

**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: VALVE TIMING CONTROL DEVICES	
THIS RELATES TO:  ALL DIRECT PURCHASER ACTIONS	2:13-cv-02501-MOB-MKM  2:17-cv-13158-MOB-MKM

**SETTLEMENT CLASS COUNSEL’S REPORT ON DISSEMINATION  
OF NOTICE OF PROPOSED SETTLEMENTS WITH THE AISIN  
SEIKI, DENSO, HIAMS, AND MITSUBISHI ELECTRIC  
DEFENDANTS AND CLASS MEMBERS’ RESPONSE**

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to this Court’s Order dated March 20, 2020 (2:13-cv-02501, ECF No. 8) (the “Notice Order”), and Settlement Class members’ response to the notice program. As described more fully below, notice was mailed to 201 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. Nine requests for exclusion from one or more of the settlements were submitted.

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 March 25, 2020, Epiq Class Action & Claims Solutions, Inc. ("Epiq"), the Notice and Claims Administrator retained by Direct Purchaser Plaintiff, mailed 201 copies of the Notice of Proposed Settlements of Direct Purchaser Class Action with the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Defendants and Hearing on 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 returned notices for which updated addresses were obtained. *Id.* at ¶ 7. In addition, a copy of the Notice was (and remains) posted online at [www.AutoPartsAntitrustLitigation.com/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD), 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 the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Defendants and Hearing on Settlement Approval and Related Matters (the "Summary Notice") was published in *Automotive News* on April 6, 2020. *Id.* at ¶ 8. Additionally, an online banner notice appeared for a 21-day period on [www.AutoNews.com](http://www.AutoNews.com), the digital version of *Automotive News*, and an Informational Press Release was issued nationwide on April 6, 2020 via PR Newswire's "Auto Wire," which targets auto industry trade publications. *Id.*

Notice to the Aisin Seiki, DENSO, HIAMS, and Mitsubishi Electric 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 May 15, 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 Aisin Seiki, DENSO, HIAMS, and Mitsubishi Electric Settlement Classes had to be mailed to Settlement Class Counsel and to counsel for the Settling Defendants, postmarked no later than May 15, 2020. As of this date, Settlement Class Counsel have received nine requests for exclusion from one or more of the proposed settlements.<sup>1</sup> None of the proposed settlements are subject to rescission or reduction as a result of the requests for exclusion.

Settlement Class Counsel respectfully submit that, for the reasons set forth in the Memorandum in Support of Direct Purchaser Plaintiff's Motion for Final Approval of Proposed Settlements with the Aisin Seiki, DENSO, HIAMS, and Mitsubishi Electric Defendants and

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<sup>1</sup> Settlement Class Counsel received four requests for exclusion from the Aisin Seiki Settlement Class, nine requests for exclusion from the DENSO Settlement Class, four requests for exclusion from the HIAMS Settlement Class, and seven requests for exclusion from the Mitsubishi Electric Settlement Class. 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.

Proposed Plan for Distribution of Settlement Funds (the “Final Approval Brief”) (2:13-cv-02501, ECF No. 11), 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 201 potential Settlement Class members identified by Defendants, and a copy of the Notice was (and remains) posted on-line at [www.AutoPartsAntitrustLitigation.com/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD). The Summary Notice was published in *Automotive News* on April 6, 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](http://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 March 31, 2020, Plaintiff's Counsel's lodestar, based upon historical rates, was \$987,910.50. Direct Purchaser Plaintiff's Memorandum in Support of Motion for an Award of Attorney's Fees, Litigation Costs and Expenses, and an Incentive Payment to the Class Representative, at 9 (the "Fee Brief") (2:13-cv-02501, ECF No. 12). 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 \$1,061,033.25. Were the Court to award a fee of 30% of the combined Aisin Seiki, DENSO, HIAMS, and Mitsubishi Electric settlement proceeds of \$2,719,274, less litigation expenses of \$22,208.59, the multiplier on the more current lodestar would be a negative lodestar multiplier of approximately .76.

**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 Aisin Seiki, DENSO, HIAMS, and Mitsubishi Electric settlements, the proposed plan for distribution of settlement funds, and the requests for attorneys' fees and litigation costs and expenses, and an incentive awards to the Class Representative.

DATED: June 4, 2020

Respectfully submitted,

/s/David H. Fink

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*Plaintiff's 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.

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# **EXHIBIT 1**



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

<b>IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION</b>	:	
	:	<b>CASE NO. 12-MD-02311</b>
	:	<b>Honorable Marianne O. Battani</b>
<b>IN RE: VALVE TIMING CONTROL DEVICES CASES</b>	:	
	:	
<b>THIS RELATES TO: ALL DIRECT PURCHASER CASES</b>	:	<b>2:13-cv-02501-MOB-MKM</b>
	:	<b>2:17-cv-13158-MOB-MKM</b>
	:	

**DECLARATION OF ANGIE BIRDSSELL RE DISSEMINATION OF NOTICE TO THE  
DIRECT PURCHASER MITSUBISHI ELECTRIC, HIAMS, DENSO, AND AISIN SEIKI  
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 Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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](http://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 201 names and addresses of potential Class Members.

6. On March 25, 2020, Epiq mailed the Claim Packages by first class mail, postage prepaid, to the 201 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 26 Claim Packages returned by the U.S. Postal Service as undeliverable and has remailed 11 Claim Packages to those records. As of April 28, 2020, there are 15 records that remain undeliverable.

### **PUBLICATION NOTICE**

8. Epiq caused the publication of the Summary Publication Notice in one edition of *Automotive News* on April 6, 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 April 6, 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 March 26, 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/VTCD*. 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 370 page views and 320 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 May 15, 2020. As of May 21, 2020, Epiq has received 7 requests for exclusion from the Mitsubishi Electric Settlement Class, 4 request for exclusion from the HIAMS Settlement Class, 9 requests for exclusion from the DENSO Settlement Class, and 4 requests for exclusion from the Aisin Seiki 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: VALVE TIMING CONTROL DEVICES  
CASES

2:13-cv-02501-MOB-MKM

2:17-cv-13158-MOB-MKM

THIS RELATES TO:

ALL DIRECT PURCHASER ACTIONS

**NOTICE**

**NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH MITSUBISHI ELECTRIC, HIAMS, DENSO, AND AISIN SEIKI 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 VALVE TIMING CONTROL DEVICES IN THE UNITED STATES DIRECTLY FROM DEFENDANTS (OR THEIR SUBSIDIARIES, AFFILIATES OR JOINT VENTURES) FROM JANUARY 1, 2000 THROUGH MARCH 12, 2018.

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 Defendants Mitsubishi Electric Corporation, Mitsubishi Electric US Holdings, Inc., and Mitsubishi Electric Automotive America, Inc. (collectively, the "Mitsubishi Electric Defendants"), Defendant Hitachi Automotive Systems, Ltd. (collectively with Hitachi Automotive Systems Americas, Inc. and Hitachi, Ltd., the "HIAMS Defendants"), Defendants DENSO Corporation, DENSO International America, Inc., DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation), DENSO Automotive Deutschland GmbH, DENSO Products & Services Americas, Inc. (f/k/a/ DENSO Sales California, Inc.), ASMO Co., Ltd., ASMO North America, LLC, ASMO Greenville of North Carolina, Inc. and ASMO Manufacturing, Inc. (collectively, the "DENSO Defendants"), and Defendants Aisin Seiki Co., Ltd., Aisin Automotive Casting, LLC, and Aisin World Corp. of America (collectively, the "Aisin Seiki Defendants") (all Defendants referenced in this paragraph are collectively referred to as the "Settling Defendants");
- (2) A proposed plan of distribution of Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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 any or all of the Settlement Classes; and object to the terms of the proposed settlements, the plan of distribution, and the requests 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 Mitsubishi Electric Defendants, the HIAMS Defendants, the DENSO Defendants, and the Aisin Seiki Defendants totaling \$2,719,274. Under the terms of the proposed settlements, Mitsubishi Electric will pay \$359,274 (the "Mitsubishi Electric Settlement Fund"), HIAMS will pay \$1,410,000 (the "HIAMS Settlement Fund"), DENSO will pay \$100,000 (the "DENSO Settlement Fund"), and Aisin Seiki will pay \$850,000 (the "Aisin Seiki Settlement Fund") (the 4 settlement funds are collectively referred to as the "Valve Timing Control Devices Settlement Fund"). 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 Valve Timing Control Devices purchased in the United States **directly** from a Defendant, or depending on the specific settlement agreement, its parents, subsidiaries, affiliates, or joint ventures. The term "Valve Timing Control Devices" is defined in each settlement agreement, but generally means devices that are part of a vehicle's engine and control the opening/closing of an intake valve and exhaust valve based on driving conditions and contribute to the engine management system of the vehicle. Valve Timing Control Device includes the variable cam timing ("VCT") actuator, other actuators (including variable timing control actuators), and/or solenoid valve. Some Valve Timing Control Devices may also contain an oil flow control valve ("OCV"). Valve Timing Control Devices are sold together and separately as components and are sometimes referred to as "variable valve timing" systems.

These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Valve Timing Control Devices.

If you are a member of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes (defined below), you have the rights and options summarized here:

- You may remain in any or all of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes and be eligible to share in the proceeds of, and be bound by the terms of, those settlements in which you elect to remain;
- You may exclude yourself from any or all of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki 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 the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes, you may object to that proposed settlement, to the proposed plan of distribution of the Valve Timing Control Devices 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 Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Funds must complete and submit a copy of the Claim Form on or before June 26, 2020.

## WHO IS IN THE SETTLEMENT CLASSES?

The Court has provisionally certified a Direct Purchaser Mitsubishi Electric Settlement Class (“Mitsubishi Electric Settlement Class”), Direct Purchaser HIAMS Settlement Class (the “HIAMS Settlement Class”), Direct Purchaser DENSO Settlement Class (the “DENSO Settlement Class”), and a Direct Purchaser Aisin Seiki Settlement Class (the “Aisin Seiki Settlement Class”) for the purpose of disseminating notice of the proposed Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki settlements.

The Mitsubishi Electric Settlement Class is defined as follows:

All individuals and entities who purchased Valve Timing Control Devices in the United States directly from one or more Defendants (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 12, 2018. 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 Mitsubishi Electric Settlement Class definition set forth above, the following entities are Defendants: Aisin Seiki Co., Ltd.; Aisin Automotive Casting, LLC; Denso Corporation; Denso International America, Inc.; Denso International Korea Corporation; Denso Products and Services Americas, Inc. (f/k/a Denso Sales California, Inc.); Korea Delphi Automotive Systems Corp.; Hitachi, Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Mikuni Corporation; Mikuni American Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc.

The HIAMS Settlement Class is defined as follows:

All individuals and entities who purchased Valve Timing Control Devices in the United States directly from Defendants (or their subsidiaries or affiliates) from January 1, 2000 through March 12, 2018. 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 HIAMS Settlement Class definition set forth above, the following entities are Defendants: Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Hitachi, Ltd.; Aisin Seiki Co., Ltd.; Aisin Automotive Casting, LLC; DENSO Corporation; DENSO International America, Inc.; DENSO Korea Corporation; DENSO Automotive Deutschland GmbH; Korea Delphi Automotive Systems Corp.; Mikuni Corporation; Mikuni American Corporation; Mitsubishi Electric Corporation; and Mitsubishi Electric Automotive America, Inc.

The DENSO Settlement Class is defined as follows:

All individuals and entities who purchased Valve Timing Control Devices in the United States directly from one or more Defendants (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 12, 2018. 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 DENSO Settlement Class definition set forth above, the Defendants are: Aisin Seiki Co., Ltd.; Aisin Automotive Casting, LLC; Korea Delphi Automotive Systems Corp.; Hitachi, Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Mikuni Corp.; Mikuni American Corp.; Mitsubishi Electric Corp.; Mitsubishi Electric US Holdings, Inc.; Mitsubishi Electric Automotive America, Inc.; DENSO Corporation; DENSO International America, Inc.; and their parents, subsidiaries, and affiliates.

The Aisin Seiki Settlement Class is defined as follows:

All individuals and entities who purchased Valve Timing Control Devices in the United States directly from one or more Defendants (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 12, 2018. 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 Aisin Seiki Settlement Class definition set forth above, the Defendants are: Aisin Seiki Co., Ltd.; Aisin Automotive Casting, LLC; Aisin World Corp. of America; DENSO Corporation; DENSO International America, Inc.; Hitachi, Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Mikuni Corporation; Mikuni American Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc.

Plaintiff All European Auto Supply, Inc. has been appointed by the Court to serve as “Class Representative” for the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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 “Co-Lead Settlement Class Counsel” for the Settlement Classes. These firms, together with Cohen Milstein Sellers & Toll PLLC, which worked extensively with Co-Lead Settlement Class Counsel on this case, are referred to collectively as “Settlement Class Counsel.”

## **WHAT IS THIS LITIGATION ABOUT?**

In September 2017, Plaintiff filed a class action lawsuit against Defendants on behalf of a class of direct purchasers of Valve Timing Control Devices, alleging that they conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Valve Timing Control Devices sold in the United States, in violation of federal antitrust laws. Plaintiff further alleged that as a result of the conspiracy, it and other direct purchasers of Valve Timing Control Devices were injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct.

The Defendants all deny Plaintiff’s allegations and liability and have asserted defenses to Plaintiff’s claims. 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 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 Mitsubishi Electric Settlement Class, entered into a settlement agreement with the Mitsubishi Electric Defendants on March 12, 2018 (the “Mitsubishi Electric Settlement Agreement”), under which the Mitsubishi Electric Defendants have agreed to pay \$359,274.

Plaintiff, on behalf of the HIAMS Settlement Class, entered into a settlement with the HIAMS Defendants on May 14, 2018 (the “HIAMS Settlement Agreement”), under which the HIAMS Defendants agreed to pay \$1,410,000.

Plaintiff, on behalf of the DENSO Settlement Class, entered into a settlement agreement with the DENSO Defendants on February 4, 2019 (the “DENSO Settlement Agreement”), under which the DENSO Defendants agreed to pay \$100,000.

Plaintiff, on behalf of the Aisin Seiki Settlement Class, entered into a settlement with Aisin Seiki on October 25, 2019, under which the Aisin Seiki Defendants agreed to pay \$850,000.

As part of their respective settlements, the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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 Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Settlement Agreements contain other important provisions, including the release of certain claims against the Settling Defendants (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 on-line at [www.AutoPartsAntitrustLitigation.com/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD). 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 any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki 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 any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki 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 Valve Timing Control Devices 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 Valve Timing Control Devices 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 June 26, 2020**.

The Net Valve Timing Control Devices Settlement Fund will be distributed *pro rata* to all Claimants based upon their **direct** purchases 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 Valve Timing Control Devices in the United States directly from any Defendant (or its parents, affiliates, subsidiaries or joint ventures) during the period from January 1, 2000 through March 12, 2018. 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 any or all of the 4 Settlement Classes. If you wish to exclude yourself from any or all of the Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than May 15, 2020**, to Co-Lead Settlement Class Counsel, and to counsel for the Settling Defendants, at the addresses set forth below, and to the following address:

Valve Timing Control Devices Direct Purchaser Antitrust Litigation  
P.O. Box 3719  
Portland, OR 97208-3719

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 Valve Timing Control Devices during the Class Period for the Settlement Class from which you seek exclusion, the Valve Timing Control Devices purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from any or all 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.

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

Settlement Class Counsel, 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 Valve Timing Control Devices Settlement Fund.

Settlement Class Counsel will also request an incentive payment to Plaintiff All European Auto Supply, Inc., 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 April 24, 2020. If you remain a member of any of the Settlement Classes and you wish to object to the requests 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 2:30 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 Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki settlements; the proposed plan of distribution of the Valve Timing Control Devices 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 Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes and you wish to object to that proposed settlement, or to the proposed plan of distribution of the Valve Timing Control Devices Settlement Fund, or to Settlement Class Counsel's requests 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 May 15, 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 May 15, 2020**:

Gregory P. Hansel  
PRÉTI, 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

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

*Co-Lead Counsel for the Direct Purchaser Settlement Classes*

Charles B. Sklarsky  
JENNER & BLOCK LLP  
353 N. Clark Street  
Chicago, IL 60654  
Telephone: (312) 222-9350

*Counsel for the Mitsubishi Electric Defendants*

Craig P. Seebald  
VINSON & ELKINS LLP  
2200 Pennsylvania Ave NW  
Suite 500-W  
Washington, DC 20037  
Telephone: (202) 639-6500

*Counsel for the HIAMS Defendants*

Steven F. Cherry  
WILMER CUTLER PICKERING  
HALE AND DORR LLP  
1875 Pennsylvania Avenue, NW  
Washington, DC 20006  
Telephone: (202) 663-6000

*Counsel for the DENSO Defendants*

Jeremy Calsyn  
Cleary Gottlieb Steen & Hamilton LLP  
2112 Pennsylvania Avenue, NW  
Washington, DC 20037  
Telephone: (202) 974-1522

*Counsel for the Aisin Seiki Defendants*

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 Valve Timing Control Devices 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: Valve Timing Control Devices Direct Purchaser Antitrust Litigation, P.O. Box 3719, Portland, OR 97208-3719.

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/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD). Questions concerning the proposed Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki settlements, this Notice, or the litigation may be directed to any of the Co-Lead Settlement Class Counsel identified above.

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

Dated: March 25, 2020

BY ORDER OF:

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

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION
In Re: VALVE TIMING CONTROL DEVICES CASES
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS

CASE NO. 12-MD-02311  
HON. MARIANNE O. BATTANI

2:13-cv-02501-MOB-MKM  
2:17-cv-13158-MOB-MKM

**IMPORTANT NOTICE TO PURCHASERS OF VALVE TIMING CONTROL DEVICES  
PLEASE READ THIS ENTIRE DOCUMENT CAREFULLY**

**YOU MUST COMPLETE AND SUBMIT A CLAIM FORM, POSTMARKED ON OR BEFORE JUNE  
12, 2020, TO BE ELIGIBLE TO SHARE IN THE DISTRIBUTION OF THE PROCEEDS OF  
SETTLEMENTS WITH THE MITSUBISHI ELECTRIC, HIAMS, DENSO, AND AISIN SEIKI  
DEFENDANTS**

**INSTRUCTIONS FOR COMPLETING A CLAIM FORM**

If you are a **direct** purchaser of Valve Timing Control Devices (and you have remained in any or all of the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Settlement Classes), you may be entitled to share in the distribution of the proceeds of settlements with those Defendants (the "Settlement Fund"). To receive your share of the 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 any of the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Settlement Classes you may not participate in the distribution of the settlement funds attributable to the settlement with that Defendant.

**Eligibility:** You are eligible to submit a claim seeking to share in the distribution of the Settlement Fund if, during the period from January 1, 2000 through March 12, 2018 (the "Class Period"), you purchased Valve Timing Control Devices in the United States **directly** from one or more of the following companies (including their parents (for DENSO Settlement Class), subsidiaries and affiliates (for HIAMS Settlement Class), and subsidiaries, affiliates, and joint ventures (for Mitsubishi Electric, DENSO, and Aisin Seiki Settlement Classes): (1) Aisin Seiki Co., Ltd.; (2) Aisin Automotive Casting, LLC; (3) Aisin World Corp. of America; (4) DENSO Corporation; (5) DENSO International America, Inc.; (6) DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation); (7) DENSO Products & Services Americas, Inc. (f/k/a DENSO Sales California, Inc.); (8) DENSO Automotive Deutschland GmbH; (9) Korea Delphi Automotive Systems Corp.; (10) Hitachi, Ltd.; (11) Hitachi Automotive Systems, Ltd.; (12) Hitachi Automotive Systems Americas, Inc.; (13) Mikuni Corporation; (14) Mikuni American Corporation; (15) Mitsubishi Electric Corp.; (16) Mitsubishi Electric US Holdings, Inc.; and (17) Mitsubishi Electric Automotive America, Inc.

The meaning of the term "Valve Timing Control Devices" is defined in each settlement agreement, but generally means devices that are part of a vehicle's engine and control the opening/closing of an intake valve and exhaust valve based on driving conditions and contribute to the engine management system of the vehicle. Valve Timing Control Devices include the variable cam timing ("VCT") actuator, other actuators (including variable timing control actuators), and/or solenoid valve. Some Valve Timing Control Devices may also contain an oil flow control valve ("OCV"). Valve Timing Control Devices are sold together and separately as components and are sometimes referred to as "variable valve timing" systems.

**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 June 12, 2020**. Claim Forms should be addressed to:

Settlement Administrator  
Valve Timing Control Devices Direct Purchaser Antitrust Litigation  
P.O. Box 3719  
Portland, OR 97208-3719

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/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD).

**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 Valve Timing Control Devices, 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 VALVE TIMING CONTROL DEVICES IN THE UNITED STATES *DIRECTLY* FROM ONE OR MORE OF THE COMPANIES LISTED ABOVE UNDER THE "ELIGIBILITY" HEADING DURING THE PERIOD FROM JANUARY 1, 2000 TO MARCH 12, 2018.**

**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 (January 1, 2000 through March 12, 2018) in which you directly purchased Valve Timing Control Devices 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-VTCD.com](mailto:info@AutoPartsAntitrustLitigation-VTCD.com), or by calling 1-888-526-1644.

**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 Valve Timing Control Devices in the United States from any of the listed companies during the period from January 1, 2000 through March 12, 2018. As part of the claims administration process, you may be required to verify certain information about your Valve Timing Control Devices purchases such as the quantity of product(s) 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 Valve Timing Control Devices. 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.

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**Assistance:** If you have any questions concerning this Claim Form or need additional copies, contact the Settlement Administrator at: Valve Timing Control Devices Direct Purchaser Antitrust Litigation, P.O. Box 3719, Portland, OR 97208-3719, via email at [info@AutoPartsAntitrustLitigation-VTCD.com](mailto:info@AutoPartsAntitrustLitigation-VTCD.com), or by calling 1-888-526-1644. You may also contact your own attorney or other person to assist you, at your own expense.

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**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.**

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**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 Valve Timing Control Devices 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**,” 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.**



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### III. THIRD PARTY FILER INFORMATION

Only complete this section if you selected “Third Party Filer” at the start of Section I. Please note: As a Third Party Filer, you are required to provide supporting documents demonstrating the authorization to file on behalf of the claimant. If no documentation is provided upon submission of this claim, the Settlement Administrator will request the documentation prior to completion of processing.

Filer Entity (if applicable):

Address 1:

Address 2:

City:  State:  ZIP Code:

Country:

Contact Person:

Contact Person E-Mail Address:

Contact Person Phone Number:  
 -  -

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

### IV. PURCHASES

On the attached Schedule of Purchases: General Worksheet, list the total amount of **direct** purchases of Valve Timing Control Devices in the United States from each company listed in the “**Eligibility**” section above for each year during the period from January 1, 2000 through March 12, 2018. **The purchase amounts must be the net amounts paid after deducting any discounts, rebates, price reductions, taxes, or delivery and freight charges, and must be provided in United States dollar (USD) currency. Purchases from companies that are not listed above, or are in non-USD currency, should not be included.**

When records are available to allow you to calculate and document the dollar amount of your purchases, you must base your purchase information on these records.

When records are not available, you may submit purchase information based on estimates. Estimates can be based on extrapolation from similar circumstances in analogous contexts in the same year (for which you have documentation), or extrapolation from the same or nearly the same circumstances, but in other years (for which you have documentation), or from reports of actual or estimated vehicle production and your records or estimates of the value of Valve Timing Control Devices content per vehicle. For example, if you have no records allowing you to calculate your purchases in 2004, you may calculate those purchases by using available records dated as close to that year as possible (e.g., 2003 or 2005), adjusting for appropriate volume differences and any inflationary unit costs.

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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:

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**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:

- Mitsubishi Electric
- HIAMS
- DENSO
- Aisin Seiki
- 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 Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Defendants.**

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**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 taxes purposes.

Claimant's federal taxpayer identification number is:

Employer Identification Number (for corporations, trusts, etc.)	or	Social Security Number (for individuals)
[ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]		[ ] [ ] [ ] - [ ] [ ] - [ ] [ ] [ ] [ ]

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

I certify that the above federal taxpayer identification number is correct, that the 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 Valve Timing Control Devices listed were made by the claimant **directly** from the companies listed, that the claimant is a member of any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes and has not requested exclusion from all 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 Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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)

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**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 (January 1, 2000 through March 12, 2018) in which you directly purchased Valve Timing Control Devices 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-VTCD.com, or by calling 1-888-526-1644.

Year Purchased	Aisin Seiki Defendants <sup>1</sup>		DENSO Defendants <sup>2</sup>		HIAMS Defendants <sup>3</sup>	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2000		(\$)		(\$)		(\$)
2001		(\$)		(\$)		(\$)
2002		(\$)		(\$)		(\$)
2003		(\$)		(\$)		(\$)
2004		(\$)		(\$)		(\$)
2005		(\$)		(\$)		(\$)
2006		(\$)		(\$)		(\$)
2007		(\$)		(\$)		(\$)

List the quantity of products purchased and dollar amount of **direct purchases** of Valve Timing Control Devices 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.**

<sup>1</sup> Aisin Seiki Co., Ltd., Aisin Automotive Casting, LLC, and Aisin World Corp. of America.  
<sup>2</sup> The DENSO Defendants includes DENSO Corporation and DENSO International America, Inc., as well as their parents, subsidiaries, and affiliates. These include, among others, DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation), DENSO Products & Services Americas, Inc. (f/k/a DENSO Sales California, Inc.), DENSO Automotive Deutschland GmbH, ASMO Co., Ltd., ASMO North America, LLC, ASMO Greenville of North Carolina, Inc., and ASMO Manufacturing, Inc.  
<sup>3</sup> Hitachi, Ltd., Hitachi Automotive Systems, Ltd., and/or Hitachi Automotive Systems Americas, Inc.

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Year Purchased (cont.)	Aisin Seiki Defendants		DENSO Defendants		HIAMS Defendants	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2008		(\$)		(\$)		(\$)
2009		(\$)		(\$)		(\$)
2010		(\$)		(\$)		(\$)
2011		(\$)		(\$)		(\$)
2012		(\$)		(\$)		(\$)
2013		(\$)		(\$)		(\$)
2014		(\$)		(\$)		(\$)
2015		(\$)		(\$)		(\$)
2016		(\$)		(\$)		(\$)
2017		(\$)		(\$)		(\$)
1/1/2018 through 3/12/2018		(\$)		(\$)		(\$)
<b>TOTAL AMOUNT PURCHASED (Required)</b>		(\$)		(\$)		(\$)

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**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 (January 1, 2000 through March 12, 2018) in which you directly purchased Valve Timing Control Devices 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-VTCD.com, or by calling 1-888-526-1644.

Year Purchased	Korea Delphi <sup>4</sup>		Mikuni Defendants <sup>5</sup>		Mitsubishi Electric Defendants <sup>6</sup>	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2000		(\$)		(\$)		(\$)
2001		(\$)		(\$)		(\$)
2002		(\$)		(\$)		(\$)
2003		(\$)		(\$)		(\$)
2004		(\$)		(\$)		(\$)
2005		(\$)		(\$)		(\$)
2006		(\$)		(\$)		(\$)
2007		(\$)		(\$)		(\$)

List the quantity of products purchased and dollar amount of **direct purchases** of Valve Timing Control Devices 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.**

<sup>4</sup> Korea Delphi Automotive Systems Corp.

<sup>5</sup> Mikuni Corporation and Mikuni American Corporation.

<sup>6</sup> Mitsubishi Electric Corporation, Mitsubishi Electric US Holdings, Inc., and/or Mitsubishi Electric Automotive America, Inc.

Placeholder MailID Barcode  
 \*Placeholder Human-Readable MailID\* *required*

Year Purchased (cont.)	Korea Delphi		Mikuni Defendants		Mitsubishi Electric Defendants	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2008		(\$)		(\$)		(\$)
2009		(\$)		(\$)		(\$)
2010		(\$)		(\$)		(\$)
2011		(\$)		(\$)		(\$)
2012		(\$)		(\$)		(\$)
2013		(\$)		(\$)		(\$)
2014		(\$)		(\$)		(\$)
2015		(\$)		(\$)		(\$)
2016		(\$)		(\$)		(\$)
2017		(\$)		(\$)		(\$)
1/1/2018 through 3/12/2018		(\$)		(\$)		(\$)
<b>TOTAL AMOUNT PURCHASED (Required)</b>		(\$)		(\$)		(\$)

# EXHIBIT B



# CONFIRMATION OF PUBLICATION

IN THE MATTER OF: *Auto Parts – Valve Timing Control Devices*

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:

*4.6.2020 – Automotive News*

*4.6.2020 – PR Newswire's Auto Wire*

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

*4.6.2020 – 4.26.2020 – Automotive News (AutoNews.com)*

x Kathleen Komraus  
(Signature)

Media & Design Manager  
(Title)

# Automotive News

APRIL 6, 2020

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\$169/YEAR; \$6/COPY

## Virus puts stores in 'survival mode'

Much lower sales and falling profits nationwide

**Lindsay VanHulle and David Muller**  
lvanhulle@crain.com

In the best of times, Brian Bakhtiari's Subaru store in California's Bay Area sells as many as 250 cars each month.

This March, Stevens Creek Subaru had sold 90 new and 22 used vehicles. Nearly two weeks of sales for the month were effectively erased when the Bay Area was put under a local shelter-at-home order that closed physical sales departments.

Down the street, sales revenue at Bakhtiari's Nissan dealership was off roughly 60 percent

before accounting for automaker incentive money. Service remains open, but business is slower there, too: Service revenue was \$6,500 one day last week, compared with close to \$10,000 on a typical day.

"Every aspect of our revenue stream has been just devastated," said Bakhtiari, vice president of Bakhtiari Auto Group, which has six dealerships in California.

Dealerships across the country are already absorbing the financial hit from the coronavirus pandemic as they close the books on March. Stores are recording significantly lower sales,



**Bakhtiari: All revenue is hit**

limit the spread of the COVID-19 illness. Yet March is just the start. April likely will be

■ Dealers' stories of a turbulent month | **PAGE 33** |

revenue and profits for the month — the result of state mandates to close showrooms and, even where sales have continued, a significant dropoff in customer traffic as people heed guidelines to stay home to

limit the spread of the COVID-19 illness.

Yet March is just the start. April likely will be

see **REVENUE**, Page 33



**At Stevens Creek Nissan in California, sales and service revenue was way down in March.**

## Staying open puts dealers at risk for police action

Varying business closure orders create uncertainty

**Melissa Burden**  
mburden@crain.com

Over five days in late March, police in Norman, Okla., twice cited Oklahoma Motorcars for being open and selling cars despite a city stay-at-home order blocking most vehicle sales.

Norman Police spokeswoman Sarah Jensen said the tickets for violating the city's emergency coronavirus proclamation — each with a penalty of up to a \$750 fine and/or 60 days in jail — were issued after the city received several

complaints that the used-vehicle store was still operating. The citations followed two visits by officers who shared the health-and-safety reasoning behind the order and issued a warning, Jensen said.

The dealer has a different view.

"This is absolutely without a question targeting,"

**"Our goal is not to put someone in jail at this point."**

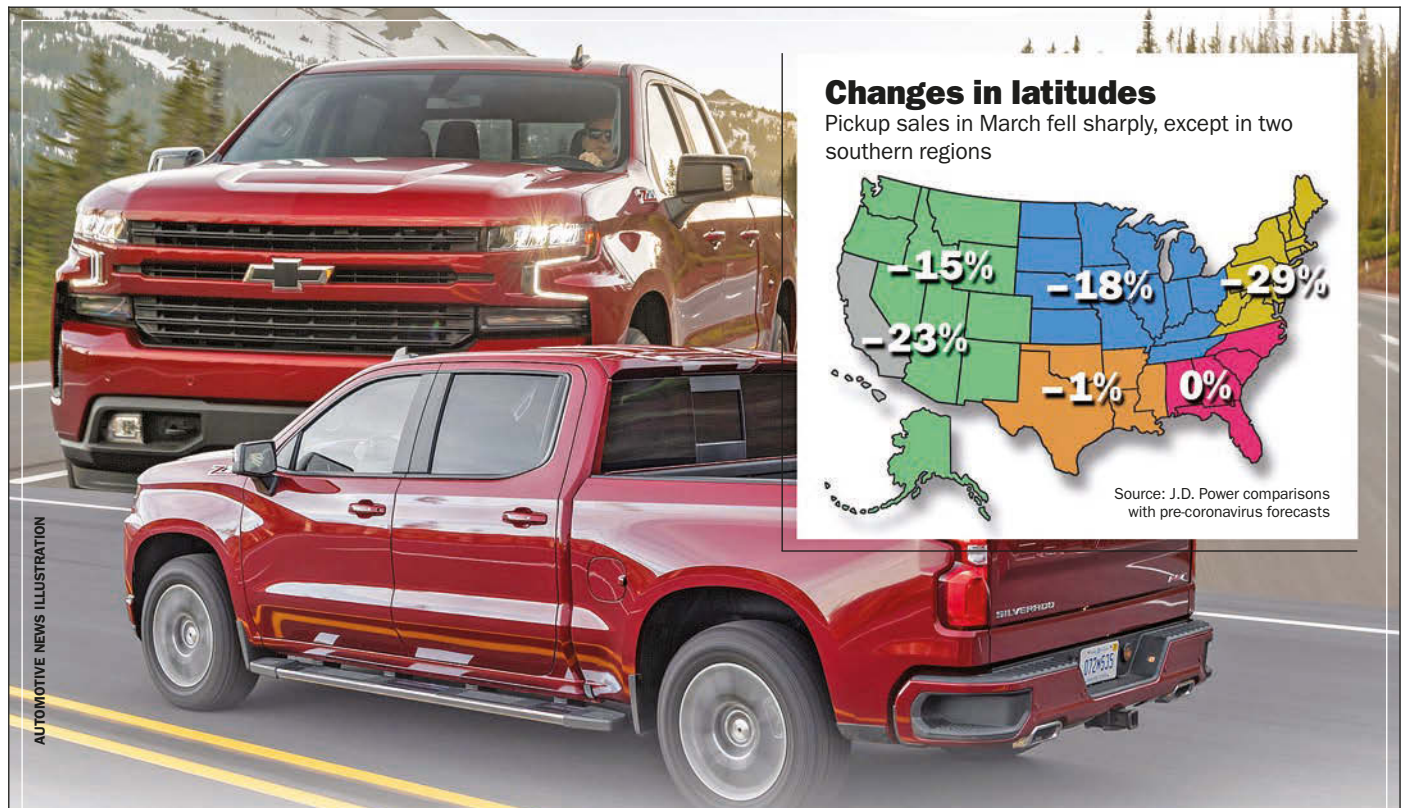
Sarah Jensen, Norman, Okla., police spokeswoman

General Manager Chris Mayes, whose family owns Oklahoma Motorcars, a used-car and service center, told *Automotive News* last week.

Mayes' family also owns a marijuana dispensary that operates in the same building; he claims the dispensary has irked some in the city. As of Friday, April 3, no other dealerships in Norman had been cited, according to police. Mayes, however, said he's driven by other stores in the city that appear to be operating.

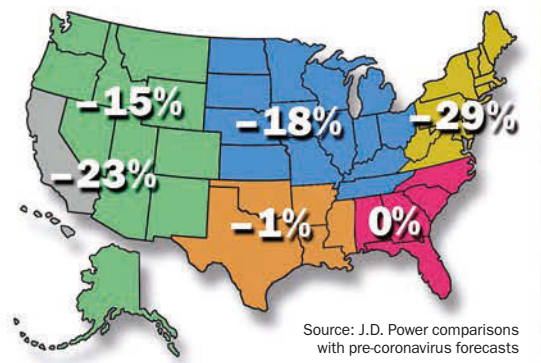
Mayes is not alone in receiving increased

see **CLOSURES**, Page 29



### Changes in latitudes

Pickup sales in March fell sharply, except in two southern regions



## TRUCKS CARRY ON

Big pickup sales rise 3% despite overall plunge in sales

**Vince Bond Jr.**  
vbond@crain.com

**B**ig pickups helped pull the Detroit 3 through the early weeks of a crisis that has shuttered plants and kept many would-be buyers at home.

In a quarter when total U.S. new-vehicle sales fell double digits, deliveries of full-size pickups rose 3 percent. General Motors posted its best first-quarter full-size pickup sales in 13 years after rolling out no-interest financing on seven-year loans, and Ram was among just three

■ First-quarter sales table | **PAGE 22** |

brands in the entire industry to report an increase last week.

As sales dried up at dealerships around much of the country starting in mid-March, there was far less disruption in states such as Texas, Florida and Georgia, where governors were slower to put restrictions on residents and businesses. March pickup sales were exactly in line with J.D. Power's pre-coronavirus forecast in the Southeast and off just 1 percent in the South Central region.

Meanwhile, sales in the Northeast plummeted 29 percent below expectations.

"As some states put strict social distancing orders in place, others were business as usual, and for us, that meant truck sales continued," a GM spokeswoman said.

The coming months could prove more challenging for all vehicle segments, including pickups, as more states restrict commercial activity and tell residents to cancel all nonessential travel. Markets

see **SALES**, Page 29



Tesla's Fremont, Calif., plant operated despite local shelter-in-place orders.

# Inside Tesla plant's battle with city to be 'essential'

Dana Hull and Josh Eidelson  
Bloomberg

Tesla Inc.'s lone U.S. assembly plant posed a risk to public health by staying open for days in spite of San Francisco Bay Area shelter-in-place orders, according to documents ob-

Closure came after several days of talks

tained through a California public records request.

Officials with the city of Fremont, Calif., told Tesla in a series of conversations over several days that its factory was not considered an essential business and that it therefore needed to comply with an Alameda County order issued March 16. The electric car maker announced March 19 that it would suspend production four days later.

The documents provide a more detailed glimpse of what was a contentious dayslong debate between local authorities and Tesla, which sought to stay open based on a state order's exception for "critical infrastructure sectors." Fremont's police chief, the deputy city manager, the county's health officer and its assistant counsel were among the officials who got involved in the dispute before Tesla backed down.

Representatives for Tesla didn't immediately respond to a request for comment on the documents.

The Bay Area was the first region in the U.S. to enact shelter-in-place orders, a massive effort impacting more than 7 million people. Since then, the coronavirus has wreaked havoc on communities across the country and put immense strain on the global economy. Alameda County had 264 confirmed cases of COVID-19 — the disease caused by the coronavirus — as of March 30, according to the health department. Seven had died.

When Tesla representatives including Rohan Patel, a senior director of policy and business development who used to work in the Obama administration, met Fremont officials March 19, they said the company intended to comply with the order, though it needed to conduct a "staged shutdown" of the plant.

The two sides agreed that all vehicle manufacturing would cease on March 23.

Employees who remained on-site would complete work at the end of assembly lines to protect the value of vehicles and batteries, while others would perform basic operations such as security, maintenance and cleaning, all while following social distancing requirements.

"You explicitly agreed to that understanding," the police chief later wrote. "If you were to transition to manufacturing ventilators, or other equipment intended to aid in the fight against Covid-19, these activities would be permitted."

Tesla CEO Elon Musk tweeted March 18, the day before the meeting with Fremont officials, that the company would make ventilators "if there is a shortage." The automaker has since held discussions with Medtronic, a leading ventilator maker based in Dublin, but there had been no indication at press time that Tesla would play a role in manufacturing the medical devices.



Musk: Suppliers left no choice

## 'Right thing to do'

During another virtual meeting March 22, Tesla briefly reversed its decision to close the plant. Alan Prescott, Tesla's acting general counsel, argued the county's health order had been superseded by a new statewide order issued by California Gov. Gavin Newsom. The order included an exception for "critical infrastructure sectors," a category Tesla claimed included its plant and thus meant the company could continue conducting full operations.

After Petersen, the police chief, told Tesla during the meeting that the city was rejecting that argument, Prescott said the company would wind down operations because it was "the right thing to do."

A tweet Musk sent two days earlier suggested Tesla didn't have a choice — the factory couldn't stay open because Tesla's parts suppliers weren't going to keep running their plants, he wrote.

Petersen told Tesla she would like to schedule an inspection of the company's facilities March 24 to ensure compliance.

"I would like to reiterate that the city of Fremont highly values Tesla as a partner and appreciates what you do for our economy and community," Petersen wrote in one of her emails to the company. "We are extremely grateful for your willingness to collaborate in our fight against the spread of Covid-19 by placing public health ahead of all other priorities." **AN**

## LEGAL NOTICE

### IF YOU PURCHASED VALVE TIMING CONTROL DEVICES IN THE UNITED STATES DIRECTLY FROM ANY OF THE ENTITIES IDENTIFIED BELOW FROM JANUARY 1, 2000 THROUGH MARCH 12, 2018, YOUR LEGAL RIGHTS MAY BE AFFECTED BY PROPOSED SETTLEMENTS WITH THE MITSUBISHI ELECTRIC, HIAMS, DENSO, AND AISIN SEIKI DEFENDANTS

Proposed settlements totaling approximately \$2.72 million have been reached in *In re Automotive Parts Antitrust Litigation*, Master File No. 12-md-02311, 2:13-cv-02501, 2:17-cv-13158 (E.D. Mich.), with the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Defendants (collectively, the "Settling Defendants").

**What is the lawsuit about?** This class action is part of coordinated legal proceedings involving Valve Timing Control Devices 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 "Valve Timing Control Devices" is defined in each settlement agreement, but generally means devices that are part of a vehicle's engine and control the opening/closing of an intake valve and exhaust valve based on driving conditions and contribute to the engine management system of the vehicle. Valve Timing Control Device includes the variable cam timing ("VCT") actuator, other actuators (including variable timing control actuators), and/or solenoid valve. Some Valve Timing Control Devices may also contain an oil flow control valve ("OCV"). Valve Timing Control Devices are sold together and separately as components and are sometimes referred to as "variable valve timing" systems.

Direct Purchaser Plaintiff alleges that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Valve Timing Control Devices 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 Valve Timing Control Devices were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

Plaintiff has reached settlements with the Mitsubishi Electric Defendants, the HIAMS Defendants, the DENSO Defendants, and the Aisin Seiki Defendants totaling \$2,719,274. Under the terms of the proposed settlements, Mitsubishi Electric will pay \$359,274, HIAMS will pay \$1,410,000, DENSO will pay \$100,000, and Aisin Seiki will pay \$850,000.00 (the 4 settlement funds are collectively referred to as the "Valve Timing Control Devices Settlement Fund").

**Who is included?** The Court has preliminarily approved each of the 4 proposed settlements, and has provisionally certified the Mitsubishi Electric, HIAMS, DENSO and Aisin Seiki Settlement Classes. You are a member of one or more of these Settlement Classes if you purchased Valve Timing Control Devices in the United States directly from any of the following entities (or depending on the specific settlement agreement, their parents, subsidiaries, affiliates or joint ventures, each a "Defendant") during the period from January 1, 2000 through March 12, 2018: Aisin Seiki Co., Ltd.; Aisin Automotive Casting, LLC; Aisin World Corp. of America; DENSO Corporation; DENSO International America, Inc.; DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation); DENSO Products and Services Americas, Inc. (f/k/a DENSO Sales California, Inc.); DENSO Automotive Deutschland GmbH; Korea Delphi Automotive Systems Corp.; Hitachi, Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Mikuni Corporation; Mikuni American Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc.

Plaintiff All European Auto Supply, Inc. has been appointed by the Court to serve as "Class Representative" for the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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 "Co-Lead Settlement Class Counsel" for the Settlement Classes. These firms, together with Cohen Milstein Sellers & Toll PLLC, which worked extensively with Co-Lead Settlement Class Counsel on this case, are referred to collectively as "Settlement Class Counsel."

A Notice of Proposed Settlements and Claim Form (the "Notice") was mailed to potential Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Settlement Class members on or about March 25, 2020. The Notice describes the litigation and options available to Settlement Class members with respect to the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki settlements in more detail. If you did not receive the Notice you may obtain a copy on the internet at [www.AutoPartsAntitrustLitigation.com/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD), or by calling or writing to any of the following Co-Lead 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  
KOHNS, SWIFT & 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

Eugene A. Spector  
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?** Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki have agreed to pay a total of \$2,719,274 to settle the Class Members' claims against them. As part of their respective settlements, the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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.

**Your rights may be affected.** If you are a member of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes you will automatically remain a member of those Settlement Classes 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 any of the Mitsubishi Electric, HIAMS, DENSO or Aisin Seiki 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 June 26, 2020.**

If you wish to exclude yourself from any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes (or all of them), you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than May 15, 2020**, in accordance with the procedures set forth in the Notice. If you validly exclude yourself from any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes (or all of them), 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.

If you remain a member of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki Settlement Classes, you have the right to object to that proposed settlement, or to the proposed plan of distribution of the Valve Timing Control Devices 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 May 15, 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 any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki 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 of the Settlement Class Counsel identified above. **Do not contact the Clerk of the Court or the Judge.**  
Dated: April 6, 2020  
BY ORDER OF:  
The United States District Court for the Eastern District of Michigan, Southern Division

# \$2,719,274 in Settlements Reached with Valve Timing Control Devices Manufacturers in Price Fixing Class Action Lawsuit

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

Apr 06, 2020, 08:00 ET

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DETROIT, April 6, 2020 /PRNewswire/ -- Spector Roseman & Kodroff, P.C.; Freed Kanner London & Millen LLC; Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios, LLP; and Cohen Milstein Sellers & Toll PLLC ("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 Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Defendants. The lawsuit claimed that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Valve Timing Control Devices sold in the United States, in violation of federal antitrust laws.

The settlements affect those who purchased Valve Timing Control Devices in the United States between January 1, 2000 and March 12, 2018 directly from any of the following entities (or depending on the specific settlement agreement, their parents, subsidiaries, affiliates and joint ventures): Aisin Seiki Co., Ltd.; Aisin Automotive Casting, LLC; Aisin World Corp. of America; DENSO Corporation; DENSO International America, Inc.; DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation); DENSO Products and Services Americas, Inc. (f/k/a DENSO Sales California, Inc.); DENSO Automotive Deutschland GmbH; Korea Delphi Automotive Systems Corp.; Hitachi, Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Mikuni Corporation; Mikuni American Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; and Mitsubishi Electric Automotive America, Inc.

A hearing will be held on June 17, 2020, at 2:30 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 (or such other courtroom as may be assigned for the hearing), for the purpose of determining: (1) whether the proposed settlements with the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki Defendants totaling \$2,719,274 should be approved by the Court as fair, reasonable and adequate; (2) whether the Court should approve the proposed plan of distribution of 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 (the "Notice") was mailed to potential Settlement Class members on or about March 25, 2020. The Notice describes the litigation and options available to Settlement Class members with respect to the Mitsubishi Electric, HIAMS, DENSO, and Aisin Seiki 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/VTCD](http://www.AutoPartsAntitrustLitigation.com/VTCD), or by calling 1-888-526-1644 or writing to Valve Timing Control Devices Direct Purchaser Antitrust Litigation, P.O. Box 3719, Portland, OR 97208-3719. Those who believe they may be a member of any of the Mitsubishi Electric, HIAMS, DENSO, or Aisin Seiki settlement classes, are urged to obtain a copy of the Notice.

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

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**\$2,719,274 in Direct Purchaser Settlements reached with Valve Timing Control Devices Manufacturers in Price Fixing Class Action Lawsuit**

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decades avoided sending workers home with no pay. The COVID-19 pandemic is a different matter.

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# **EXHIBIT 2**

**EXHIBIT 2**

**AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 12-MD-02311 VALVE  
TIMING CONTROL DEVICES, 2:13-cv-02500-MOB-MKM**

**REQUESTS FOR EXCLUSION FROM THE DIRECT  
PURCHASER SETTLEMENT CLASSES**

<p><b>BMW</b> BMW Manufacturing Co., LLC, along with its parent company (Bayerische Motoren Werke Aktiengesellschaft) and affiliated entities (including BMW of North America, LLC and BMW Consolidation Services Co., LLC)</p> <p><b>FORD</b> Ford Motor Company and all of its wholly owned divisions, subsidiaries and affiliates</p> <p><b>GENERAL MOTORS</b> 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><b>HONDA</b> American Honda Motor Co., Inc. Honda of America Manufacturing, Inc. Honda Manufacturing of Indiana, LLC Honda Manufacturing of Alabama, LLC Honda Trading Corp., and any other Honda entities that were sent notice.</p> <p><b>MITSUBISHI</b> Mitsubishi Motors Corporation Mitsubishi Motors North America, Inc., along with their subsidiaries and majority-owned affiliates</p> <p><b>NISSAN</b> Nissan Motor Co., Ltd. and Nissan North America, Inc., along with their subsidiaries and majority-owned affiliates</p>	<p><b>TOYOTA</b> Toyota Motor Corporation Toyota Motor Engineering &amp; Manufacturing North America, Inc., and its subsidiaries 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 Corporate Service Toyota Motors of America 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 Canada, Inc. Toyota Motor Manufacturing, Canada, Inc. Toyota Motor Engineering New United Motor Manufacturing, Inc. Toyota Motor North America, Inc. Toyota North America, Inc. Toyota Motor Manufacturing Bodine Aluminum, Inc. Toyota Motor Asia Pacific Engineering &amp; Manufacturing Co., Ltd. and its subsidiaries Canadian Autoparts Toyota Inc. Toyota Motor Manufacturing de Guanajuato, S.A. de C.V. Toyota Motor Manufacturing California, Inc. Toyota Motor Thailand Co., Ltd. and its subsidiaries PT, Toyota Motor Manufacturing Indonesia and its subsidiaries Assembly Services Sdn. Bhd and its subsidiaries Toyota Motor Vietnam Co., Ltd. and its subsidiaries Toyota Motor Philippines Corp. and its subsidiaries Toyota Kirloskar Motor Private Ltd. and its subsidiaries</p>
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**SUBARU**

Subaru Corporation f/k/a Fuji Heavy Industries Ltd. and its subsidiaries, including but not limited to Subaru of Indiana Automotive, Inc.

**SUZUKI**

Suzuki Motor Corporation and Suzuki Motor of America, Inc., along with companies in which Suzuki Motor Corporation directly or indirectly owns the majority of voting rights, excluding Maruti Suzuki India Limited

# **EXHIBIT 3**

**Exhibit 3**

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

VALVE TIMING CONTROL DEVICES, 2:13-cv-02500-MOB-MKM

**Requests for Exclusion**

<b>Class Member</b>	<b>DENSO</b>	<b>HIAMS</b>	<b>MELCO</b>	<b>Aisin Seiki</b>
BMW MANUFACTURING CO., LLC	X	X	X	X
FORD MOTOR COMPANY	X	X	X	X
GENERAL MOTORS LLC	X	X	X	X
AMERICAN HONDA MOTOR CO., INC.	X		X	
MITSUBISHI MOTORS CORP.	X			
NISSAN MOTOR CO., LTD.	X	X	X	X
SUBARU CORPORATION	X		X	
SUZUKI MOTOR CORPORATION	X		X	
TOYOTA MOTOR CORPORATION	X			

**X = Requested Exclusion from Settlement**