 3 Settlements, and Round 4 Settlements. *See, e.g.*, Round 1 Final Approval Order at 26; Round 2 Final Approval Order at 25; Round 3 Final Approval Order at 21-22; Round 4 Final Approval Order at 21. For the same reasons, the Court should confirm their appointment as Settlement Class Counsel here.

B. The Round 5 Settlement Classes Satisfy Rule 23(b)(3)

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

1. Predominance

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

Common questions must predominate, but they do not have to be dispositive of the litigation. *Id.* “[T]he mere fact that questions peculiar to each individual member of the class action remain after the common questions of the defendant’s

liability have been resolved does not dictate the conclusion that a class action is impermissible.” *Cason-Merenda v. VHS of Mich., Inc.*, 296 F.R.D. 528, 535 (E.D. Mich. 2013) (quotation omitted). “Rule 23(b)(3) requires a showing that *questions* common to the class predominate, not that those questions will be answered, on the merits, in favor of the class.” *Amgen, Inc. v. Conn. Ret. Plans & Tr. Funds*, 133 S. Ct. 1184, 1191 (2013) (emphasis in original).

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

the fact that damages calculation may involve individualized issues does not defeat predominance).

Here, the same sets of core operative facts and theories of liability apply to all the Round 5 Settlement Classes' claims. Whether the Settling Defendants entered into illegal agreements to artificially fix prices of Hydraulic Braking Systems, Electronic Braking Systems and Exhaust Systems is a question common to all members of the Round 5 Settlement Classes because it is an essential element of proving an antitrust violation. Common questions also include whether, if such an agreement was reached, the Round 5 Settling Defendants violated the antitrust laws, and whether their acts caused anticompetitive effects. *See, e.g., Packaged Ice*, 2011 WL 717519, at *6. If EPPs and the absent class members brought individual actions, they would each have to prove the same claims in order to establish liability. For settlement purposes, common issues predominate here.

2. Superiority

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

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

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

The *Auto Parts Litigation* has been centralized in this Court. As of November 17, 2022, no members of the Round 5 Settlement Classes have thus far requested exclusion from the Round 5 Settlement Classes. Thus, consideration of the factors listed in subsections (A), (B), and (C) demonstrates the superiority of the Settlement Classes. The last factor, meanwhile, is irrelevant because the potential difficulties in managing a trial are extinguished by the fact of settlement. *Amchem*, 521 U.S. at 620. In addition, the scope and complexity of the *Auto Parts Litigation*—and as a result, the cost to litigate these claims—is enormous. The Round 5 Settlement Classes are largely comprised of individual consumers who purchased or leased a new Vehicle or purchased a replacement part, none of whom could rationally be expected to spend the millions of dollars necessary to pursue their claims resulting from the unlawful overcharges. *See Paper Sys. Inc. v. Mitsubishi Corp.*, 193 F.R.D. 601, 605 (E.D. Wis. 2000) (“Given the complexities of antitrust litigation, it is not obvious that all members of the class could economically bring suits on their own.”). Even if class members could afford individual litigation, however, that leaves the alternatives to the Settlement Classes as a multiplicity of separate lawsuits at high cost to the judicial system and private litigants, or no recourse for many class members for whom the cost of pursuing individual litigation would be prohibitive. *See In re Flonase Antitrust Litig.*, 284 F.R.D. 207, 234 (E.D. Pa. 2012); *In re NASDAQ Market-Makers Antitrust Litig.*, 169 F.R.D. 493, 527 (S.D.N.Y. 1996).

Thus, certification of the Settlement Classes is superior to the alternatives in this litigation.

Conclusion

For the foregoing reasons, Settlement Class Counsel respectfully request that the Court: (1) grant final approval of the Round 5 Settlements; (2) grant final certification of the Round 5 Settlement Classes for settlement purposes only; and (3) confirm the appointment of Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP, and Susman Godfrey L.L.P. as Settlement Class Counsel for the Round 5 Settlements.

Dated: November 18, 2022

Respectfully submitted,

/s/ William V. Reiss

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CERTIFICATE OF SERVICE

I hereby certify that on November 18, 2022, 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/ William V. Reiss _____

William V. Reiss

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

IN RE AUTOMOTIVE PARTS
ANTITRUST LITIGATION

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

IN RE EXHAUST SYSTEMS
IN RE ELECTRONIC BRAKING
SYSTEMS
IN RE HYDRAULIC BRAKING
SYSTEMS

Case No. 2:16-cv-03703
Case No. 2:21-cv-04403
Case No. 2:21-cv-04503

THIS DOCUMENT RELATES TO:
End-Payor Actions

**JOINT DECLARATION OF WILLIAM V. REISS, ADAM J. ZAPALA, AND
MARC M. SELTZER IN SUPPORT OF END-PAYOR PLAINTIFFS'
MOTION FOR AN ORDER GRANTING FINAL APPROVAL OF THE
ROUND 5 SETTLEMENTS**

William V. Reiss, Adam J. Zapala, and Marc M. Seltzer jointly declare as follows:

1. William V. Reiss is an attorney licensed to practice law in the State of New York, and a partner at the law firm of Robins Kaplan LLP. Adam J. Zapala is an attorney licensed to practice law in the State of California and a partner at the law firm of Cotchett, Pitre & McCarthy, LLP. Marc M. Seltzer is an attorney licensed to practice law in the State of California and a partner at the law firm of Susman Godfrey L.L.P. They are each admitted to practice before this Court, and collectively they serve as Interim Co-Lead Class Counsel and Settlement Class Counsel for the End-Payor Plaintiffs (“EPPs”) in *In re Automotive Parts Antitrust Litigation*, MDL No. 12-md-02311 (“*Auto Parts Litigation*”).

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

The Action

3. The EPPs in the *Auto Parts Litigation* are persons or entities who purchased or leased a qualifying new Vehicle¹ in the U.S. (not for resale), which contains one or more of the automotive parts that EPPs contend were the subject of illegal bid rigging and price-fixing (“Settled Parts”) or indirectly purchased one or

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

more of the Settled Parts as a replacement part, which were manufactured or sold by a Defendant, any current or former parent, subsidiary, or affiliate of a Defendant or any named co-conspirator of a Defendant. EPPs have alleged that the Defendants in the *Auto Parts Litigation*, who are some of the largest automotive parts manufacturers in the world, conspired with each other and other co-conspirators to fix the price of, rig bids for, and allocate the markets of automotive parts incorporated into new Vehicles manufactured by automobile manufacturers.

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

5. After complaints were filed alleging conspiracies to fix prices of additional component parts, including *Instrument Panel Clusters* (Case No. 2:12-cv-00200), *Heater Control Panels* (Case No. 2:12-cv-00400), and *Fuel Senders* (Case No. 2:12-cv-00300), the Judicial Panel determined that including all actions involving alleged price-fixing in the automotive parts industry in MDL No. 2311 would result in the most efficient handling of the litigation. The additional

component part cases were transferred to this Court for coordinated pretrial proceedings, and *In re Automotive Wire Harness Systems Antitrust Litigation* was renamed *In re: Automotive Parts Antitrust Litigation*. To date, more than 40 class action antitrust price-fixing cases involving over 165 defendants have been filed with the Court.

6. On March 23, 2012, the Court appointed Cotchett, Pitre & McCarthy, LLP, Robins Kaplan LLP,² and Susman Godfrey L.L.P. as Interim Co-Lead Class Counsel in the *Wire Harness* action and made the same appointment on August 7, 2012, for all the other automotive parts antitrust cases. *See* Master File No. 2:12-md-2311, ECF No. 65, Order Granting End-Payor Plaintiffs' Application for Appointment of Interim Co-Lead Class Counsel and Liaison Counsel, and ECF No. 271, Case Management Order No. 3.

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

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

services on behalf of the proposed EPP classes:

- Performing extensive research into the worldwide automotive parts industry, as well as the federal antitrust laws and the antitrust, consumer protection, and unjust enrichment laws of at least 30 states and the District of Columbia;
- Researching and drafting 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 Settlement Class Counsel and the attorneys working with them were required to translate) produced by Defendants;
- Drafting and coordinating discovery with all Plaintiff groups against over 100 Defendants, as well as preparing and arguing numerous contested discovery motions;
- Meeting with Defendants' counsel in connection with factual proffers obtained pursuant to the cooperation provisions of settlement agreements or the Antitrust Criminal Penalty Enhancement Reform Act, and interviewing key witnesses from various Defendant groups, including abroad and in federal prison in the United States;
- Coordinating the actions of EPPs, and sometimes of all Plaintiff groups, with the United States Department of Justice ("DOJ");

- Obtaining, analyzing and producing thousands of pages of documents and data from more than 50 EPP class representatives, and responding to multiple rounds of detailed Interrogatories propounded by more than 10 separate sets of Defendant groups;
- Spearheading the drafting and negotiation of written discovery, discovery plans, protocols, and stipulations with Defendant and different Plaintiff groups;
- Exchanging information and coordinating with counsel for Direct Purchaser Plaintiffs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and State Attorneys General regarding various case and settlement issues;
- Preparing for and defending more than 50 EPP class representative depositions;
- Preparing for and taking the depositions of more than 190 Defendant witnesses in the U.S. and abroad;
- Participating in or reviewing the results of more than 140 depositions of automotive dealer class representatives and third-parties;
- Meeting and coordinating with economic and industry experts to analyze facts learned through investigation and discovery;
- Working with experts to discuss and craft appropriate damages methodologies in preparation for class certification, motion practice, and computation of class- wide damages for purposes of trial;
- Spearheading a joint effort between EPPs, Automobile Dealer Plaintiffs, Truck and Equipment Dealer Plaintiffs, and Defendants to obtain Original Equipment Manufacturer (“OEM”) discovery, including drafting, serving, and negotiating over 100 subpoenas directed to at least 17 OEM

groups, taking numerous depositions, participating in mediations, drafting and successfully arguing two motions to compel discovery and subsequently drafting both general and OEM- specific orders governing production, and negotiating for months to obtain both upstream and downstream OEM discovery;

- Preparing for class certification motions by, among other things, analyzing tens of thousands of documents and other discovery, conducting numerous depositions and interviews, working closely with experts and economists, and coordinating with both Plaintiff and Defendant groups to obtain essential discovery from OEM families;
- Performing the numerous settlement-related tasks necessary to achieve more than 70 settlements totaling over \$1.2 billion, the largest indirect purchaser recovery in U.S. history. These tasks included analyzing economic evidence and data and formulating settlement demands; engaging in extensive arm's-length negotiations with Defendant groups, dozens of in-person meetings, countless other communications, and in many instances, working with the assistance of outside neutral mediators; negotiating and preparing drafts of settlement agreements; preparing preliminary approval motions and escrow agreements for each settlement; briefing and arguing responses to settlement objections before this Court and on appeal;
- Crafting, in consultation with EPPs' class-notice expert, five extensive notice programs that were approved by the Court, including the most recent class notice program that was approved on August 10, 2022 ("Round 5 Notice Program");
- Responding to objections to the settlements and ensuring the settlements will be available to the classes years earlier than would be the case if litigation against Defendants continued through trial and appeal; and

- Creating an efficient and effective plan of allocation for the settlements, including a methodology for calculating the value of claims under the plan of allocation.

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

Settlement Negotiations and Preliminary Approval

9. Beginning in the fall of 2012, Settlement Class Counsel engaged in arm's-length discussions and negotiations with highly experienced defense counsel regarding the potential resolution of EPPs' claims. Over the next few years, 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 11 settling Defendant families ("Round 1 Settlements"), additional settlements totaling \$379,401,268 between EPPs and 12 settling Defendant families ("Round 2 Settlements"), additional settlements totaling \$432,823,040 between EPPs and 33 settling Defendant families ("Round 3 Settlements"), and additional settlements totaling \$183,958,000³ between EPPs and 17 settling Defendant families ("Round 4 Settlements"),

³ Pursuant to a settlement with the Reorganized TK Holdings Trust ("TKH") in its bankruptcy proceeding, Interim Co-Lead Class Counsel secured a \$53,200,000 authorized claim against TKH, but we expect to receive only a small fraction of

all of which have been finally approved. *See, e.g., Wire Harness*, 2:12-cv-00103, ECF Nos. 497, 512; *Wire Harness*, No. 2:12-cv-00103, ECF No. 576; *Wire Harness*, 2:12-cv-00103, ECF No. 628; *Heater Control Panels*, 12-cv-00403, ECF No. 319.

10. EPPs have now reached three additional settlements with three settling defendant families (“Round 5 Settlements”), making available an additional \$3,152,000 for the benefit of the settlement classes included in the Round 5 Settlements (“Round 5 Settlement Classes”).

11. The Defendants included in the Round 5 Settlements (“Round 5 Settling Defendants”) are:

- a. Bosal Industries Georgia, Inc. and Bosal USA, Inc. (together, “Bosal”);
- b. Robert Bosch GmbH and Robert Bosch LLC (together, “Bosch”);
- c. ZF TRW Automotive Holdings Corp, ZF Friedrichshafen AG, and Lucas Automotive GmbH (collectively, “TRW”).

12. Each of the Round 5 Settlements was negotiated by experienced counsel on all sides. The Round 5 Settlements are the result of arm’s length negotiations by the parties, some of which took months and involved numerous

this amount for distribution to the classes. Because the ultimate settlement amount in connection with the TKH settlement remains undetermined at this time, this figure was not included in Co-Lead Counsel’s calculation of the Round 4 settlement proceeds.

rounds of discussion, and one of which was assisted by both a mediator and the Court-appointed Settlement Master. For each proposed settlement before the Court, counsel on each side were informed by the formal and/or informal discovery obtained to date and their knowledge of the claims and defenses asserted or that would be asserted. The Round 5 Settlements involve three Settled Parts that EPPs contend were the subject of illegal bid rigging and price-fixing. The Round 5 Settling Defendants, relevant cases, and amounts of the Round 5 Settlements are set forth in the following chart:

Auto Parts Round 5 Settlements and Settlement Funds		
Round 5 Settling Defendant	Automotive Parts Case	Settlement Fund
Bosal	Exhaust Systems	\$150,000.00
Bosch	Hydraulic Braking Systems	\$128,112.22
	Electronic Braking Systems	\$2,113,887.78
TRW	Hydraulic Braking Systems	\$760,000.00
	Total	\$3,152,000.00

13. The Court preliminarily approved each of the Round 5 Settlements. *See* Order Granting Preliminary Approval of Settlement with TRW at ¶ 7, *Hydraulic Braking Systems*, 2:21-cv-04503, ECF No. 1; Order Granting Preliminary Approval of Settlement with Bosch at ¶ 7, *id.*, ECF No. 2; Order Granting Preliminary Approval of Settlement with Bosch at ¶ 7, *Electronic Braking Systems*, 2:21-cv-04403, ECF No. 1; Order Granting End-Payor Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with Bosal Industries Georgia, Inc. and Bosal USA, Inc. and Provisional Certification of Settlement Class at ¶ 7, *Exhaust Systems*,

2:16-cv-03703, ECF No. 201.

14. Before entering into substantive settlement negotiations with the Round 5 Settling Defendants, Settlement Class Counsel had substantial information to help them assess the claims and defenses, the strengths of EPPs' claims, and the scope of the conduct at issue for the particular Round 5 Settling Defendants. This information was gathered from multiple sources, including their own investigation, formal and/or informal discovery in these Actions, information provided to the DOJ and other enforcement authorities, cooperating Defendants, and pursuant to their own discussions with the Round 5 Settling Defendants.

15. In particular, Settlement Class Counsel analyzed where available, among other things, the potential affected volumes of commerce attributable to each Round 5 Settling Defendant. Settlement Class Counsel also analyzed, where available, sales and other information from Defendants and third parties, and academic studies regarding cartel overcharges and typical recoveries. Based on this information, Settlement Class Counsel believe that the Round 5 Settlements represent a meaningful recovery for the Round 5 Settlement Classes. It should be noted that the Round 5 Settling Defendants have contended that EPPs suffered no damages at all.

16. As part of these negotiations, Settlement Class Counsel considered, where applicable, the particular Round 5 Settling Defendant's conduct, information regarding the estimated amount of commerce affected by that conduct, and the value

of other settlement terms, including the discovery cooperation offered by the Round 5 Settling Defendant.

17. EPPs have to date settled all cases against all Defendants in the *Auto Parts Litigation*.

18. Collectively and individually, Settlement Class Counsel believe that the Round 5 Settlements are fair, reasonable, and adequate given the merits of the claims and defenses, the risks associated with the litigation, and the certainty provided by settlements and early cooperation in these cases.

19. Settlement Class Counsel believe that the Round 5 Settlements are fair, reasonable, and adequate for the respective settlement classes they represent.

20. On August 10, 2022, the Court granted EPPs' Unopposed Motion for Authorization to Disseminate Notice to the Round 5 Settlement Classes in Connection with the Bosal, Bosch, and TRW Settlements. *See, e.g., Exhaust Systems*, 2:16-cv-03703, ECF No. 203. The Round 5 Notice Program Order: (1) approved the proposed Notice Program, which commenced in October 2022; (2) approved the long form notice, short (publication) form notice (together, "Round 5 Notices"), and the Claim Form; and (3) authorized EPPs to disseminate the Round 5 Notices and Claim Form and notice of the plan of allocation of the settlement proceeds ("Plan of Allocation").

21. Pursuant to the Round 5 Notice Program Order, Settlement Class

Counsel oversaw the efforts of Kinsella Media, LLC (“Kinsella”) and Epiq—the successor to Garden City Group—the court-appointed class notice expert and claims administrator, respectively, to effectuate the Round 5 Notice Program, which includes a website, a toll-free telephone number, direct mail, and paid and earned media efforts. The details of the Round 5 Notice Program are described in the declarations of Brian A. Pinkerton, on behalf of Epiq, and Cristen Stephansky, on behalf of Kinsella, filed concurrently herewith.

22. The Round 5 Settling Defendants have provided EPPs with written notice that they have complied with the notice requirement pursuant to the Class Action Fairness Act of 2005 (“CAFA”), 28 U.S.C. § 1715.

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

Dated: November 18, 2022

/s/ William V. Reiss
William V. Reiss
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**

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 2:12-md-02311 Honorable Sean F. Cox
IN RE EXHAUST SYSTEMS IN RE ELECTRONIC BRAKING SYSTEMS IN RE HYDRAULIC BRAKING SYSTEMS	Case No. 2:16-cv-03703 Case No. 2:21-cv-04403 Case No. 2:21-cv-04503
THIS DOCUMENT RELATES TO: End-Payor Actions	

**DECLARATION OF CRISTEN STEPHANSKY ON IMPLEMENTATION
OF THE ROUND 5 NOTICE PROGRAM**

I, Cristen Stephansky hereby declare as follows:

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

2. I submit this declaration in connection with the above referenced matter, *In re Automotive Parts Antitrust Litigation*. I previously submitted a declaration describing the Round 5 Notice Program (“Notice Program Declaration”).

The Court subsequently approved the Round 5 Notice Program on August 10, 2022. This declaration confirms the Round 5 Notice Program was implemented by Kinsella and Epiq.

NOTICE PROGRAM COMPONENTS

INDIVIDUAL NOTICE

3. As set forth in the “Declaration of Brian A. Pinkerton Regarding Dissemination of Round 5 Notice and Settlement Administration” (“Pinkerton Declaration”), beginning October 18, 2022, the Settlement Administrator, Epiq, sent an email to individuals who filed a claim or previously registered on the Settlement Website, www.AutoPartsClass.com, and who provided a valid email address. The email notified potential members of the settlement classes (“Settlement Class Members”) about the Round 5 Settlements and directed them to visit the website to read updated information or file a claim. Beginning October 18, 2022, Epiq mailed a postcard to potential Settlement Class Members who provided only a mailing address and those whose attempted email alert bounced back as undeliverable.

PAID MEDIA

4. The Round 5 Notice Program used targeted internet advertising to provide Settlement Class Members with additional notice opportunities beyond the mailing. When visitors clicked on the banner advertisement, they were connected directly to the Settlement Website.

5. Targeted banner advertisements appeared on different ad networks and publisher websites and through Facebook and Instagram starting October 24, 2022 and will run through November 20, 2022. Banner ads were targeted to reach car owners; individuals interested in automotive topics, car parts, or repair; individuals who purchased automotive products and aftermarket accessories; and individuals who clicked on banner ads for the prior notice programs or previously visited the Settlement Website. As of November 16, 2022, the banner advertisements delivered 15,598,707 total gross impressions¹. Samples of the banner advertisements as they appeared on several websites are attached as **Exhibit 1**.

EARNED MEDIA

6. The Round 5 Notice Program included a press release to supplement the paid media program. The press release was distributed on PR Newswire's US1 national wire on October 18, 2022. The release generated 298 postings of the full text of the release and received 2,477 views, 672 click-throughs, and 1 share. A total of 102 journalists viewed the press release. Information about the Settlement appeared in media outlets, such as AP News, MarketWatch, and Markets Insider. The press release included a message that highlighted the Settlement details,

¹ *Gross impressions* are the total number of times a form of media containing the Notice was shown. This figure does not represent the total number of unique viewers of the Notice, as some viewers/readers will have the opportunity to see the Notice in more than one media vehicle.

provided information for potential class members, and featured the toll-free telephone number and website address.

7. Starting October 24, 2022, Kinsella implemented sponsored keywords and phrases with all major search engines, including: Google AdWords, Bing (Microsoft Advertising), and their search partners. When a user searched for one of the specified search terms or phrases, sponsored links appeared on the results page. Sponsored keyword ads will run through November 20, 2022.

OTHER

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

9. The Notices were designed to increase noticeability and comprehension, and no important information was omitted or missing. The Publication Notice was worded with simple, plain language text to encourage readership. The Long Form Notice was designed to be reader-friendly and was organized in a question and answer format to help Settlement Class Members find answers to common questions. The Long Form Notice provided substantial information, including specific instructions Settlement Class Members needed to follow to properly exercise their rights, background on the issues in the case, and a

description of the Plan of Allocation. The Notices refer readers to the availability of more information via the website or toll-free number.

CONCLUSION

I declare under penalty of perjury that the foregoing is true and correct. Executed in Spotsylvania, VA this 16th day of November 2022.

Cristen Stephansky

Cristen Stephansky

EXHIBIT 1

SparkNotes

What's on SparkNotes



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The full text of all the plays,
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1

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Audrey Worboys

QUIZ



2

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Anjali Patel

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Money →

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 2:12-md-02311 Honorable Sean F. Cox
IN RE EXHAUST SYSTEMS IN RE ELECTRONIC BRAKING SYSTEMS IN RE HYDRAULIC BRAKING SYSTEMS	Case No. 2:16-cv-03703 Case No. 2:21-cv-04403 Case No. 2:21-cv-04503
THIS DOCUMENT RELATES TO: End-Payor Actions	

**DECLARATION OF BRIAN A. PINKERTON REGARDING
DISSEMINATION OF ROUND 5 NOTICE AND SETTLEMENT
ADMINISTRATION**

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

1. I am an employee of Epiq Class Action & Claims Solutions, Inc. (“Epiq”) and formerly an Assistant Director at Garden City Group, LLC (“GCG”).

In 2018, Epiq acquired GCG—the Court-appointed Settlement Administrator¹—and became its successor. All references to “Epiq” herein incorporate the work performed while operating as either GCG or Epiq. The following statements are based on my personal knowledge and information provided by other experienced Epiq employees working under my supervision, and, if called on to do so, I could and would testify competently thereto.

2. As the Project Manager for settlements reached by the End-Payor Plaintiffs, I am responsible for the day-to-day supervision and management of the claims-administration process. I am an attorney admitted to practice in the State of Washington and have personally managed dozens of class action settlement administrations, including consumer, wage and hour, and large antitrust class actions. I have extensive experience handling large data sets and developing creative strategies for reviewing and assessing complex data. I have served as the Project Manager on this matter since October 2015, when the Court appointed Epiq to serve as the Settlement Administrator in its Corrected Order Granting End-Payor Plaintiffs’ (“EPPs”) Motion for Authorization to Disseminate Notice to the End-Payor Plaintiff Settlement Classes (“Initial Notice Order”) in connection with the

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

settlements between EPPs and Hitachi Automotive Systems, Ltd. (“HIAMS”), T.RAD Co., Ltd., and T.RAD North America, Inc. (together “T.RAD”). *See, e.g., Alternators*, 2:13-cv-00703, ECF No. 55.

3. I submit this Declaration, in compliance with the Court’s August 10, 2022, Order Granting End-Payor Plaintiffs’ Unopposed Motion for Authorization to Disseminate Notice to the Settlement Classes in Connection with the Bosal, Bosch and TRW Settlements (*See, e.g., Exhaust Systems*, 2:16-cv-03703, ECF No. 203), (the “Round 5 Notice Order”), to update the Parties and the Court about the status of Epiq’s performance of its duties as Settlement Administrator, including updating and maintaining the Settlement Website; handling calls, emails, and written correspondence relating to the Settlements; receiving and reviewing claims; receiving and processing opt-out requests and objections; and disseminating notice to potential members of the Settlement Classes in accordance with the Court’s Round 5 Notice Order.

SETTLEMENT WEBSITE

4. Pursuant to the Initial Notice Order, Epiq established and maintains a website for the Settlements, www.AutoPartsClass.com, to answer frequently asked questions, receive online Claim Form submissions, as well as provide Settlement information and important deadlines to potential members of the Settlement Classes. Users of the Settlement Website can review documents relevant to all of the

Settlements, including the notice documents relating to each round of Settlements, the operative complaint for each class action lawsuit, the Court's orders relating to the Settlements, the plan of allocation, motions and orders regarding attorneys' fees awards, and copies of each of the settlement agreements. A list of the Settling Defendants is also available on the Settlement Website as are a list of the included auto parts, a list of the vehicles that are included in the Rounds 1–4 Settlements, and a list of the vehicles included in the Round 5 Settlements. Members of the Round 5 Settlement Classes can also submit claims on the Settlement Website to participate in the Round 5 Settlements. Class Members who filed a claim in the previous Settlements (Rounds 1 through 4) for qualifying new vehicles or replacement parts that are included in the Round 5 Settlements do not need to submit another claim for those vehicles or replacement parts. However, members of the Settlement Classes who have additional qualifying vehicle or replacement part purchases and those who have not previously submitted a claim for vehicles or parts that are included in the Round 5 Settlements can submit their claims on the website. The Settlement Website has been operational since October 12, 2015, and is accessible 24 hours a day, seven days a week.

5. Pursuant to the Round 5 Notice Order, on October 18, 2022, Epiq updated the Settlement Website so that the homepage, frequently asked questions page, and court documents page, all include information pertaining to the Round 5

Settlements. Epiq also added a list of the vehicles included in the Round 5 Settlements, and published the following documents relating to the Round 5 Settlements on the website: (1) the complaints applicable to the Round 5 Settlements; (2) the settlement agreements with the Round 5 Settling Defendants; (3) the Orders preliminarily approving the Round 5 Settlements; (4) EPPs' Motion for Authorization to Disseminate Notice to the Settlement Classes in Connection with the Bosal, Bosch, and TRW Settlements; (5) the Round 5 Notice Order; (6) the Short-Form Notice; (7) the Long-Form Notice; and (8) the Claim Form. The website also still includes all documents pertaining to the Round 1, Round 2, Round 3, and Round 4 Settlements, which members of the Settlement Class can reference or download. Additionally, Epiq re-activated² the online claim submission form on the website to allow potential members of the Round 5 Settlement Classes to submit claims for the purchase of qualifying new vehicles and replacement parts that are included in the Round 5 Settlements.

6. Epiq will continue to maintain and update the Settlement Website throughout the administration of the Settlements. As of November 16, 2022, the Settlement Website has received 3,774,452 visits from 3,148,634 unique visitors.

///

² The online claim submission form was deactivated on June 19, 2020, following the claim-filing deadline for the Rounds 1-4 Settlements on June 18, 2020.

TOLL-FREE TELEPHONE NUMBER

7. In accordance with the Initial Notice Order, Epiq reserved a designated toll-free telephone number, 1-877-940-5043, in order to accommodate inquiries regarding the Settlements. On October 16, 2015, Epiq made the toll-free hotline operational with an Interactive Voice Response (“IVR”) system. Callers have the ability to listen to important information about the Settlements 24-hours a day, seven days per week. If callers have additional questions or wish to request a copy of the Round 5 Notice or the Claim Form, they also have the ability to speak to a live customer service representative Monday through Friday, between the hours of 9:00 a.m. and 5:00 p.m. Eastern Time. In compliance with the Round 5 Notice Order, on October 18, 2022, Epiq updated the IVR to notify callers of the Round 5 Settlements. As of November 16, 2022, there have been 46,072 calls to the IVR totaling 266,172 minutes. As of November 16, 2022, Epiq has fielded 14,127 live calls from potential members of the Settlement Classes. Epiq will continue to maintain and update the IVR throughout the administration of the Settlements.

DISSEMINATING DIRECT NOTICE

8. As part of its role as Settlement Administrator, Epiq routinely mails copies of the current version of the long form notice to all individuals and businesses who request to have a copy of the notice mailed to them directly.

9. In connection with the Round 1, Round 2, Round 3, and Round 4 Settlements, Epiq mailed 72,030 copies of the prior versions of the long form notice to potential members of the Settlement Classes who registered on the Settlement Website or provided their contact information by contacting the Settlement Administrator directly through other means.

10. As of October 18, 2022, Epiq discontinued mailing previous, old versions of the long form notice, and began mailing the new, updated Round 5 Settlements Long Form Notice to all individuals and businesses who requested to have a copy mailed to them. As of November 16, 2022, Epiq has mailed a total of 153 copies of the Round 5 Settlements Long Form Notice to individuals and businesses who requested a copy by contacting the toll-free number or by contacting the Settlement Administrator through other means. As of November 16, 2022, there are 6 additional individuals and businesses who have requested to receive notice since the last mailing, and Epiq will mail a copy of the Round 5 Settlements Long Form Notice to each of them. A true and correct copy of the Round 5 Settlements Long Form Notice is attached hereto as **Exhibit A**.

11. As of November 16, 2022, Epiq has not received any Round 5 Settlements Long Form Notices returned by USPS without forwarding address information as undeliverable mail. For all notices returned by the USPS without a forwarding address, Epiq compares the undeliverable address against the National

Change of Address (“NCOA”) database maintained by the U.S. Post Office to locate a more current mailing address. When a more current address is located, Epiq re-mails the notice to the updated address.

12. In accordance with the Round 5 Notice Program as modified by the End-Payor Plaintiffs’ Notice of Modification to Notice Program in Connection with the Bosal, Bosch, and TRW Settlements (*see e.g., Hydraulic Braking Systems*, 2:21-cv-04503, ECF No. 7), Epiq’s responsibilities include providing potential members of the Round 5 Settlement Classes who submitted claims to participate in the first four rounds of settlements, or who previously registered to receive settlement updates, with individual notice of the Round 5 Settlements by email or, alternatively, by postcard. In compliance with the Round 5 Notice Order, Epiq provided direct notice of the Round 5 Settlements to all individuals and businesses who had previously registered or filed a claim. Direct notice of the Round 5 Settlements was sent by email where a potentially valid email address was available (“Email Notice”) and by mail to those individuals and businesses who had not provided an email address or whose Email Notice was determined to be undeliverable.

13. On October 18, 2022, Epiq caused the Email Notice (attached hereto as **Exhibit B**) to be sent to each of the 195,219 individuals and businesses who previously registered or filed a claim for whom Epiq had a valid email address. Of those 195,219 Email Notices, 147,912 were delivered. 47,307 Email Notices could

not be delivered for one or more of the following reasons: the email address no longer existed; the email account was closed, inactive, or disabled; the email address had a bad domain name or address error; the recipient's mailbox was full; or the recipient server was busy or unable to deliver.

14. Epiq also prepared and formatted a postcard notice (“Postcard Notice”) to be mailed to individuals and businesses who previously registered or filed a claim for whom Epiq did not have a valid email address or whose attempted Email Notice was undeliverable. Attached hereto as **Exhibit C** is a sample of the Postcard Notice that Epiq disseminated. On October 18, 2022, Epiq disseminated the Postcard Notice to each of the 122,630 individuals and businesses for whom Epiq did not have an email address or whose email address failed validation but did have a valid mailing address. On October 21, 2022, Epiq disseminated the Postcard Notice to an additional 1,428 individuals and businesses whose attempted Email Notice was undeliverable and who had a valid mailing address. Prior to mailing the Postcard Notice Epiq compared the addresses against the NCOA database maintained by the U.S. Post Office and updated the address to the current address where one was located. As of November 16, 2022, Epiq has received 25 Postcard Notices returned by the USPS with forwarding address information. Postcards returned by the USPS with forwarding address information were promptly re-mailed to the updated addresses provided. As of November 16, 2022, Epiq has received 531 Postcard

Notices returned by the USPS without forwarding address information as undeliverable mail.

SETTLEMENT P.O. BOX

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

EXCLUSIONS

16. Pursuant to the Round 5 Notice Order, individuals or businesses who wish to exclude themselves from any or all of the Round 5 Settlement Classes are required to submit a written request for exclusion, received no later than December 20, 2022, to the Settlement Administrator. As of November 16, 2022, Epiq has not received any requests for exclusion from Round 5 Settlements.

OBJECTIONS

17. Pursuant to the Round 5 Notice Order, in order to object to one or more of the Round 5 Settlements or the proposed Plan of Allocation for the Round 5 Settlements, a member of the Round 5 Settlement Classes must submit a written

objection to both the Settlement Administrator and the Court, received no later than December 20, 2022. As of November 16, 2022, Epiq has not received any objections to Round 5 Settlements or the proposed Plan of Allocation for the Round 5 Settlements.

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

Executed this 17th day of November 2022, in Kent, Washington.

A handwritten signature in blue ink, appearing to read "Brian A. Pinkerton", is positioned above a horizontal line.

Brian A. Pinkerton

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 2:12-md-02311 Honorable Sean F. Cox
IN RE EXHAUST SYSTEMS IN RE ELECTRONIC BRAKING SYSTEMS IN RE HYDRAULIC BRAKING SYSTEMS	Case No. 2:16-cv-03703 Case No. 2:21-cv-04403 Case No. 2:21-cv-04503
THIS DOCUMENT RELATES TO: End-Payor Actions	

Index of Exhibits to Pinkerton Declaration

- Exhibit A – Round 5 Settlements Long Form Notice
- Exhibit B – Round 5 Settlements Email Notice
- Exhibit C – Round 5 Settlements Postcard Notice

Exhibit A

If You Bought or Leased a New Vehicle or Indirectly Bought Replacement Parts for a Vehicle in the U.S. Since 2002

You Could Receive \$100 or More From New Settlements Totaling \$3.152 Million

Claims Deadline is January 7, 2023

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

- Please read this Notice and the Settlement Agreements¹ available at www.AutoPartsClass.com carefully. Your legal rights may be affected whether you act or don't act. This Notice is a summary, and it is not intended to, and does not, include all the specific details of each Settlement Agreement. To obtain more specific details concerning the Settlements, please read the Settlement Agreements.
- Separate lawsuits claiming that Defendants in each lawsuit entered into unlawful agreements that artificially raised the prices of certain component parts of qualifying new vehicles (described in Question 7 below) have been settled with 74 groups of Defendants and their affiliates ("Settling Defendants," and each Defendant group is a "Settling Defendant"). Previously, settlements with 73 of the Settling Defendants ("Round 1 Settlements" totaling approximately \$225 million, "Round 2 Settlements" totaling approximately \$379 million, and "Round 3 Settlements" totaling approximately \$433 million, and "Round 4 Settlements" totaling approximately \$184 million) received final Court approval.
- Now, additional Settlements totaling approximately \$3.152 million have been reached with three Settling Defendants.² These Settling Defendants are called the "Round 5 Settling Defendants," and the settlements with them are called the "Round 5 Settlements." The Round 5 Settlements will resolve this litigation in full. This Notice will give you details of those proposed Round 5 Settlements and your rights in these lawsuits.
- Generally, you are included in the Round 5 Settlement Classes if, at any time between 2002 and 2018, depending upon the component part, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale) or (2) indirectly purchased a qualifying vehicle replacement part (not for resale). Indirectly means you bought the vehicle replacement part from someone other than the manufacturer of the part. To find out if your vehicle qualifies, go to www.AutoPartsClass.com.
- As more fully described in Question 9 below, the Round 5 Settling Defendants have agreed to pay approximately \$3.152 million to be made available to members of the Round 5 Settlement Classes who purchased or leased a qualifying new vehicle or indirectly purchased a qualifying vehicle replacement part in, or while residing or having a principal place of business in, the District of Columbia or one or more of the following States: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. To qualify, vehicles and replacement parts must not have been purchased for resale. This amount will also be used to pay attorneys' fees, costs, and expenses and notice and claims administration costs, as approved by the Court.
- Except Bosal Industries Georgia, Inc. and Bosal USA, Inc., the other Round 5 Settling Defendants also agreed not to engage in the specified conduct that is the subject of the lawsuits for a period of two years from a specified date. All of the Round 5 Settlement Defendants cooperated in the litigation.

¹ "Settlement Agreements" or "Round 5 Settlement Agreements" mean the settlement agreements with the Round 5 Settling Defendants.

² Two of the three Round 5 Settling Defendants settled claims related to different automotive parts in earlier settlement rounds.

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

YOUR LEGAL RIGHTS AND OPTIONS		
SUBMIT A CLAIM	<p>The only way to get a payment from the Round 5 Settlements.</p> <p>If you already filed a claim in the previous Settlements (Rounds 1 through 4) for qualifying new vehicles or replacement parts that are included in the Round 5 Settlements, you do not need to submit another claim for those vehicles or replacement parts. To qualify, vehicles and replacement parts must not have been purchased for resale. You should submit a claim if you have additional qualifying vehicles or replacement parts to report or if you have not previously submitted a claim for qualifying new vehicles or replacement parts that are included in the Round 5 Settlements.</p> <p>The deadline for submitting claims to share in the previous settlements (Rounds 1 through 4) has passed. You are no longer able to submit a claim for payment from the Settlements in Rounds 1 through 4.</p>	January 7, 2023
EXCLUDE YOURSELF	You will not be included in the Settlement Classes for the Round 5 Settlements from which you exclude yourself. You will receive no benefits from those Round 5 Settlements, but you will keep any rights you currently have to sue these Round 5 Settling Defendants about the claims in the Round 5 Settlement Classes from which you exclude yourself.	December 20, 2022
DO NOTHING	You will be included in the Settlement Classes for the Round 5 Settlements and are eligible to file a claim for a payment (if you qualify). If you do not file a claim for a payment by January 7, 2023 , and you did not previously file a claim for qualifying new vehicles or replacement parts included in the Round 5 Settlements, you will not receive a payment from the Round 5 Settlements. You will give up your rights to sue the Round 5 Settling Defendants about the claims in these cases.	
OBJECT TO THE SETTLEMENTS AND PROPOSED PLAN OF ALLOCATION	If you do not exclude yourself, you can write to the Court explaining why you disagree with any of the Round 5 Settlements, the proposed Plan of Allocation, or any future request for attorneys' fees and reimbursement of costs and expenses to be awarded.	December 20, 2022
GO TO THE HEARING	If you submit a written objection, you may ask to speak in Court about your opinion of the Round 5 Settlements.	January 12, 2023, at 2:00 p.m.

- These rights and options—and the deadlines to exercise them—are explained in this Notice.
- The Court in charge of these cases still has to decide whether to finally approve the Round 5 Settlements. Payments will only be made if the Court approves the Round 5 Settlements and the proposed Plan of Allocation, and after any appeals are resolved.

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

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

BASIC INFORMATION

1. WHY IS THERE A NOTICE?

This Notice is to inform you about the Round 5 Settlements reached in this litigation, before the Court decides whether to finally approve these Settlements.

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

Previously, you may have received notice about the Settlements in Rounds 1 through 4. The Round 1 Settlements received final approval from the Court, as amended, on August 9, 2016. The Round 2 Settlements received final approval from the Court on July 10, 2017. The Round 3 Settlements received final approval from the Court on November 7, 2018. The Round 4 Settlements received final approval from the Court on September 23, 2020.

Round 5 Settlements have now been reached with three Defendant groups, which is why there is another Notice. This is the final round of Settlements in this litigation. This Notice explains the lawsuits, proposed Round 5 Settlements, the proposed Plan of Allocation, and your legal rights, including your ability to file a claim to receive a payment (if eligible).

2. WHAT ARE THESE LAWSUITS ABOUT?

Each lawsuit claims that the Defendants in that lawsuit agreed to unlawfully raise the price of a certain kind of vehicle component part. (For example, one lawsuit is called *In re: Exhaust Systems*, and the affected product is exhaust systems.) As a result of the alleged agreements by Defendants, consumers and businesses who purchased or leased qualifying new vehicles (not for resale) containing those parts or who indirectly purchased qualifying replacement parts (not for resale) from the Defendants may have paid more than they should have. Although the Round 5 Settling Defendants have agreed to settle, they do not agree that they engaged in any wrongdoing or are liable or owe any money or benefits to Plaintiffs. The Court has not decided who is right.

3. WHO ARE THE ROUND 5 SETTLING DEFENDANTS?

The Round 5 Settling Defendants are

1. Bosal USA, Inc. and Bosal Industries-Georgia, Inc. (together “Bosal”),
2. Robert Bosch GmbH and Robert Bosch LLC (together “Bosch”)³, and
3. ZF TRW Automotive Holdings Corp, ZF Friedrichshafen AG (into which TRW KFZ Ausrüstung GmbH merged), and Lucas Automotive GmbH (now known as ZF Active Safety GmbH) (together “TRW”)⁴.

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

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

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

³ Previously, Bosch settled lawsuits related to Fuel Injection Systems, Spark Plugs, Starters, and Windshield Wiper Systems.

⁴ Previously, TRW settled lawsuits related to Occupant Safety Restraint Systems.

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

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

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

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

1. Aisan Industry Co., Ltd.; Franklin Precision Industry, Inc.; Aisan Corporation of America; and Hyundam Industrial Co., Ltd.,
2. ALPHA Corporation and Alpha Technology Corporation,
3. Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; and Alps Automotive Inc.,
4. Robert Bosch GmbH and Robert Bosch LLC,
5. Bridgestone Corporation and Bridgestone APM Company,
6. Calsonic Kansei Corporation and Calsonic Kansei North America, Inc.,
7. Chiyoda Manufacturing Corporation and Chiyoda USA Corporation,
8. Continental Automotive Electronics LLC; Continental Automotive Korea Ltd; and Continental Automotive Systems, Inc.,
9. Diamond Electric Mfg. Co., Ltd. and Diamond Electric Mfg. Corporation,
10. Eberspächer Exhaust Technology GmbH & Co. KG and Eberspächer North America Inc.,
11. Faurecia Abgastechnik GmbH; Faurecia Systèmes d'Échappement; Faurecia Emissions Control Technologies, USA, LLC; and Faurecia Emissions Control Systems, N.A. LLC f/k/a Faurecia Exhaust Systems, Inc.,
12. Hitachi Automotive Systems, Ltd.,
13. Hitachi Metals, Ltd.; Hitachi Cable America Inc.; and Hitachi Metals America, Ltd.,
14. INOAC Corporation; INOAC Group North America, LLC; and INOAC USA Inc.,
15. JTEKT Corporation; JTEKT Automotive North America, Inc.; and JTEKT North America Corp. (formerly d/b/a Koyo Corporation of U.S.A.),
16. Kiekert AG and Kiekert U.S.A., Inc.,
17. Koito Manufacturing Co., Ltd. and North American Lighting, Inc.,
18. MAHLE Behr GmbH & Co. KG and MAHLE Behr USA Inc.,
19. MITSUBA Corporation and American Mitsuba Corporation,
20. Nachi-Fujikoshi Corp. and Nachi America Inc.,
21. NGK Insulators, Ltd. and NGK Automotive Ceramics USA, Inc.,
22. NGK Spark Plug Co., Ltd. and NGK Spark Plugs (U.S.A.), Inc.,
23. Nishikawa Rubber Company, Ltd.,
24. NTN Corporation and NTN USA Corporation,
25. Sanden Automotive Components Corporation; Sanden Automotive Climate Systems Corporation; and Sanden International (U.S.A.) Inc.,
26. SKF USA Inc.,
27. Stanley Electric Co., Ltd.; Stanley Electric U.S. Co., Inc.; and II Stanley Co., Inc.,
28. Tenneco Inc.; Tenneco GmbH; and Tenneco Automotive Operating Co., Inc.,
29. Toyo Tire & Rubber Co. Ltd.; Toyo Tire North America OE Sales LLC; and Toyo Automotive Parts (U.S.A.), Inc.,
30. Usui Kokusai Sangyo Kaisha, Ltd. and Usui International Corporation,
31. Valeo S.A.,
32. Yamada Manufacturing Co. Ltd. and Yamada North America, Inc., and
33. Yamashita Rubber Co., Ltd. and YUSA Corporation.

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

The following companies previously agreed to the Round 4 Settlements in the lawsuits:

1. Brose SchlieBsysteme GmbH & Co. Kommanditgesellschaft and Brose North America,
2. Corning International Kabushiki Kaisha and Corning Incorporated,
3. Delphi Technologies PLC and Delphi Powertrain Systems, LLC,
4. Green Tokai Co., LTD.,
5. Keihin Corporation and Keihin North America, Inc.,
6. KYB Corporation (f/k/a Kayaba Industry Co. Ltd) and KYB Americas Corporation,
7. Maruyasu Industries Co., Ltd. and Curtis Maruyasu America, Inc.,
8. Meritor, Inc. f/k/a ArvinMeritor, Inc.,
9. Mikuni Corporation,
10. Mitsubishi Heavy Industries America, Inc. and Mitsubishi Heavy Industries Climate Control, Inc.,
11. Panasonic Corporation and Panasonic Corporation of North America,
12. Sanoh Industrial Co., Ltd. and Sanoh America, Inc.,
13. Showa Corporation and American Showa, Inc.,
14. Reorganized TK Holdings Trust,
15. Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.,
16. Toyo Denso Co., Ltd. and Weastec, Inc., and
17. Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corporation; TG Kentucky, LLC; TG Missouri Corp.; and TG Fluid Systems USA Corporation.

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

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

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

The Court has given final approval to the Round 4 Settlements. *See* Order Granting Final Approval to the Round 4 Settlements (September 23, 2020) (available on www.AutoPartsClass.com, under the “Court Documents” tab, in the “Final Approval” section).

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

5. WHAT VEHICLE PARTS ARE INCLUDED?

The Round 5 Settlements generally include the vehicle component parts listed below. The specific definitions of the vehicle component parts are available in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are available on www.AutoPartsClass.com or by calling 1-877-940-5043.

- **Electronic Braking Systems** prevent cars from skidding by providing electronic stability controls when braking (anti-lock braking system or “ABS”) or under all driving conditions (electronic stability control or “ESC”).
- **Exhaust Systems** are systems of piping and other parts that convey noxious exhaust gases away from the passenger compartment and reduce the level of pollutants and engine exhaust noise emitted. An Exhaust System includes one or more of the following components: manifold, flex pipes, catalytic converter, oxygen sensor, isolator/gasket/clamps, resonator assemblies/pipe accessories, and muffler/muffler assemblies. An Exhaust System has a “hot end,” which is the part of the Exhaust System that is mounted to the engine, which is generally comprised of a manifold and catalytic converter, and a “cold end,” which is the part of the Exhaust System that is mounted to the underbody of the car, which generally contains a muffler, pipes, and possibly a catalytic converter.
- **Hydraulic Braking Systems** consist of an actuation system and a foundation system. The actuation system is made up of a brake booster and main brake cylinder, while the foundation system is made up of a disc brake with saddle or drum brake and wheel brake cylinder. Hydraulic Braking Systems use fluid to transfer pressure to the vehicle’s braking mechanism, slowing the vehicle.

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

6. WHY ARE THESE CLASS ACTIONS?

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

WHO IS INCLUDED IN THE CLASSES**7. HOW DO I KNOW IF I MAY BE INCLUDED IN THE ROUND 5 SETTLEMENT CLASSES?**

Generally, you may be included in one or more of the Round 5 Settlement Classes if, at any time from 2002 to 2018, you: (1) bought or leased a qualifying new vehicle in the U.S. (not for resale), or (2) indirectly paid to replace one or more of the qualifying vehicle parts listed in Question 5 above (not for resale). In general, qualifying new vehicles include four-wheeled passenger automobiles, vans, sports utility vehicles, crossovers, and pickup trucks.

The specific definition of the qualifying automotive parts, as well as the definition of who is included in the Round 5 Settlement Classes, is set forth in each Settlement Agreement. Each of those Settlement Agreements, and the related Complaints, are available at www.AutoPartsClass.com or by calling 1-877-940-5043.

You will also be able to obtain additional information to learn whether you are a member of one or more of the Round 5 Settlement Classes by visiting www.AutoPartsClass.com and providing details regarding your purchase or lease of a new vehicle or your indirect purchase of a replacement part, calling 1-877-940-5043, or sending an email to info@AutoPartsClass.com. To qualify, vehicles and replacement parts must not have been purchased for resale.

A separate Settlement Class has been preliminarily approved by the Court in each of the following cases settled by the Round 5 Settling Defendants. The time period covered by the Round 5 Settlements for each of the Round 5 Settlement Classes is provided below:

Defendant	Time Period Starts	Time Period Ends	Auto Part(s) Cases
Bosal	January 1, 2002	June 5, 2018	Exhaust Systems
Bosch	September 29, 2010	December 31, 2017	Electronic Braking Systems
	February 13, 2007	December 31, 2017	Hydraulic Braking Systems
TRW	February 13, 2007	December 31, 2017	Hydraulic Braking Systems

Payments to members of the Round 5 Settlement Classes only will be made if the Court approves the Round 5 Settlements and after any appeals from such approval are resolved and in accordance with the proposed Plan of Allocation to distribute the Round 5 Net Settlement Funds (*see* Question 12).

These cases are proceeding as class actions seeking monetary recovery for consumers and businesses in 30 states and the District of Columbia and, except Bosal, for nationwide injunctive relief to stop the Round 5 Settling Defendants’ alleged illegal behavior and prevent this behavior from happening in the future (*see* Question 15).

Purchasers or lessees of qualifying new vehicles or indirect purchasers of any of the qualifying replacement parts listed in Question 5 may be members of the Round 5 Settlement Classes entitled to monetary recovery.

Only those members of the Round 5 Settlement Classes who, during the relevant time periods listed above, purchased or leased a qualifying new vehicle or indirectly purchased a qualifying replacement part in or while (1) residing in or (2) as to businesses, having the principal place of business located in the District of Columbia or the states listed below will be entitled to share in the monetary recovery. Those states are: Arizona, Arkansas, California, Florida, Hawaii, Iowa, Kansas, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin. To qualify, vehicles and replacement parts must not have been purchased for resale.

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

8. WHO IS NOT INCLUDED IN THE ROUND 5 SETTLEMENT CLASSES?

The Round 5 Settlement Classes do not include

- any of the Defendants, their parent companies, subsidiaries, and affiliates;
- any co-conspirators;
- federal government entities and instrumentalities;
- states and their political subdivisions, agencies, and instrumentalities; and
- all persons who purchased their vehicle parts directly from the Defendants or for resale.

THE ROUND 5 SETTLEMENTS' BENEFITS**9. WHAT DO THE ROUND 5 SETTLEMENTS PROVIDE?**

The Round 5 Settlements totaling approximately \$3.152 million ("Settlement Amount") are now being presented to the Court for final approval. After deducting attorneys' fees, reimbursement of costs, and expenses, and notice and claims administration costs, as approved by the Court, the Round 5 Net Settlement Funds will be available for distribution to members of the Round 5 Settlement Classes who timely file valid claims.

The Round 5 Settlements also include non-monetary relief (*see* Question 15), including cooperation from the Settling Defendants as well as agreements by the Settling Defendants (except Bosal) not to engage in the conduct that is the subject of the lawsuits, as more fully described in the proposed Final Judgments that are available on the Settlement website www.AutoPartsClass.com.

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

Auto Parts Round 5 Settlements and Settlement Funds		
Automotive Parts Case	Round 5 Settling Defendant	Settlement Fund
Electronic Braking Systems	Bosch	\$2,113,887.78
Exhaust Systems	Bosal	\$150,000.00
Hydraulic Braking Systems	Bosch	\$128,112.22
	TRW	\$760,000.00
Total		\$3,152,000.00

Any interest earned will be added to each of the Settlement Funds. More details about the Round 5 Settlements are provided in the Round 5 Settlement Agreements, available at www.AutoPartsClass.com.

HOW TO GET BENEFITS**10. HOW DO I SUBMIT A CLAIM?**

You may be entitled to a portion of the Settlement Funds when a distribution is made to members of the Settlement Classes. If you exclude yourself from the Round 5 Settlements, you will not receive a payment from those funds.

Claims may be submitted online at www.AutoPartsClass.com or by printing and mailing your completed form postmarked by **January 7, 2023** to:

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

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

If you submit a Claim Form at the Settlement website, you may receive future notifications containing additional important information.

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

11. IF I FILED A CLAIM PREVIOUSLY, DO I NEED TO FILE A CLAIM TO GET A PAYMENT FROM THE ROUND 5 SETTLEMENTS?

If you already submitted a Claim Form in the previous Settlements (Rounds 1 through 4), you do not need to file another claim to get a payment from the Round 5 Settlements for that specific vehicle or replacement part (as applicable). However, if you purchased additional qualifying new vehicles or indirectly purchased qualifying replacement parts that are included in the Round 5 Settlements and were not mentioned in your previous Claim Form, you should file a new Claim Form for these additional vehicles or replacement parts (*see* Question 10). To qualify, vehicles and replacement parts must not have been purchased for resale.

You are no longer able to submit a claim for payment from the Rounds 1 through 4 Settlements. The deadline to submit a claim in the previous Settlements has passed.

12. HOW MUCH MONEY CAN I GET?

At this time, it is estimated that each member of the Round 5 Settlement Classes who submits a valid claim will receive a payment of at least \$100 from their claims across all Settlements (Rounds 1 through 5). The minimum payment is per claimant and not per vehicle. However, the actual amount of your recovery will be determined by the proposed Plan of Allocation, the terms of which are posted at www.AutoPartsClass.com.

The Court previously approved a revised Plan of Allocation to distribute the prior settlements minus attorneys' fees, reimbursement of costs and expenses, notice and claims administration costs ("Rounds 1 through 4 Net Settlement Fund," collectively with the Round 5 Net Settlement Fund, the "Net Settlement Funds") from the earlier settlements. However, Settlement Class Counsel are proposing that the Court also approve a substantially similar Plan of Allocation that will apply to the Round 5 Settlements.

Based on the proposed Plan of Allocation, the Settlement Administrator will calculate the amounts awarded to each Round 5 Settlement Class Member who files a valid claim. Below is a summary of how claims will be paid:

- Each claimant will be paid a minimum of \$100 from the Net Settlement Funds. A Settlement Class Member who has a claim in the Round 5 Settlements as well as the previous settlements (Rounds 1 through 4) will only receive one \$100 minimum payment covering all of the Settlement Class Member's claims.
- Claims that would be paid less than \$100 will be paid \$100.
- Claims that would be paid at least \$100 will be paid \$100 plus a pro rata (or proportional) share of the remaining applicable Round 5 Net Settlement Funds as determined separately for each automotive part (after paying all of the \$100 minimum payments).
- If the Net Settlement Funds are insufficient to allow a minimum payment of \$100 to each claimant, or if the Round 5 Net Settlement Funds are insufficient to allow a minimum payment of \$100 to each claimant who does not have a claim in the Rounds 1 through 4 Settlements, the amount to be paid to each claimant will be adjusted based on a pro rata basis.

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

Payments will be based on a number of factors, including at least the number of valid claims filed by all members of the Round 5 Settlement Class in question and the number of (1) qualifying new vehicles purchased or leased or (2) qualifying replacement parts indirectly purchased. To qualify, vehicles and replacement parts must not have been purchased for resale.

It is possible that any money remaining after claims are paid will be distributed to charities, governmental entities, or other beneficiaries approved by the Court. No matter how many claims are filed, no money will be returned to the Round 5 Settling Defendants after the Court finally approves the Round 5 Settlements.

In order to receive a payment from the Round 5 Settlements, you will need to file a valid Claim Form (*see* Question 10). If you already submitted a Claim Form, you do not need to file another claim for that specific vehicle or replacement part. However, if you purchased additional qualifying new vehicles or indirectly purchased qualifying replacement parts, which were not mentioned in your previous Claim Form, you should file a new Claim Form for these additional vehicles or replacement parts.

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

13. WHEN WILL I GET A PAYMENT?

Payments may be distributed to members of the Round 5 Settlement Classes after: (1) the Court grants final approval to the Round 5 Settlements; (2) any appeals from such approvals are resolved (appeals can take several years to conclude); (3) the claims administration process is completed; and (4) the Court approves the allocation of the Round 5 Settlement Fund.

14. CAN I FILE A CLAIM IN THE PREVIOUS SETTLEMENTS IN THIS CASE?

No. You are no longer able to submit a claim for payment from the Settlements in Rounds 1 through 4. The deadline to submit a claim in the previous Settlements has passed.

15. WHAT IS THE NON-MONETARY RELIEF?

Except Bosal, the other Round 5 Settling Defendants agreed not to engage in certain specified conduct that would violate the antitrust laws that are at issue in these lawsuits for a period of two years. All of the Round 5 Settling Defendants cooperated with the Class representatives in the litigation.

REMAINING IN THE CLASSES

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

If the Round 5 Settlements become final, you will give up your right to sue these Settling Defendants on your own for the claims described in the Round 5 Settlement Agreements unless you exclude yourself from one or more of the Round 5 Settlement Classes. You also will be bound by any decisions by the Court relating to any Round 5 Settlements from which you do not exclude yourself.

In return for paying the Settlement Amount and providing the non-monetary benefits, the Round 5 Settling Defendants (and certain related entities defined in the Settlement Agreements) will be released from claims relating to the alleged conduct involving the vehicle parts identified in the Round 5 Settlement Agreements. The Round 5 Settlement Agreements describe the released claims in detail, so read them carefully since those releases will be binding on you if the Court approves these Settlements. If you have any questions, you can talk to Settlement Class Counsel listed in Question 21 for free, or you can, of course, talk to your own lawyer (at your own expense). The Round 5 Settlement Agreements and the specific releases are available at www.AutoPartsClass.com.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASSES

17. HOW DO I GET OUT OF THE ROUND 5 SETTLEMENT CLASSES?

To exclude yourself from one or more of the Round 5 Settlement Classes, you must send a letter by mail stating that you want to be excluded from *In re Automotive Parts Antitrust Litigation* and specifying from which Settlement Class or Classes (including the specific automotive part case) you wish to be excluded. You may only request to be excluded from the Settlement Classes for the Round 5 Settlements.

Your letter must also include:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a qualifying new vehicle and/or indirect purchase of the applicable qualifying replacement part (not for resale):
 - Purchase or lease documentation should include: (a) the date and place of purchase or lease, (b) the make, model, and model year of the new vehicle, and (c) the state where you resided when the qualifying new vehicle was purchased or leased, or as to businesses, the principal place of business when the qualifying new vehicle was purchased or leased;
 - Replacement part documentation should include: (a) the date and place of purchase, (b) type of qualifying replacement part purchased, and (c) the state where you resided when the qualifying replacement part was purchased, or as to businesses, the principal place of business when the qualifying replacement part was purchased; and
- Your signature.

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

If you are seeking to exclude yourself from one or more of the Round 5 Settlement Classes, you are also requested (but not required) to state in your letter the number of qualifying new vehicles you purchased from January 1, 2002 to June 5, 2018.

Any request for exclusion must be mailed to the address immediately below, and must be **received** no later than **December 20, 2022**:

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

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

No. Unless you exclude yourself, you give up any right to sue the Round 5 Settling Defendants for the claims being released in this litigation.

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

No. If you exclude yourself from the Settlement Classes in any of the Round 5 Settlements, you will not get any money as a result of the Settlement in that case. However, you may exclude yourself from one or more of the Settlement Classes for any of the Round 5 Settlements but remain in the Settlement Classes for other Round 5 Settlements. In that case, you may receive money from the Round 5 Settlements for the Settlement Classes in which you remain a Settlement Class member.

20. CAN I EXCLUDE MYSELF FROM THE PREVIOUS SETTLEMENTS?

No. If you did not timely request to be excluded from the Settlement Classes in Round 1 through Round 4, you may not request to be excluded from those Settlement Classes at this time.

THE LAWYERS REPRESENTING YOU

21. DO I HAVE A LAWYER REPRESENTING ME?

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

Adam Zapala Cotchett, Pitre, & McCarthy, LLP 840 Malcolm Road Burlingame, CA 94010	William V. Reiss Robins Kaplan LLP 1325 Avenue of the Americas Suite 2601 New York, NY 10019	Marc M. Seltzer Susman Godfrey L.L.P. 1900 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
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You will not be charged for contacting these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

22. HOW WILL THE LAWYERS BE PAID

At a later date, Settlement Class Counsel will ask the Court for an award of attorneys' fees and reimbursement of costs and expenses for all of their services to be paid from the total Settlement Amounts established by the Rounds 1 through 5 Settlements, including any interest earned. The total amount of fees requested, combined with all fees previously awarded by the Court, will not exceed 30 percent of the total Settlement Amounts of all of the Rounds 1 through 5 Settlements, including any interest earned.

When it is filed with the Court, Settlement Class Counsel's application for fees, costs and expenses to be awarded will be made available on www.AutoPartsClass.com, and Settlement Class Members who provided their email addresses to the Claims Administrator will also receive an email. Otherwise, Rounds 1 through 5 Settlements Class Members will receive no further notice when this application is filed or the deadline to submit objections about this application.

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

OBJECTING TO THE ROUND 5 SETTLEMENTS

23. HOW DO I OBJECT TO OR COMMENT ON THE ROUND 5 SETTLEMENTS?

If you have objections to or comments about any aspect of (a) one or more of the Round 5 Settlements, (b) the proposed Plan of Allocation as it applies to members of any of the Settlement Classes (in Round 5), or (c) the future motion by Settlement Class Counsel for attorneys' fees and reimbursement of costs and expenses as it applies to members of the Round 5 Settlement Classes, then you may express your views to the Court. You can only object to or comment on these matters if you do not exclude yourself from the applicable Settlement Class or Classes.

To object to or comment on a Round 5 Settlement or the proposed Plan of Allocation, or the future motion for attorneys' fees and reimbursement of costs and expenses, you must do so in writing. Your letter must specify which Settlement (including the specific vehicle part) you are objecting to and include the following in your objection letter:

- Your name, address, and telephone number;
- Documents reflecting your purchase or lease of a qualifying new vehicle and/or indirect purchase of the applicable qualifying replacement part (not for resale):
 - Purchase or lease documentation should include: (a) the date and place of purchase or lease, (b) the make and model year of the new vehicle, and (c) the state where you resided when the new vehicle was purchased or leased, or as to businesses, the principal place of business;
 - Replacement part documentation should include: (a) the date and place of purchase, (b) type of replacement part purchased, and (c) the state where you resided when the replacement part was purchased, or as to businesses, the principal place of business;
- The name of the Settling Defendant whose Settlement you are objecting to or commenting on;
- The vehicle part case, including the case name and case number, that is the subject of your objections or comments. (You can find the case numbers at www.AutoPartsClass.com. Go to the "Class Action Complaints" under the "Court Documents" tab to find the cases by part.);
- The reasons you object to the Settlement, proposed Plan of Allocation, and/or motion for attorneys' fees and reimbursement of costs and expenses, along with any supporting materials; and
- Your signature.

Any comment or objection to the Round 5 Settlements, proposed Plan of Allocation, or future motion for attorneys' fees and reimbursement of costs and expenses must be in writing, mailed to **both** of the addresses listed immediately below. Objections to the Round 5 Settlements or proposed Plan of Allocation must be received by both the Clerk of the Court and the Notice Administrator, no later than **December 20, 2022**. The addresses are:

Court	Notice Administrator
U.S. District Court for the Eastern District of Michigan Clerk of the Court Theodore Levin U.S. Courthouse 231 W. Lafayette Blvd., Room 599 Detroit, MI 48226	Auto Parts Settlements Objections P.O. Box 10163 Dublin, OH 43017-3163

Any objection or comment to the Round 5 Settlements or proposed Plan of Allocation must also be timely filed with the Court (on or before December 20, 2022) in the case file (or docket) of the specific automotive parts case or cases that are the subject of your objection or comments (e.g., *In re Exhaust Systems*, No. 2:16-cv-03703). Objections or comments filed only in *In re Automotive Parts Antitrust Litigation* (the Master Docket, 2:12-md-02311) will not satisfy this requirement.

You will not have an opportunity to speak at the Court's Fairness Hearing (*see* Question 26) unless you first submit a complete, valid, and timely written objection and request the opportunity to speak at the Fairness Hearing.

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

24. CAN I OBJECT TO OR COMMENT ON THE PREVIOUS SETTLEMENTS?

No. The deadline to object or comment on the previous Settlements (Rounds 1 through 4) has passed. The Court has given final approval to all of the previous Settlements.

25. WHAT IS THE DIFFERENCE BETWEEN EXCLUDING MYSELF FROM THE ROUND 5 SETTLEMENT CLASSES AND OBJECTING TO THE ROUND 5 SETTLEMENTS?

If you exclude yourself from one or more of the Round 5 Settlement Classes, you are telling the Court that you do not want to participate in the Round 5 Settlement(s) from which you exclude yourself. Therefore, you will not be eligible to receive any payment from those Round 5 Settlement(s), and you will not be able to object to them. Objecting to a Round 5 Settlement simply means telling the Court that you do not like something about the Settlement. Objecting does not make you ineligible to receive a payment.

THE FINAL FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Round 5 Settlements and proposed Plan of Allocation. You may attend and you may ask to speak, but you do not have to do so.

26. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE ROUND 5 SETTLEMENTS?

The Court will hold a virtual Final Fairness Hearing at 2:00 p.m. on January 12, 2023. More information regarding the hearing is available at the website, www.AutoPartsClass.com, or by calling 1-877-940-5043. The hearing may also be moved to a different date or time without additional notice.

At this hearing, the Court will consider whether the Round 5 Settlements and the proposed Plan of Allocation are fair, reasonable, and adequate. If there are objections or comments, the Court will consider them at that time and may listen to people who have asked to speak at the hearing. At or after the hearing, the Court will decide whether to approve the Round 5 Settlements.

27. DO I HAVE TO ATTEND THE HEARING?

No. Settlement Class Counsel will answer any questions the Court may have. But you are welcome to attend at your expense. If you send an objection or comment, you do not have to come to Court to talk about it. As long as you mailed your complete and valid written objection on time, as described above in Question 23, the Court will consider it. You may also hire your own lawyer at your own expense to attend on your behalf, but you are not required to do so.

28. MAY I SPEAK AT THE HEARING?

If you send an objection or comment on the Round 5 Settlements or proposed Plan of Allocation, as described in Question 23, you may have the right to speak at the Final Fairness Hearing as determined by the Court. You cannot speak at the hearing if you do not submit a timely written objection or comment as described in Question 23. You cannot speak at the hearing if you exclude yourself from that specific Settlement Class.

GET MORE INFORMATION

29. HOW DO I GET MORE INFORMATION?

This Notice summarizes the Round 5 Settlements. More details are in the Round 5 Settlement Agreements. You can view or get copies of the Settlement Agreements and more information about all the Settlements at www.AutoPartsClass.com. In addition, the proposed Plan of Allocation is available at www.AutoPartsClass.com. You also may write with questions to Auto Parts Settlements, P.O. Box 10163, Dublin, OH 43017-3163, send an email to info@AutoPartsClass.com, or call the toll-free number, 1-877-940-5043. If you file a claim, you will be notified of any future information concerning these cases.

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

Exhibit B

From: [DoNotReply](#)
To: [\[Class Member Email\]](#)
Subject: Auto Parts Settlements Update
Date: Wednesday, October 12, 2022 11:39:51 AM

**You Could Get \$100 or More From New Auto Parts Settlements
Claims Deadline January 7, 2023**

FILE A CLAIM NOW!

Registration Number: 9999997

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

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

You are required to provide documentation if you are claiming six or more new vehicles or any number of replacement parts.

You can file a claim now by clicking on the link above. Submitting a claim is easy. You can also file a claim by mail. The deadline to file a claim is **January 7, 2023**. You could get \$100 or more if you qualify. If you already filed a claim, you do not need to file one again for the same vehicle or replacement part to get a payment. You should file an additional claim if you have new vehicles or replacement parts to report. To qualify, vehicles and replacement parts must not have been purchased for resale.

Exhibit C

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

Update: New Auto Parts Settlements
Total \$3.152 Million

Claims Deadline: January 7, 2023

Registration Number: 70208409



YAA0316463277

CLASS MEMBER
123 WEST ST
CITY, ST 99999-9999

**You Could Get \$100 or More From New Auto Parts Settlements.
File a Claim Now.**

What Is This About? You are receiving this notice because you registered to receive updated information about the Auto Parts Settlements. Additional Defendants have agreed to new Settlements resolving claims that they fixed the price of certain auto parts. More information is available for your review on the website, AutoPartsClass.com.

You are required to provide documentation if you are claiming six or more new vehicles or any number of replacement parts.

How Do I File a Claim? Submitting a claim is easy. **Go to AutoPartsClass.com to file a claim online.** You can also file a claim by mail. The deadline to file a claim in these Settlements is **January 7, 2023**. You could get \$100 or more if you qualify. If you already filed a claim, you do not need to file one again for the same vehicle or replacement part to get

a payment. You should file an additional claim if you have new vehicles or replacement parts to report. To qualify, vehicles and replacement parts must not have been purchased for resale.

For More Info or a Claim Form:

AutoPartsClass.com

1-877-940-5043

info@AutoPartsClass.com