

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	2:12-md-02311
	:	Honorable Marianne O. Battani
	:	
	:	
IN RE: AUTOMOTIVE BRAKE HOSES	:	Case No. 2:16-cv-03601-MOB-MKM
	:	Case No. 2:16-cv-14245-MOB-MKM
	:	Case No. 2:19-cv-12720-MOB-MKM
	:	
	:	
THIS DOCUMENT RELATES TO:	:	
ALL DIRECT PURCHASER ACTIONS	:	

**SETTLEMENT CLASS COUNSEL’S REPORT ON DISSEMINATION
OF NOTICE OF PROPOSED SETTLEMENTS WITH THE HITACHI METALS
AND TOYODA GOSEI DEFENDANTS AND CLASS MEMBERS’ RESPONSE**

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to this Court’s Order dated January 17, 2020 (2:16-cv-003601, ECF No. 17) (the “Notice Order”), and Settlement Class members’ response to the notice program. As described more fully below, notice was mailed to 43 potential Settlement Class members and published in accordance with the Notice Order. No objections were filed to any of the proposed settlements, to the proposed plan for distribution of settlement funds, or to Settlement Class Counsel’s requests for an award of attorneys’ fees and reimbursement of litigation costs and expenses, and an incentive payment to the Class Representative. Two requests for exclusion from one or more of the settlement classes were timely submitted. As a result of the requests for exclusion, the Hitachi Metals Settlement Amount has been reduced to \$1,975,000, and the Toyota Gosei Settlement Amount has been reduced to \$950,000.

Settlement Class Counsel respectfully submit that the complete absence of objections and the small number of opt-outs militate strongly in favor of approval of the proposed settlements, the proposed plan for distribution of settlement funds, and the requests for attorneys' fees and litigation costs and expenses and an incentive payment.

I. DISSEMINATION OF NOTICE TO THE CLASSES

Pursuant to the Court's Notice Order, on February 7, 2020, Epiq Class Action & Claims Solutions, Inc. ("Epiq"), the Notice and Claims Administrator retained by Direct Purchaser Plaintiff, mailed 43 copies of the Notice of Proposed Settlements of Direct Purchaser Class Action with Hitachi Metals and Toyoda Gosei Defendants and Hearing on Final Settlement Approval and Related Matters, and Claim Form (the "Notice") to potential Settlement Class members by first class mail, postage prepaid. Declaration of Angie Birdsell, Project Manager for Epiq. Exhibit 1 at ¶ 6. Epiq also re-mailed three returned notices. *Id.* at ¶ 7. In addition, a copy of the Notice was (and remains) posted online at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses, a website dedicated to this litigation. *Id.* at ¶ 9.

Also, in accordance with the Notice Order, the Summary Notice of Proposed Settlements of Direct Purchaser Class Action with MITSUBA and DENSO Defendants and Hearing on Settlement Approval and Related Matters ("Summary Notice") was published in *Automotive News* on February 17, 2020. *Id.* at ¶ 8. Additionally, an online banner notice appeared for a 21-day period on www.AutoNews.com, the digital version of *Automotive News*, and an Informational Press Release was issued nationwide on February 17, 2000 via PR Newswire's "Auto Wire," which targets auto industry trade publications. *Id.*

Notice to the Hitachi Metals and Toyoda Gosei Settlement Classes under Fed. R. Civ. P. 23 has, therefore, been provided as ordered by the Court.

II. ABSENCE OF OBJECTIONS TO THE PROPOSED SETTLEMENTS, THE PROPOSED DISTRIBUTION PLAN, AND REQUESTS FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES AND AN INCENTIVE PAYMENT

The Notice advised that any objection to the proposed settlements, the proposed plan for distribution of settlement funds, or to Settlement Class Counsel's requests for an award of attorneys' fees and litigation costs and expenses and an incentive payment to the Class Representative had to be filed with the Clerk by April 3, 2020, with copies mailed to Settlement Class Counsel and to counsel for the Settling Defendants.

As of the date of the filing of this Report, no objection to any of the proposed settlements, the distribution plan, or to the fee and expense request or the incentive payment request has been filed with the Court or received by Settlement Class Counsel.

III. REQUESTS FOR EXCLUSION

The Notice further advised that requests for exclusion from the Hitachi Metals and Toyoda Gosei Settlement Classes had to be mailed to Settlement Class Counsel and to counsel for the Settling Defendants, postmarked no later than April 3, 2020. As of this date, Settlement Class Counsel have received two requests for exclusion from one or both of the proposed settlements.¹ As set forth in the Memorandum in Support of Direct Purchaser Plaintiff's Motion for Final Approval of Proposed Settlements with the Hitachi Metals and Toyoda Gosei Defendants and Proposed Plan for Distribution of Settlement Funds (the "Final Approval Brief") (2:16-cv-03601, ECF No. 20), and the Notice, the \$2,725,000 Hitachi Metals settlement and the \$2,266,667 Toyoda Gosei settlement were subject to reduction due to requests for exclusion. As a result of the requests

¹ Settlement Class Counsel received 2 requests for exclusion from the Hitachi Metals Settlement Class and 1 request for exclusion from the Toyoda Gosei Settlement Class. Exhibit 1 at ¶ 11. The entities that requested exclusion are set forth in Exhibit 2 and the Settlement Classes from which they opted out are reflected in Exhibit 3.

for exclusion, the Hitachi Metals Settlement Amount has been reduced to \$1,975,000, and the Toyoda Gosei Settlement Amount has been reduced to \$950,000. Neither of the proposed settlements is subject to rescission as a result of the requests for exclusion.

Settlement Class Counsel respectfully submit that, for the reasons set forth in the Final Approval Brief, each of the proposed settlements, is fair, reasonable and adequate under the relevant criteria, and warrants final approval.

IV. THE REACTION OF MEMBERS OF THE SETTLEMENT CLASSES SUPPORTS APPROVAL OF THE SETTLEMENTS, THE PROPOSED PLAN FOR DISTRIBUTION, AND THE REQUESTS FOR AN AWARD OF FEES AND EXPENSES AND AN INCENTIVE PAYMENT

The reaction of the class has been recognized repeatedly by courts within this Circuit and elsewhere as a factor in evaluating the fairness, reasonableness, and adequacy of a proposed settlement. *See, e.g., Sheick v. Auto. Component Carrier LLC*, No. 2:09-cv-14429, 2010 WL 4136958, at *22 (E.D. Mich. Oct. 18, 2010) (“scarcity of objections – relative to the number of class members overall – indicates broad support for the settlement among Class Members.”); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 527 (E.D. Mich. 2003) (“That the overwhelming majority of class members have elected to remain in the Settlement Class, without objection, constitutes the ‘reaction of the class,’ as a whole, and demonstrates that the Settlement is ‘fair, reasonable, and adequate.’”); *In re Delphi Corp. Sec., Deriv. & “ERISA” Litig.*, 248 F.R.D. 483, 499 (E.D. Mich. 2008) (small number of opt-outs or objections is indicative of the adequacy of the settlement).

Individual notice of the proposed settlements was mailed to 43 potential Settlement Class members identified by Defendants, and a copy of the Notice was (and remains) posted on-line at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses. The Summary Notice was published in *Automotive News* on February 17, 2020, and on that same day an Informational Press

Release was issued nationwide via PR Newswire's "Auto Wire." Additionally, an online banner notice appeared over a 21-day period on www.AutoNews.com, the digital version of *Automotive News*. The low number of opt-outs and total absence of objections militates strongly in favor of approval of the proposed settlements, the proposed plan for distribution of settlement funds, and the requests for attorneys' fees and reimbursement of litigation costs and expenses and an incentive payment.

V. REQUEST FOR AN AWARD OF ATTORNEYS' FEES

As of January 31, 2020, Plaintiff's Counsel's lodestar, based upon historical rates, was \$938,161.50. Direct Purchaser Plaintiff's Memorandum in Support of Its Motion for an Award of Attorney's Fees, Litigation Costs and Expenses, and an Incentive Payment to the Class Representative, at 8 (the "Fee Brief") (2:16-cv-03601, ECF No. 21). Since that date, Plaintiff's Counsel have continued their efforts on behalf of the Settlement Classes by, among other things, drafting the final settlement approval submissions and overseeing the dissemination of notice to members of the Settlement Classes in accordance with the Notice Order. As a result of this continued effort, as of April 30, 2020, Plaintiff's Counsel's combined lodestar was \$1,004,636. Were the Court to award a fee of 30% of the combined Hitachi Metals and Toyoda Gosei settlement proceeds of \$2,925,000, less litigation expenses of \$11,575.06, the multiplier on the more current lodestar would be approximately .87.

VI. CONCLUSION

Based upon the foregoing, and for the reasons set forth in Direct Purchaser Plaintiff's Final Approval Brief and Fee Brief, it is respectfully requested that the Court grant final approval of the proposed Hitachi Metals and Toyoda Gosei settlements, the proposed plan for distribution of

settlement funds, and the requests for attorneys' fees and litigation costs and expenses, and an incentive award to the Class Representative.

DATED: June 4, 2020

Respectfully submitted,

/s/David H. Fink

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Interim Co-Lead Class Counsel and Settlement Class Co-Lead Counsel

CERTIFICATE OF SERVICE

I hereby certify that on June 4, 2020, I electronically filed the foregoing paper with the Clerk of the court using the ECF system, which will send notification of such filing to all counsel of record registered for electronic filing.

By: /s/ Nathan J. Fink
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EXHIBIT 1

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

	:	
IN RE: AUTOMOTIVE PARTS	:	12-MD-02311
ANTITRUST LITIGATION	:	Honorable Marianne O. Battani
	:	
	:	
IN RE: AUTOMOTIVE BRAKE HOSES	:	
	:	
	:	2:16-CV-03601-MOB-MKM
THIS RELATES TO:	:	2:19-CV-12720-MOB-MKM
ALL DIRECT PURCHASER CASES	:	2:16-CV-14245-MOB-MKM
	:	

**DECLARATION OF ANGIE BIRDELL RE DISSEMINATION OF NOTICE TO THE
DIRECT PURCHASER HITACHI METALS AND TOYODA GOSEI SETTLEMENT
CLASSES**

I, Angie Birdsell, hereby declare as follows:

1. I am a Project Manager for Epiq Class Action & Claims Solutions, Inc. ("Epiq"), the Settlement Administrator in the above-captioned case. I am familiar with the actions taken by Epiq with respect to the proposed settlements reached in this case between the Direct Purchaser Plaintiffs and the Hitachi Metals and Toyoda Gosei Defendants, as well as the corresponding Class Notice program. This declaration is based upon my personal knowledge and information provided by Defendants' counsel, Plaintiffs' counsel, and employees and staff under my supervision and is accurate and truthful to the best of my knowledge.

2. Epiq was established in 1968 as a client services and data processing company. Epiq has been administering bankruptcies since 1985 and settlements since 1993, including settlements of class actions, mass tort litigations, Securities and Exchange Commission enforcement actions, Federal Trade Commission disgorgement actions, insurance disputes, bankruptcies, and other major litigation.

3. Epiq has administered more than 1,000 settlements, including some of the largest and most complex cases ever settled. Epiq's class action case administration services include: coordination of all notice requirements; design of direct-mail notices; establishment and implementation of notice fulfillment services; coordination with the United States Postal Service ("USPS"); notice website development and maintenance; dedicated telephone lines with recorded information and/or telephone agents; receipt and processing of opt-outs; claims database management; claim adjudication; funds management; and award calculations and distribution services. Epiq works with the settling parties, the Court, and the Class Members in a neutral facilitation role to implement settlement administration services based on the negotiated terms of a settlement.

OVERVIEW OF EPIQ'S RESPONSIBILITIES AS THE SETTLEMENT

ADMINISTRATOR

4. Epiq's responsibilities included the following:
 - a. Printing the Court-approved Direct Purchaser Class Notice and Claim Form ("Claim Package") to be sent to putative Class Members;
 - b. Searching the National Change of Address ("NCOA") database for updated addresses, if any, for putative Class Members;
 - c. Mailing the Claim Package by USPS First-class mail to putative Class Members;
 - d. Causing the Summary Publication Notice to be placed in one edition of *Automotive News*, accompanied by an online banner ad that ran for 21 days on www.AutoNews.com;
 - e. Issuing an informational press release via *PR Newswire*;

- f. Maintaining a toll-free telephone number with customer service telephone agents and an option to request a call back if reached during non-business hours;
- g. Maintaining an informational website that provides the public access to pertinent documents and settlement information.

CLASS NOTICE

5. In preparation for mailing the Claim Package, Epiq received lists of potential Settlement Class members from Settlement Class Counsel. Epiq then submitted the names and addresses of those potential Class Members to cross-reference with the NCOA database for updated address information. By eliminating duplicate records and invalid mailing addresses, Epiq refined the database to include 43 names and addresses of potential Class Members.

6. On February 7, 2020, Epiq mailed the Claim Packages by first class mail, postage prepaid, to the 43 potential Class Members. A copy of the Claim Package is attached hereto as Exhibit A.

7. As of May 21, 2020, Epiq has received a total of 5 Claim Packages returned by the U.S. Postal Service as undeliverable and has remailed 3 Claim Packages to those records. As of April 20, 2020, there are 2 records that remain undeliverable.

PUBLICATION NOTICE

8. Epiq caused the publication of the Summary Publication Notice in one edition of *Automotive News* on February 17, 2020, which was accompanied by an online banner ad that ran for a 21-day period on *www.AutoNews.com*, the digital version of *Automotive News*. An Informational Press Release was issued via PR Newswire's "Auto Wire" on February 17, 2020. Confirmation of the publication and copies of the Summary Publication Notice as it appeared in

Automotive News, the banner ad from *www.AutoNews.com*, and the Informational Notice are attached hereto as Exhibit B.

SETTLEMENT WEBSITE

9. On February 7, 2020, Epiq updated portions of the public settlement website to provide Direct Purchase Class Members with information related to the proposed settlements. The domain name for the website is *www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses*. The website provides general case information and links to important documents, including the Settlement Agreements, the Notice and Claim Form, and other documents related to the settlements.

10. As of May 21, 2020, there have been 1,033 page views and 871 unique visitors to the settlement website.

REQUESTS FOR EXCLUSION

11. Class Members could request exclusion from the Settlement Classes, so long as they did so by submitting a request in writing that was postmarked by April 3, 2020. As of May 21, 2020, Epiq has received 2 requests for exclusion from the Hitachi Metals Settlement Class and 1 request for exclusion from the Toyota Gosei Settlement Class.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 26th day of May, 2020 in Beaverton, Oregon.



Angie Birdsell
Project Manager, Client Services | Epiq

EXHIBIT A

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

IN RE AUTOMOTIVE PARTS
ANTITRUST LITIGATION

CASE NO. 12-MD-02311

HON. MARIANNE O. BATTANI

IN RE: AUTOMOTIVE BRAKE HOSES

THIS RELATES TO:
ALL DIRECT PURCHASER ACTIONS

2:16-cv-03601-MOB-MKM

2:16-cv-14245-MOB-MKM

2:19-cv-12720-MOB-MKM

NOTICE

NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH HITACHI METALS AND TOYODA GOSEI DEFENDANTS, AND HEARING ON:

- (1) APPROVAL OF PROPOSED SETTLEMENTS;**
- (2) PLAN OF DISTRIBUTION OF THE SETTLEMENT FUND; AND**
- (3) MOTION OF SETTLEMENT CLASS COUNSEL FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION COSTS AND EXPENSES, AND AN INCENTIVE PAYMENT TO THE CLASS REPRESENTATIVE**

TO: ALL INDIVIDUALS AND ENTITIES THAT PURCHASED AUTOMOTIVE BRAKE HOSES IN THE UNITED STATES DIRECTLY FROM DEFENDANTS (OR THEIR SUBSIDIARIES, AFFILIATES, OR JOINT VENTURES) FROM NOVEMBER 1, 2005 THROUGH AUGUST 28, 2017.

PLEASE READ THIS NOTICE CAREFULLY. YOUR LEGAL RIGHTS MAY BE AFFECTED BY LITIGATION NOW PENDING IN THIS COURT.

WHAT IS THE PURPOSE OF THIS NOTICE AND WHY WAS IT SENT TO ME?

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Eastern District of Michigan, Southern Division (the "Court"). The purpose of this Notice is to inform you of a hearing before the Court to consider:

- (1) Proposed settlements with (a) Defendant Hitachi Metals, Ltd. ("Hitachi Metals" or "Hitachi Metals Defendant") and (b) Defendants Toyoda Gosei Co., Ltd, Toyoda Gosei North America Corp., and TG Kentucky, LLC (collectively, "Toyoda Gosei" or "Toyoda Gosei Defendants") (all Defendants referenced in this paragraph are collectively referred to as the "Settling Defendants");
- (2) A proposed plan of distribution of Hitachi Metals and Toyoda Gosei settlement proceeds to Settlement Class members and a proposed Claim Form that you may submit in order to share in the settlement proceeds; and
- (3) Settlement Class Counsel's motion for an award of attorneys' fees and reimbursement of litigation costs and expenses, and an incentive payment to the Class Representative.

This Notice provides information concerning the proposed settlements, the proposed plan of distribution, and the motion for attorneys' fees and reimbursement of litigation costs and expenses, and incentive payment. The Notice also advises you of your rights to: participate in the settlement claims process; exclude yourself from either or both of the Settlement Classes; and object to the terms of the proposed settlements, the plan of distribution, and the request for fees, costs, and expenses, and an incentive payment to the Class Representative in connection with the Court hearing on these matters.

BACKGROUND

Plaintiff has reached settlements with the Hitachi Metals and Toyoda Gosei Defendants totaling \$4,991,667. Under the terms of the proposed settlements, Hitachi Metals will pay a total of \$2,725,000 (the “Hitachi Metals Settlement Fund”) and Toyoda Gosei will pay a total of \$2,266,667 (the “Toyoda Gosei Settlement Fund”) (the two settlement funds are collectively referred to as the “Automotive Brake Hoses Settlement Fund”). As discussed below, the Hitachi Metals and the Toyoda Gosei settlement amounts are both subject to reduction, based upon valid and timely requests for exclusion by Settlement Class members. The Court has preliminarily approved each of these settlements.

This litigation, and the proposed settlements, are part of coordinated legal proceedings involving a number of parts used in motor vehicles. This litigation and the proposed settlements relate solely to Automotive Brake Hoses purchased in the United States **directly** from a Defendant, or depending on the specific settlement agreement, its parents, subsidiaries, affiliates, or joint ventures. The meaning of the term “Automotive Brake Hoses” is defined in each settlement agreement, but generally refers to flexible hoses that carry brake fluid through the hydraulic brake system of motor vehicles. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Automotive Brake Hoses.

If you are a member of the Hitachi Metals or Toyoda Gosei Settlement Classes (defined below), you have the rights and options summarized here:

- You may remain in either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes and be eligible to share in the Hitachi Metals or Toyoda Gosei Settlement Funds under a claims procedure that will be instituted in the future;
- You may exclude yourself from either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes, in which case you will **not** be bound by any settlement from which you exclude yourself and will **not** be eligible to share in the proceeds of that settlement;
- If you remain in either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes, you may object to that proposed settlement, to the proposed plan of distribution of the Automotive Brake Hoses Settlement Fund, or to Settlement Class Counsel’s request for an award of attorneys’ fees and reimbursement of litigation costs and expenses, and an incentive payment to the Class Representative. You may also appear at the hearing where the Court will consider these matters;
- You may enter an appearance in the litigation through your own counsel at your own expense; and
- Any Settlement Class member who wishes to participate in the distribution of the Hitachi Metals or Toyoda Gosei Settlement Funds must complete a copy of the Claim Form **on or before May 29, 2020**.

WHO IS IN THE SETTLEMENT CLASSES?

The Court has provisionally certified a Direct Purchaser Hitachi Metals Settlement Class (the “Hitachi Metals Settlement Class”) and a Direct Purchaser Toyoda Gosei Settlement Class (the “Toyoda Gosei Settlement Class”) for the purpose of disseminating notice of the proposed Hitachi Metals and Toyoda Gosei settlements.

The Hitachi Metals Settlement Class is defined as follows:

All direct purchasers (excluding Defendants and their present and former parents, subsidiaries, and affiliates) of Automotive Brake Hose in the United States from any of the Defendants (or their controlled subsidiaries, affiliates, or joint ventures) between November 1, 2005 and August 28, 2017.

For purposes of the Hitachi Metals Settlement Class definition set forth above, the Defendants are: Hitachi Metals, Ltd., Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., and TG Kentucky, LLC.

The Toyoda Gosei Settlement Class is defined as follows:

All individuals and entities who purchased Automotive Brake Hoses in the United States directly from Defendants (or their subsidiaries or affiliates) from November 1, 2005 through August 28, 2017 (“Settlement Class Period”). Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

For purposes of the Toyoda Gosei Settlement Class definition set forth above, the Defendants are: Toyoda Gosei Co., Ltd., Toyoda Gosei North America Corp., and TG Kentucky, LLC.

Plaintiff Emerald Capital Advisors Corporation, in its capacity as Trustee for the FAH Liquidating Trust, has been appointed by the Court to serve as “Class Representative” for the Hitachi Metals and Toyoda Gosei Settlement Classes.

The Court has appointed the law firms of Freed Kanner London & Millen LLC; Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios LLP; and Spector Roseman & Kodroff, P.C. to serve as “Settlement Class Counsel” for the Settlement Classes.

WHAT IS THIS LITIGATION ABOUT?

In complaints filed in December 2016 and September 2019, Plaintiff filed separate class action lawsuits against Hitachi Metals and Toyoda Gosei on behalf of direct purchasers of Automotive Brake Hoses, alleging that they had conspired to suppress and eliminate competition for Automotive Brake Hoses by agreeing to raise, fix, maintain, and stabilize prices, rig bids, and allocate markets and customers for Automotive Brake Hoses sold in the United States, in violation of federal antitrust laws. Plaintiff further alleges that as a result of the conspiracy, it and other direct purchasers of Automotive Brake Hoses were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

The Settling Defendants all deny Plaintiff’s allegations and liability and have asserted defenses to Plaintiff’s claims. The Settling Defendants have agreed to settle this matter to avoid the expense and burden of further litigation. The Court has not issued any findings or rulings with respect to the merits of Plaintiff’s claims or the Settling Defendants’ defenses. These settlements, if approved by the Court, will fully resolve Plaintiff’s claims in this litigation.

WHAT RELIEF DO THE PROPOSED SETTLEMENTS PROVIDE?

Plaintiff, on behalf of the Hitachi Metals Settlement Class, entered into a settlement agreement with the Hitachi Metals on August 28, 2017 (the “Hitachi Metals Settlement Agreement”), in which Hitachi Metals agreed to pay \$2,725,000. The Hitachi Metals Settlement Agreement gives Hitachi Metals the right to reduce the amount of the Hitachi Metals settlement, but under no circumstances to an amount less than \$1,975,000, in the event of valid and timely requests for exclusion by members of the Hitachi Metals Settlement Class.

Plaintiff, on behalf of the Toyoda Gosei Settlement Class, entered into a settlement with Toyoda Gosei on September 20, 2019 (the “Toyoda Gosei Settlement Agreement”), in which Toyoda Gosei agreed to pay \$2,266,667. The Settlement Agreement gives Toyoda Gosei the right to reduce the amount of the Toyoda Gosei settlement, but under no circumstances to an amount less than \$950,000, in the event of valid and timely requests for exclusion by members of the Toyoda Gosei Settlement Class.

As part of their respective settlements, the Hitachi Metals and Toyoda Gosei Defendants have each agreed to cooperate with Settlement Class Counsel in the prosecution of claims against any other Defendant, should the need for such cooperation arise.

This Notice is only a summary of the terms of the proposed settlements. The Hitachi Metals and Toyoda Gosei Settlement Agreements contain other important provisions, including the release of certain claims against Hitachi Metals and Toyoda Gosei (and companies and people affiliated with them). For the complete terms of the settlements, you are referred to the settlement agreements, which are on file with the Clerk of Court and are available online at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses. The proposed settlements must receive final approval by the Court to become effective.

If you wish to object to the approval of any of the settlements, you may do so, but only in accordance with the procedures set forth below. If you do not object to a settlement, you do not need to take any action at this time to indicate your support for, or lack of objection to, that settlement.

HOW DO I REMAIN IN THE SETTLEMENT CLASSES AND WHAT HAPPENS IF I DO?

If you are a member of either of the Hitachi Metals or Toyoda Gosei Settlement Classes as defined above, you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in a Settlement Class, you do not need to take any action at this time with respect to that Settlement Class and your interests will be represented by the Class Representative and by Settlement Class Counsel. If you remain in either of

the Hitachi Metals or Toyoda Gosei Settlement Classes and the proposed settlement with that Defendant is approved and becomes effective, you will be bound by its terms, including the release provisions, whether or not you receive a share of the settlement proceeds attributable to that settlement.

You will have no responsibility to individually pay attorneys' fees or expenses. Any such fees and expenses will be paid solely from amounts obtained from the Defendants, whether by settlement or judgment, and must be approved by the Court after notice to you and a hearing. If you choose, you may also have your own attorney enter an appearance on your behalf and at your expense.

HOW WILL THE SETTLEMENT FUNDS BE DISTRIBUTED?

The Automotive Brake Hoses Settlement Fund, with accrued interest, less any amounts approved by the Court for payment of attorneys' fees, litigation and settlement administration costs and expenses, and an incentive payment to the Class Representative (the "Net Automotive Brake Hoses Settlement Fund"), will be distributed among the members of the Settlement Classes who complete and timely submit a copy of the Claim Form that is included with this Notice, **postmarked on or before May 29, 2020**.

The Net Automotive Brake Hoses Settlement Fund will be distributed *pro rata* to all Claimants based upon their **direct** purchases of Automotive Brake Hoses in the United States from Defendants during the applicable Class Period. The distribution will take place as soon as practicable after review, determination, and audit of the Claim Forms by the Settlement Administrator and approval by the Court of the Settlement Administrator's recommendations as to the amounts to be paid to the Claimants.

Do not dispose of any document that reflects your purchases of Automotive Brake Hoses in the United States directly from any Defendant (or its parents, affiliates, subsidiaries, or joint ventures) during the period from November 1, 2005 through August 28, 2017. You may need those documents to complete and substantiate your Claim Form, which will be subject to inquiry and verification.

WHAT IF I DO NOT WANT TO REMAIN IN ONE OR MORE OF THE SETTLEMENT CLASSES?

You may exclude yourself from either or both of the Settlement Classes. If you wish to exclude yourself from either or both of the Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than April 3, 2020**, to Settlement Class Counsel, and to counsel for the Settling Defendants, at the addresses set forth below, and to the following address:

Automotive Brake Hoses Direct Purchaser Antitrust Litigation
P.O. Box 3747
Portland, OR 97208-3747

Your request for exclusion must identify the Settlement Class or Classes from which you are seeking exclusion and must include the full name and address of the purchaser (including any predecessor or successor entities and any trade names). You are also requested to identify the Defendant(s) (or parent, affiliate, subsidiary, or joint venture) from which you purchased Automotive Brake Hoses during the Class Period for the Settlement Class from which you seek exclusion, the Automotive Brake Hoses purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from either or both of the Settlement Classes, you will not be bound by any decision concerning the Settlement Class or Classes from which you exclude yourself and you may pursue individually any claims you may have against that Defendant (at your own expense), but you will not be eligible to share in the settlement proceeds attributable to that Defendant.

Any potential Settlement Class member who requests exclusion from the Hitachi Metals or Toyoda Gosei Settlement Class shall not be precluded, restricted, barred or limited in any way from participating in any future settlements relating to other Defendants in the Action.

REQUEST FOR ATTORNEYS' FEES AND EXPENSES, AND AN INCENTIVE PAYMENT

The Court has appointed the law firms identified above as Settlement Class Counsel. These law firms, together with other firms that have worked on this litigation, will file a petition for an award of attorneys' fees and reimbursement of their costs and expenses in prosecuting the case. The request of Settlement Class Counsel for attorneys' fees will not exceed 30 percent (30%) of the Automotive Brake Hoses Settlement Fund.

Settlement Class Counsel will also request an incentive payment to Plaintiff Emerald Capital Advisors Corporation, in its capacity as Trustee for the FAH Liquidating Trust, which was appointed by the Court to serve as Class Representative for the Settlement Classes, in the total amount of \$25,000.

The application for attorneys' fees and litigation costs and expenses and an incentive payment will be filed on or before March 9, 2020. After that date, the petition for attorneys' fees will be available for your review on the settlement website at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses. If you remain a member of either of the Settlement Classes and you wish to object to the request for fees and expenses or an incentive payment, you must do so in writing in accordance with the procedures for objections set forth below. If you do not oppose any of these requests, you do not need to take any action in that regard.

WHEN WILL THE COURT CONSIDER THESE MATTERS AND HOW CAN I TELL THE COURT WHAT I THINK ABOUT THE SETTLEMENTS?

The Court will hold a hearing on June 17, 2020, at 2:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 250 (or such other courtroom as may be assigned for the hearing), to determine whether to approve the proposed Hitachi Metals and Toyoda Gosei settlements, the proposed plan of distribution of the Automotive Brake Hoses Settlement Fund, and Settlement Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation costs and expenses, and an incentive payment. The hearing may be rescheduled, continued or adjourned, and the courtroom assigned for the hearing may be changed, without further notice to you.

If you remain a member of the Hitachi Metals or Toyoda Gosei Settlement Classes and you wish to object to that proposed settlement, the proposed plan of distribution of the Automotive Brake Hoses Settlement Fund, or to Settlement Class Counsel's request for an award of attorneys' fees and reimbursement of litigation costs and expenses, and an incentive payment, you must do so in writing and at your own expense. Any such objection must include the caption of this litigation, must be signed, and must be **filed no later than April 3, 2020**, with the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and mailed to the following counsel, **postmarked no later than April 3, 2020**:

Steven A. Kanner
FREED KANNER LONDON
& MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500

Joseph C. Kohn
KOHN, SWIFT & GRAF, P.C.
1600 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 238-1700

Gregory P. Hansel
PRETI, FLAHERTY, BELIVEAU
& PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112-9546
Telephone: (207) 791-3000

Eugene A. Spector
SPECTOR ROSEMAN & KODROFF, P.C.
Two Commerce Square
2001 Market Street, Suite 3420
Philadelphia, PA 19103
Telephone: (215) 496-0300

Co-Lead Counsel for the Direct Purchaser Settlement Classes

A. Paul Victor
WINSTON & STRAWN LLP
200 Park Avenue
New York, NY 10166
Telephone: (212) 294-4616

Counsel for Hitachi Metals, Ltd.

John Taladay
BAKER BOTTS L.L.P.
The Warner
1299 Pennsylvania Avenue, NW
Washington, DC 20004-2400
Telephone: (202) 639-7909

Counsel for Toyota Gosei

If you do not object to any of the proposed settlements, or to the related matters set forth above, you do not need to appear at the hearing or take any other action at this time. **You must, however, complete and timely submit a Claim Form if you wish to share in the distribution of the Automotive Brake Hoses Settlement Fund.**

WHAT SHOULD I DO IF I WANT ADDITIONAL INFORMATION OR IF MY ADDRESS CHANGES?

If this Notice reached you at an address other than the one on the mailing label, or if your address changes, please send your correct address to: Automotive Brake Hoses Direct Purchaser Antitrust Litigation, P.O. Box 3747, Portland, OR 97208-3747.

The Settlement Agreements, Complaints, and other public documents filed in this litigation are available for review during normal business hours at the offices of the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and through the Court's Public Access to Court Electronic Records (PACER) system after registration and payment of a modest fee. Copies of the Settlement Agreements and certain other documents relevant to this litigation are available at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses. Questions concerning the proposed Hitachi Metals and Toyota Gosei settlements, this Notice, or the litigation may be directed to any of the Settlement Class Counsel identified above.

Please do not contact the Clerk of the Court or the Judge.

Dated: February 7, 2020

BY ORDER OF:

The United States District Court for the Eastern District
of Michigan, Southern Division

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	CASE NO. 12-MD-02311
IN RE: AUTOMOTIVE BRAKE HOSES	HON. MARIANNE O. BATTANI
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS	2:16-cv-03601-MOB-MKM 2:19-cv-12720-MOB-MKM 2:16-cv-14245-MOB-MKM

**IMPORTANT NOTICE TO PURCHASERS OF AUTOMOTIVE BRAKE HOSES
PLEASE READ THIS ENTIRE DOCUMENT CAREFULLY**

YOU MUST COMPLETE AND SUBMIT A CLAIM FORM, POSTMARKED ON OR BEFORE MAY 29, 2020, TO BE ELIGIBLE TO SHARE IN THE DISTRIBUTION OF THE PROCEEDS OF SETTLEMENTS WITH THE HITACHI METALS AND TOYODA GOSEI DEFENDANTS

INSTRUCTIONS FOR COMPLETING A CLAIM FORM

If you are a **direct** purchaser of Automotive Brake Hoses (and you have remained in either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes), you may be entitled to share in the distribution of the proceeds of settlements with those Defendants (the “Automotive Brake Hoses Settlement Fund”). To receive your share of the Automotive Brake Hoses Settlement Fund, you or a person you have authorized to act on your behalf must submit a timely and valid Claim Form in accordance with the instructions set forth herein.

Please note that if you have chosen to be excluded from either of the Hitachi Metals or Toyoda Gosei Settlement Classes, you may not participate in the distribution of the settlement funds attributable to the settlement with that Defendant.

Any potential Settlement Class member who requests exclusion from the Hitachi Metals or Toyoda Gosei Settlement Class shall not be precluded, restricted, barred or limited in any way from participating in any future settlements relating to other Defendants in the Action.

Eligibility: You are eligible to submit a claim seeking to share in the distribution of the Settlement Fund if, during the period from November 1, 2005 through August 28, 2017 (the “Class Period”), you purchased Automotive Brake Hoses in the United States **directly** from one or more of the following companies (including parents and joint-ventures (for Hitachi Metals Settlement Class), subsidiaries, and affiliates): (1) Hitachi Metals, Ltd.; (2) Toyoda Gosei Co., Ltd.; (3) Toyoda Gosei North America Corp.; and (4) TG Kentucky, LLC.

The meaning of the term “Automotive Brake Hoses” is defined in each settlement agreement, but generally refers to flexible hoses that carry brake fluid through the hydraulic brake system of motor vehicles.

Submission of Claim: Each Claim Form must be signed and verified by the claimant or a person authorized to act on behalf of the claimant, and must be **postmarked no later than May 29, 2020**. Claim Forms should be addressed to:

Settlement Administrator
Automotive Brake Hoses Direct Purchaser Antitrust Litigation
PO Box 3747
Portland, OR 97208-3747

Do **not** send your Claim Form to the Court or to any of the parties or their counsel. If you receive multiple copies of the Claim Form, complete only one Claim Form covering all of your qualifying purchases. Do not submit more than one claim, and do not submit duplicate claims.

Please note that it will take a significant amount of time to process all of the Claim Forms and to administer the Settlement Fund. This work will be completed as promptly as time permits, given the need to review each Claim Form. Accurate claims processing takes a significant amount of time. Thank you for your patience.

Photocopies of Form: A claim may be submitted on a photocopy of the Claim Form. Other forms, or altered versions of the Claim Form, will not be accepted. Additional copies of the Claim Form may be requested from the Settlement Administrator or obtained at the settlement website www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses.

Completion and Support of Claim: Please type or neatly print all requested information. Failure to complete all parts of the Claim Form may result in denial of the claim, delay its processing, or otherwise adversely affect the claim. All information submitted in a Claim Form is subject to further inquiry and verification. The Settlement Administrator may ask you to provide supporting information. Failure to provide requested information also might delay, adversely affect, or result in denial of the claim.

The Claim Form asks for certain information relating to your purchases of Automotive Brake Hoses, a description of available documentation that supports your claimed purchases, and summary totals of your purchases from each Defendant and for each year during the class period.

ONLY INCLUDE IN YOUR CLAIM FORM PURCHASES OF AUTOMOTIVE BRAKE HOSES IN THE UNITED STATES DIRECTLY FROM ONE OR MORE OF THE COMPANIES LISTED ABOVE UNDER THE “ELIGIBILITY” HEADING DURING THE PERIOD FROM NOVEMBER 1, 2005 TO AUGUST 28, 2017.

INDIRECT PURCHASES ARE NOT ELIGIBLE.

Schedule of Purchases: General Worksheet: Please fill out the Schedule of Purchases: General Worksheet with the company names, the quantity of products purchased, and purchase totals for each year of the Class Period (November 1, 2005 through August 28, 2017) in which you directly purchased Automotive Brake Hoses in the United States. If you have questions regarding the completion of the Schedule of Purchases, please contact the Settlement Administrator via email at info@AutoPartsAntitrustLitigation-BrakeHoses.com, or by calling 1-888-729-1604.

Claims of Separate Entities: Each corporation, trust, or other business entity making a claim must submit its claim on a separate Claim Form.

Taxpayer Identification Number: A Claim Form is not complete without the federal taxpayer identification number of the claimant.

Keep a copy: You should keep a copy of your completed Claim Form for your records. You should also retain all of your documents and records relating to **direct** purchases of Automotive Brake Hoses in the United States from any of the listed companies during the period from November 1, 2005 through August 28, 2017. As part of the claims administration process, you may be required to verify certain information about your Automotive Brake Hoses purchases such as the quantity of products purchased, the type of products purchased, the dollar amount(s), the date(s) of the purchases, and the company(ies) from which you **directly** purchased the Automotive Brake Hoses. You may be asked to submit purchase records to verify your claim.

Confirmation of Receipt of Claim: The receipt of Claim Forms will **not** be confirmed or acknowledged automatically by the Settlement Administrator. If you wish to have confirmation that your Claim Form has been received, send it by certified mail, return receipt requested.

Assistance: If you have any questions concerning this Claim Form or need additional copies, contact the Settlement Administrator at: Automotive Brake Hoses Direct Purchaser Antitrust Litigation PO Box 3747, Portland, OR 97208-3747, via email at info@AutoPartsAntitrustLitigation-BrakeHoses.com, or by calling 1-888-729-1604. You may also contact your own attorney or other person to assist you, at your own expense.

NOTICE REGARDING SOLICITATIONS FROM CLAIMS ASSISTANCE COMPANIES: THERE ARE COMPANIES THAT CONTACT CLASS MEMBERS TO OFFER ASSISTANCE IN FILING A CLAIM IN EXCHANGE FOR A PORTION OF ANY SETTLEMENT FUNDS THE CLASS MEMBER MAY RECOVER. THESE COMPANIES ARE NOT AFFILIATED WITH PLAINTIFF OR DEFENDANTS OR THEIR COUNSEL, AND YOU DO NOT NEED TO USE THEM TO FILE A CLAIM.

CLAIM FORM

I. IDENTITY OF CLAIMANT

Please indicate whether the person filing this claim is a direct filer or a third-party filer (select only one):

- Direct Filer** (you, or your company, made the direct purchases of Automotive Brake Hoses during the Class Period)
- Third-Party Filer** (you, or your company, are authorized to file this claim on behalf of the claimant listed below)

If you selected “**Direct Filer**,” please indicate your (the claimant’s) name and contact information in Section II (“Claimant Information”). Then, skip Section III, and proceed directly to Section IV.

If you selected “**Third-Party Filer**,” please indicate the claimant’s name and contact information in Section II (“Claimant Information”). Then, please provide your filer information in Section III (“Third-Party Filer Information”), before proceeding to Section IV. Please note: If you selected “**Third-Party Filer**,” correspondences concerning this claim will be directed to the contact person provided in “Third-Party Filer Information.”

II. CLAIMANT INFORMATION

Claimant Name (Individual or Entity):

[Grid for Claimant Name]

Address 1:

[Grid for Address 1]

Address 2:

[Grid for Address 2]

City:

[Grid for City]

State:

[Grid for State]

ZIP Code:

[Grid for ZIP Code]

Country:

[Grid for Country]

Contact Person:

[Grid for Contact Person]

Contact Person E-Mail Address:

[Grid for Contact Person E-Mail Address]

Contact Person Phone Number:

[Grid for Contact Person Phone Number]

Claimant is a (Check one):

- Corporation
- Individual
- Trustee in Bankruptcy
- Partnership
- Other

If the claimant on whose behalf this claim is being submitted acquired the rights that are the basis of their claim from some other person or entity (as assignee, transferee, successor, or otherwise), please check the box below and attach copies of legal documents that support the acquisition of your claim.

- This claim is based upon an assignment or transfer, and I have attached copies of supporting legal documents.

PLEASE PROMPTLY NOTIFY THE SETTLEMENT ADMINISTRATOR OF ANY CHANGE IN THE INFORMATION SET FORTH ABOVE.

Please note that your claim is subject to audit by the Settlement Administrator and you may, at a later time, be required to provide copies of some or all of the underlying documentation supporting your claim. Therefore, please retain your documentation until this litigation has been concluded and the claims review process has been completed. If you submit your purchase information based on estimates, or sales data and trends, you may be required to explain how you calculated the estimated purchases, and you may be required to provide the documents you used as a basis for your estimates. You should retain those documents until this litigation has been concluded and the claims review process has been completed.

Here, provide a brief description of the documents (e.g., invoices, purchase journals, accounts payable journals, etc.) or estimation methods used to calculate your claimed purchases:

FAILURE TO COMPLY WITH THE ABOVE INSTRUCTIONS REGARDING PURCHASES MAY RESULT IN A DELAY PROCESSING YOUR CLAIM.

V. EXCLUSION FROM SETTLEMENT CLASS

Identify the Settlement Class(es), if any, **from which you excluded yourself**. If you have not excluded yourself from any of the Settlement Classes, mark “None” and proceed to Section VI:

- Hitachi Metals
- Toyoda Gosei
- None

Please note, this does not constitute a formal request for exclusion. In order to formally request exclusion, if you have not already done so, please refer to the instructions provided in the Notice of Proposed Settlements with Hitachi Metals and Toyoda Gosei Defendants.

VI. SUBSTITUTE FORM W-9 AND CERTIFICATION

Each claimant must provide the following tax information, required by the IRS. If the correct information is not provided, a portion of any payment that the claimant may be entitled to receive from the Settlement Fund may be withheld for tax purposes.

Claimant's federal taxpayer identification number is:

Employer Identification Number
(for corporations, trusts, etc.)

-

Social Security Number
(for individuals)

or - -

Business Name **OR** Name of taxpayer whose identification number is written above:

I certify that the above federal taxpayer identification number is correct, that taxpayer is **NOT** subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code, that the taxpayer is a U.S. person or entity, and that the taxpayer is exempt from FATCA reporting.

NOTE: If you have been notified by the IRS that you are subject to backup withholding, please strike out the word **"NOT"** in the previous sentence. Instructions regarding IRS Form W-9 are available at the Internal Revenue Service website at <http://www.irs.gov>.

THE INTERNAL REVENUE SERVICE DOES NOT REQUIRE YOUR CONSENT TO ANY PROVISION OF THIS DOCUMENT OTHER THAN THE CERTIFICATIONS REQUIRED TO AVOID BACKUP WITHHOLDING.

I, _____, declare under penalty of perjury that the information contained in this Claim Form is true and correct to the best of my knowledge and belief, that I am authorized to sign and submit this claim on behalf of the claimant, that the specific purchases of Automotive Brake Hoses listed were made by the claimant directly from the companies listed, that the claimant is a member of either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes and has not requested exclusion from both of those Settlement Classes, that this claim is the only claim being submitted by the claimant, that the claimant does not know of any other claim being submitted for the same purchases, that the claimant has not transferred or assigned its claims, and that I have read the accompanying Instructions and the Notice of Proposed Settlements with Hitachi Metals and Toyoda Gosei Defendants. Claimant submits to the exclusive jurisdiction of the United States District Court for the Eastern District of Michigan for the purpose of investigation or discovery (if necessary) with respect to this claim and any proceeding or dispute arising out of or relating to this claim. The filing of a false claim is a violation of the criminal laws of the United States and may subject the violator to criminal penalties.

Date: - -
MM DD YYYY

Signature

Printed Name

Title of position (If claimant is not an individual)

SCHEDULE OF PURCHASES: GENERAL WORKSHEET

Please fill out the charts on both sides (front and back) of the Schedule of Purchases: General Worksheet, listing the quantity of products purchased and purchase totals for each Defendant (including their parents, subsidiaries, affiliates, and joint ventures) and year of the Class Period (November 1, 2005 through August 28, 2017) in which you directly purchased Automotive Brake Hoses in the United States. If you have questions regarding the completion of the Schedule of Purchases, please contact the Settlement Administrator via email at info@AutoPartsAntitrustLitigation-BrakeHoses.com, or by calling 1-888-729-1604.

Year Purchased	Hitachi Metals, Ltd.		Toyota Gosei Defendants ¹	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
11/1/05-12/31/05		(\$)		(\$)
2006		(\$)		(\$)
2007		(\$)		(\$)
2008		(\$)		(\$)
2009		(\$)		(\$)
2010		(\$)		(\$)

List the quantity of products purchased and dollar amount of **direct purchases** of Automotive Brake Hoses from each of the Defendants for each year during the class period. The purchase amounts must be the net amounts paid after deducting any discounts, rebates, taxes, delivery, and freight charges. **INDIRECT PURCHASES ARE NOT ELIGIBLE.**

¹ Toyota Gosei Co., Ltd., Toyota Gosei North America Corp., and TG Kentucky, LLC.

Year Purchased (cont.)	Hitachi Metals, Ltd.		Toyoda Gosei Defendants	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2011		(\$)		(\$)
2012		(\$)		(\$)
2013		(\$)		(\$)
2014		(\$)		(\$)
2015		(\$)		(\$)
2016		(\$)		(\$)
1/1/17-8/28/17		(\$)		(\$)
TOTAL AMOUNT PURCHASED (Required)		(\$)		(\$)

EXHIBIT B

CONFIRMATION OF PUBLICATION

IN THE MATTER OF: *Auto Parts – Brake Hoses*

I, Kathleen Komraus, hereby certify that

(a) I am the Media & Design Manager at Epiq Class Action & Claims Solutions, a noticing administrator, and;

(b) The Notice of which the annexed is a copy was published in the following publications on the following date:

2.17.2020 – Automotive News
2.17.2020 – PR Newswire's Auto Wire

(c) Banner advertisements are appearing on the following digital properties on the following dates:

2.17.2020 – 3.11.2020 – Automotive News (AutoNews.com)

x Kathleen Komraus
(Signature)

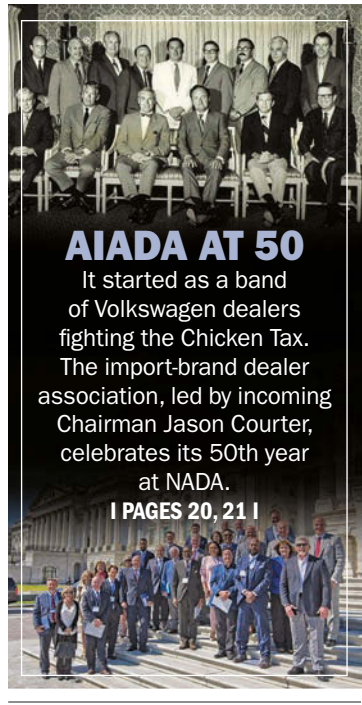
Media & Design Manager
(Title)

Automotive News

FEBRUARY 17, 2020

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\$169/YEAR; \$6/COPY



AIADA AT 50

It started as a band of Volkswagen dealers fighting the Chicken Tax. The import-brand dealer association, led by incoming Chairman Jason Courter, celebrates its 50th year at NADA.

▶ PAGES 20, 21 |

Dealer optimism builds for '20

Profit potential strongest in used, service

David Muller
dmuller@crain.com

A looming, unavoidable downturn seemed to hang like a storm cloud as dealers headed to the 2019 NADA Show. A year later, it seems the skies are clearing.

Auto retailers generally seem more optimistic, as potential profits from used-vehicle sales and the service business, plus stronger economic trends, drive a rosier outlook for 2020.

"Going into 2019, there was a prediction that [we] may have a recession," said Lee Payne, owner of

Planet Honda and Planet Hyundai stores in Golden, Colo. "The stock market took a big hit at the end of 2018, and I think that was a little bit of a hangover... Everybody was kind of waiting for the business to get bad. You don't hear that talk now."

A recession hasn't materialized, and macroeconomics have been generally favorable for auto retail. Dealers seem encouraged, for the most part.



Manzi: Economic outlook better

■ Lithia's aggressive growth targets could spur it to become largest retailer in the U.S. | PAGE 3 |

An *Automotive News* survey of 189 dealership executives shows general optimism about the business for 2020 — though dealers did express worry the presidential election could be a drag on results. And long term, they are concerned about the future of the franchised dealership model.

Nearly half of survey respondents said they expect their overall business to be better or much better in 2020. A little more than a third expect things to stay

see **SURVEY**, Page 39

Nissan lays out plan to reverse U.S. slump

New models, dealer bonuses are planned

Hans Greimel
hgreimel@crain.com

YOKOHAMA, Japan — Posting its first quarterly net loss since the Great Recession, Nissan outlined a three-point plan to reverse its tumbling fortunes in the key U.S. market.

The strategy is to make U.S. vehicle sales more profitable, introduce eight new U.S. models and make sure dealers are on board with the plan.



Uchida: "It will take more time."

But CEO Mako Uchida, who took office Dec. 1, pleaded for patience with a global recovery campaign that still hasn't crystalized. Hard times will continue into the coming year, he warned.

"We thought that 2019 would be a bottom, and from 2020 onward, we envisioned a picture of growth," Uchida said while announcing last week that the carmaker slumped

see **NISSAN**, Page 40

■ Nissan plans a reboot of its Frontier midsize pickup | PAGE 8 |



SINGULAR VISION

In making Farley COO, Ford shows need to integrate auto, mobility goals

Michael Martinez
mdmartinez@crain.com

DETROIT — Former Ford Motor Co. CEO Mark Fields was fond of saying the automaker had "one foot in today and one foot in tomorrow."

His successor, Jim Hackett, rejected that two-pronged approach to the business, noting at his 2017 introductory press conference that "you won't hear us talking about emerging versus core." But by appointing Joe Hinrichs as president of automotive and Jim Farley as president of new business, technology and strategy last year, Hackett still effectively split the responsibilities of his top two

"There will be no chasm in this relationship between all those capabilities, and that's the advantage we get with this move."

Jim Hackett, CEO, Ford Motor Co.

lieutenants between today and tomorrow.

Hackett's latest management shake-up — the abrupt retirement of Hinrichs, 53, and the promotion of Farley, 57, to COO — was an admission that Ford needed a singular strategic vision more seamlessly integrating

connectivity, electrification and emerging mobility services.

"It's my judgment the time is to move with urgency now to integrate and accelerate Ford's transformation into this higher-growth, higher-margin business," Hackett told reporters, calling Farley "a partner who will work together to unite the Ford businesses."

Farley's many responsibilities include oversight of product development, purchasing, manufacturing, marketing, sales, service and quality — in addition to his leadership of Ford Smart Mobility, Ford Autonomous Vehicles and the company's partnership with

see **FORD**, Page 39



May Mobility shifts gears, eyes 'smart' growth

Funding round closes, co-founders exit positions

Pete Bigelow
pbigelow@crain.com

As timelines for self-driving deployments have grown longer, skepticism from once-enthusiastic investors has grown in tandem.

"The dream itself is not quite enough to excite most investors these days," said Edwin Olson, CEO at May Mobility. "We've seen a shift from questions about the technology to questions about, 'Is this a business that understands its product and market fit?'"

For May Mobility, a self-driving shuttle company based in Ann Arbor, Mich., the focus has always been on the latter, and Olson's answer is a resounding "yes." In addition to its autonomous-driving system, the company has crafted a business model that's about providing turn-

key transportation services to its customers.

May Mobility provides its six-seat self-driving shuttles, drivers and ongoing fleet operations and maintenance management for cities looking for short-distance transportation links. The company has ongoing projects in Detroit, Grand Rapids, Mich., and Providence, R.I.

In December, the company closed a \$50 million Series B round of financing, in which Toyota Motor Corp. provided the largest investment. The funding provided May Mobility with money to expand its ambitions over the next two years — and also brought big changes.

Last month, COO Alisyn Malek and Chief Technology Officer Steve Vozar, both co-founders, left their positions with the company. Malek will remain as an outside adviser.



Olson: Might not fill same roles

Nuno-Whelan, who joined May Mobility as vice president of fleet engineering after being chief engineer of full-size SUVs at General Motors.

Olson says the recent departures give May Mobility a chance to recalibrate and not necessarily seek candidates for the same roles.

"We might not line-for-line refill," he said. "We're going to restructure some of how we do

business. Some of the things we do really well is focus on product. So what our new organization will look like will be around delivering amazing product to customers with unit economics that work and make money."

The Series B round brings the company's total financing to \$83.6 million, and Olson estimates it should fuel the company's expansion plans and operations for the next two years. While he says he welcomes that expansion, he's leery of growing too fast.

"We're excited about the markets we're already in," Olson said. "Those are great proof points that we can sell — and keep — customers. We're looking at other markets that might add some strategic value, maybe, that have an incredibly high growth potential or maybe a great route that showcases our tech really well. Our plan is to grow smart. We don't want to squander capital too fast." **AN**

LEGAL NOTICE

IF YOU PURCHASED AUTOMOTIVE BRAKE HOSES IN THE UNITED STATES DIRECTLY FROM ANY OF THE ENTITIES IDENTIFIED BELOW FROM NOVEMBER 1, 2005 THROUGH AUGUST 28, 2017, YOUR LEGAL RIGHTS MAY BE AFFECTED BY PROPOSED SETTLEMENTS WITH THE HITACHI METALS AND TOYODA GOSEI DEFENDANTS

Proposed settlements totaling approximately \$4.99 million have been reached in *In re Automotive Parts Antitrust Litigation*, Master File No. 12-md-02311, 2:16-cv-03601, 2:16-cv-14245 (E.D. Mich.), with the Hitachi Metals and Toyoda Gosei Defendants (collectively, the "Settling Defendants").

What is the lawsuit about? This class action is part of coordinated legal proceedings involving Automotive Brake Hoses purchased in the United States directly from a Defendant (as defined below). These proceedings do not relate to, and have no effect upon, cases involving any other product.

The term "Automotive Brake Hoses" is defined in each of the settlement agreements, but generally refers to flexible hoses that carry brake fluid through the hydraulic brake system of motor vehicles.

Direct Purchaser Plaintiff ("Plaintiff") alleges that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Automotive Brake Hoses sold in the United States, in violation of federal antitrust laws. Plaintiff further alleges that as a result of the conspiracy, it and other direct purchasers of Automotive Brake Hoses were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

Plaintiff has reached settlements with the Hitachi Metals and Toyoda Gosei Defendants totaling up to \$4,991,667. Under the terms of the proposed settlements, Hitachi Metals will pay up to a total of \$2,725,000, and Toyoda Gosei will pay up to a total of \$2,266,667 (the two settlement funds are collectively referred to as the "Automotive Brake Hoses Settlement Fund"), and each of the Settling Defendants has agreed to provide cooperation to assist Plaintiff with the prosecution of claims against any other Defendant, should the need for such cooperation arise.

Who is included? The Court has preliminarily approved each of the proposed settlements, and has provisionally certified the Hitachi Metals and Toyoda Gosei Settlement Classes. You are a member of one or more of these Settlement Classes if you purchased Automotive Brake Hoses in the United States directly from any of the following entities (or depending on the specific settlement agreements, their parents, subsidiaries, affiliates or joint ventures, each a "Defendant") during the period from November 1, 2005 through August 28, 2017: Hitachi Metals, Ltd.; Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corp.; and TG Kentucky, LLC.

A Notice of Proposed Settlements and Claim Form (the "Notice") was mailed to potential Hitachi Metals and Toyoda Gosei Settlement Class members on or about February 7, 2020. The Notice describes the litigation and options available to Settlement Class members with respect to the Hitachi Metals and Toyoda Gosei settlements in more detail. If you did not receive the Notice you may obtain a copy on the internet at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses, or by calling or writing to any of the following Settlement Class Counsel:

Gregory P. Hansel
PRETI, FLAHERTY, BELIVEAU & PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112-9546
Telephone: (207) 791-3000

Joseph C. Kohn
KOHNSWIFT & GRAF, P.C.
1600 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 238-1700

Steven A. Kanner
FREED KANNER LONDON & MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500

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SPECTOR ROSEMAN & KODROFF, P.C.

Two Commerce Square
2001 Market Street, Suite 3420
Philadelphia, PA 19103
Telephone: (215) 496-0300

What do the settlements provide? Hitachi Metals and Toyoda Gosei have agreed to pay up to a combined total of \$4,991,667 to settle the Class Members' claims against them. As part of the settlements both Settling Defendants have agreed to provide cooperation in the prosecution of claims against any other Defendant, should the need for such cooperation arise.

Your rights may be affected. If you are a member of either of the Hitachi Metals or Toyoda Gosei Settlement Classes you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in a Settlement Class, you do not need to take any action at this time and your interests will be represented by the Class Representative and by Settlement Class Counsel. **In order to share in the proceeds of either of the Hitachi Metals or Toyoda Gosei settlements, however, you must complete and timely submit a copy of the Claim Form that was mailed to potential Settlement Class members along with the Notice, postmarked on or before May 29, 2020.**

If you wish to exclude yourself from either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than April 3, 2020**, in accordance with the procedures set forth in the Notice. If you validly exclude yourself from either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes, you will not be bound by any decision concerning that settlement class and you can pursue individually any claims you may have against that Defendant (at your own expense), but you will not be eligible to share in the settlement proceeds attributable to that Defendant.

Any potential Settlement Class Member who requests exclusion from the Hitachi Metals or Toyoda Gosei Settlement Class shall not be precluded, restricted, barred or limited in any way from participating in any future settlements relating to other Defendants in the Action.

If you remain a member of the Hitachi Metals or Toyoda Gosei Settlement Classes, you have the right to object to that proposed settlement, or to the proposed plan of distribution of the Automotive Brake Hoses Settlement Fund, or to Settlement Class Counsel's requests for an award of attorneys' fees and litigation costs and expenses, and an incentive payment to the Class Representative, by following the procedures set forth in the Notice. **Your objection must be filed no later than April 3, 2020.**

The Court has scheduled a hearing on June 17, 2020, to consider whether to approve: the proposed settlements; the proposed plan of distribution of settlement funds; and Settlement Class Counsel's requests for an award of attorneys' fees and litigation costs and expenses, and an incentive payment to the Class Representative. The hearing may be continued without further notice to you.

If you believe you are a member of either or both of the Hitachi Metals or Toyoda Gosei Settlement Classes, you are urged to obtain a copy of the Notice, which explains your rights regarding the settlements and related matters.

If you have questions concerning this litigation, you may contact any one of the Settlement Class Counsel identified above. **Do not contact the Clerk of the Court or the Judge.**

Dated: February 17, 2020

BY ORDER OF:
The United States District Court for the Eastern District of Michigan, Southern Division



Jaguar beat rivals to market in battery-powered crossovers with the I-Pace.

Priority for JLR's next CEO: Improve quality

Brand still lags in dependability ratings

Richard Truett
rtruett@crain.com

Ralf Speth, the outgoing CEO of Jaguar Land Rover, can chalk up a career that transformed the British automaker.

But Speth, 64, leaves behind significant challenges for his successor, who will be named this year. Chief among them: improving quality.

Speth, a German-born engineer who was appointed an honorary Knight Commander of the Order of the British Empire in 2015, will step down from his role at the British automaker in September.

He has been CEO since 2010 and has helped shape Jaguar Land Rover during its modern era under the ownership of India's Tata Motors.

Under Speth, JLR saw a stream of investments in product development and manufacturing. In the Speth era, JLR:

■ Introduced the F-Type, Jaguar's first true sports car since the 1960s.

■ Took the Range Rover brand into a new segment with the compact Evoque, which propelled Rover to record global sales.

■ Beat bigger rivals to market with battery-powered crossovers with the Jaguar I-Pace, which has garnered a number of industry awards.

■ Approved an all-new version of the iconic Land Rover Defender SUV, which is launching now.

■ Became a global automaker by opening plants in China, Eastern Europe and South America.

■ Began building its own engines again.

But despite Speth's achievements, the luxury automaker has continued to struggle with quality — something his successor will now have to face.

Quality problems are a legacy that predated Speth, a former BMW executive. The issue goes back to Jaguar and Land Rover's ownership by British Leyland in the 1960s, and later under Ford ownership, before their 2008 sale to Tata.

But under Speth, fast-growing Jaguar Land Rover made little improvement in its quality ratings. Quality

concerns hampered the company's growth in China, where angry consumers were so frustrated with their vehicles in 2018 that they protested in front of the company's headquarters in Shanghai.

Two years ago, JLR installed Nigel Blenkinsop as director of quality and automotive safety. JLR began making gains last year in the J.D. Power and Associates Initial Quality Study, but is still far behind on dependability, according to Power. Neither Jaguar nor Land Rover is close to the industry's top tier, although that ranking is true of all European brands, according to Power.

Ford used the slogan "Quality is Job 1" from 1981 to 1998 to reassure the public of its product quality. For Speth's successor, a relentless focus on improving quality might require giving Blenkinsop whatever resources he needs to make sure that Jaguar and Land Rovers brake but don't break. **AN**



Speth: Set to retire this fall

\$4,991,667 in Direct Purchaser Settlements reached with Automotive Brake Hoses Manufacturers in Price Fixing Class Action Lawsuit

NEWS PROVIDED BY

United States District Court for the Eastern District of Michigan Southern Division →

Feb 17, 2020, 08:00 ET

DETROIT, Feb. 17, 2020 /PRNewswire/ -- Freed Kanner London & Millen LLC; Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios LLP, and Spector Roseman & Kodroff, P.C. ("Settlement Class Counsel") announce that the United States District Court for the Eastern District of Michigan Southern Division ("Court") has approved the following announcement of proposed class action settlements with the Hitachi Metals and Toyoda Gosei Defendants. The lawsuit claimed that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Automotive Brake Hoses sold in the United States, in violation of federal antitrust laws.

The settlements affect those who purchased Automotive Brake Hoses in the United States between November 1, 2005 and August 28, 2017 directly from any of the following entities (or depending on the specific settlement agreements, their parents, subsidiaries, affiliates and joint ventures): Hitachi Metals, Ltd.; Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corp.; and TG Kentucky, LLC.

A hearing will be held on June 17, 2020, at 2:00 p.m., before the Honorable Marianne O. Battani, United States District Judge, at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 250, for the purpose of determining: (1) whether the proposed settlements with the Hitachi Metals and Toyoda Gosei Defendants totaling up to \$4,991,667 should be approved by the Court as fair, reasonable and adequate; (2) whether the Court should approve the proposed plan of distribution of Hitachi Metals and Toyoda Gosei settlement proceeds to members of the settlement classes; and (3) whether the Court should approve Settlement Class Counsel's requests for an award of attorneys' fees, reimbursement of litigation costs and expenses, and an incentive payment to the Class Representative.

A Notice of Proposed Settlements and Claim Form (the "Notice") was mailed to potential Settlement Class members on or about February 7, 2020. The Notice describes the litigation and options available to Settlement Class members with respect to the Hitachi Metals and Toyoda Gosei settlements in more detail. The Notice also explains what steps a Class Member must take to (1) remain in the settlement classes and file a Claim Form to share in the settlement proceeds, (2) object to the settlements, or (3) request exclusion from the settlement classes. The Notice and other important documents related to the settlements can be accessed at www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses, or by calling 1-888-729-1604, or writing to Automotive Brake Hoses Direct Purchaser Antitrust Litigation, P.O. Box 3747, Portland, OR 97208-3747. Those who believe they may be a member of either of the Hitachi Metals or Toyoda Gosei settlement classes, are urged to obtain a copy of the Notice.

Related Links

<https://www.autopartsantitrustlitigation.com/AutomotiveBrakeHoses/>

\$4,991,667 in Direct Purchaser Settlements reached with Automotive Brake Hoses Manufacturers in Price Fixing Class Action Lawsuit



EXECUTIVES | UPDATED 6 HOURS AGO

American Honda auto division chief Arcangeli steps down



UAW SCANDAL | UPDATED 12 HOURS AGO

Former UAW official sentenced to 28 months in corruption scandal

U.S. prosecutors say Michael Grimes, who worked as an assistant in the UAW's General Motors department, conspired with two unidentified senior union officials on multiple schemes going back to at least 2006.



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steps down

Henio Arcangeli Jr., a newcomer to the auto industry when he joined American Honda in 2017, is leaving the company at the end of the month to spend more time with family.

**\$4,991,667 in Direct
Purchaser Settlements
reached with Automotive
Brake Hoses Manufacturers
in Price Fixing Class
Action Lawsuit**

Supply Chain at Risk

Auto component imports from China as a share of total car-part imports

■ <5% ■ 5% to 10% ■ 10% to 30% ■ 30% to 70% ■ >70%



autonews.com



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Click here for more information.

**[www.AutoPartsAntitrust
Litigation.com/Automotive
BrakeHoses](http://www.AutoPartsAntitrustLitigation.com/AutomotiveBrakeHoses)**

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EXHIBIT 2

EXHIBIT 2

AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 12-MD-02311,
AUTOMOTIVE BRAKE HOSES 2:16-cv-03601-MOB-MKM; 2:16-cv-14245-MOB-MKM;
2:19-cv-12720-MOB-MKM

REQUESTS FOR EXCLUSION FROM THE DIRECT PURCHASER SETTLEMENT CLASSES

<p>GENERAL MOTORS General Motors LLC (“GM”), General Motors Company, and General Motors Holdings LLC, along with all their subsidiaries (in which GM directly or indirectly owns 50% or more of the voting rights) and majority owned affiliates</p> <p>TOYOTA Toyota Motor Engineering & Manufacturing North America, Inc. (TEMA) and all of its wholly owned divisions, subsidiaries and affiliates including but not limited to Toyota Motor Sales U.S.A., Inc., TABC, Inc., Toyota Motor Manufacturing, Mississippi, Inc., Toyota Motor Manufacturing, Indiana, Inc., Toyota Motor Manufacturing, Kentucky, Inc., Toyota Motor Manufacturing, Northern Kentucky, Inc., Toyota Motor Manufacturing de Baja California, S. de R.L. de C.V., Toyota Motor Manufacturing, West Virginia, Inc., Toyota Motor Manufacturing, Alabama, Inc., Toyota Motor Manufacturing, Texas, Inc., Toyota Motor Manufacturing, Canada, Inc., New United Motor Manufacturing, Inc., Bodine Aluminum, Inc., Canadian Autoparts Toyota Inc., Toyota Motor Manufacturing California, Inc., Toyota Canada, Inc., and any other TEMA entities that were sent notice</p>	
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EXHIBIT 3

Exhibit 3

AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 12-MD-02311

AUTOMOTIVE BRAKE HOSES 2:16-cv-03601-MOB-MKM; 2:16-cv-14245-MOB-MKM; 2:19-cv-12720-MOB-MKM

Requests for Exclusion

Class Member	Hitachi Metals	Toyoda Gosei
GENERAL MOTORS LLC	X	
TOYOTA MOTOR ENGINEERING & MANUFACTURING NORTH AMERICA, INC.	X	X

X = Requested Exclusion from Settlement