

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	Master File No. 12-md-02311 Honorable Marianne O. Battani
IN RE: CERAMIC SUBSTRATES	:	
THIS DOCUMENT RELATES TO: DIRECT PURCHASER ACTIONS	:	2:16-cv-03801-MOB-MKM 2:17-cv-13785-MOB-MKM

**SETTLEMENT CLASS COUNSEL’S REPORT ON DISSEMINATION  
OF NOTICE OF PROPOSED SETTLEMENTS WITH THE CORNING,  
DENSO, AND NGK DEFENDANTS AND CLASS MEMBERS’ RESPONSE**

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to this Court’s Order dated January 17, 2020 (2:16-cv-03801, ECF No. 6) (the “Notice Order”), and Settlement Class members’ response to the notice program. As described more fully below, notice was mailed to 237 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. Eight 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 February 7, 2020, Epiq Class Action & Claims Solutions, Inc. (“Epiq”), the Notice and Claims Administrator retained by Direct Purchaser Plaintiff, mailed 237 copies of the Notice of Proposed Settlements of Direct Purchaser Class Action with the Corning, DENSO, and NGK 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/Ceramic Substrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates), 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 Corning, DENSO, and NGK Defendants and Hearing on Settlement Approval and Related Matters (the “Summary Notice”) was published in *Automotive News* on February 17, 2020. *Id.* at ¶ 8. Additionally, an online banner notice appeared for a 21-day period on [www.AutoNews.com](http://www.AutoNews.com), the digital version of *Automotive News*, and an Informational Press Release was issued nationwide on February 17, 2020 via PR Newswire’s “Auto Wire,” which targets auto industry trade publications. *Id.*

Notice to the Corning, DENSO, and NGK Settlement Classes under Fed. R. Civ. P. 23 has, therefore, been provided as ordered by the Court.

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

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

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

**III. REQUESTS FOR EXCLUSION**

The Notice further advised that requests for exclusion from the Corning, DENSO, and NGK Settlement Classes had to be mailed to Settlement Class Counsel and to counsel for the Settling Defendants, postmarked no later than April 3, 2020. As of this date, Settlement Class Counsel have received eight 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 Corning, DENSO, and NGK Defendants and Proposed Plan for Distribution

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<sup>1</sup> Settlement Class Counsel received four requests for exclusion from the Corning Settlement Class, eight requests for exclusion from the DENSO Settlement Class, and four requests for exclusion from the NGK 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.

of Settlement Funds (the “Final Approval Brief”) (2:13-cv-03801, ECF No. 9), 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 237 potential Settlement Class members identified by Defendants, and a copy of the Notice was (and remains) posted on-line at [www.AutoPartsAntitrustLitigation.com/Ceramic Substrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates). The Summary Notice was published in *Automotive News* on February 17, 2020, and on that same day an Informational Press Release was issued nationwide via PR Newswire’s “Auto Wire.” Additionally, an online banner notice appeared over a 21-day period on [www.AutoNews.com](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 January 31, 2020, Plaintiff's Counsel's lodestar, based upon historical rates, was \$3,167,353.25. Direct Purchaser Plaintiff's Memorandum in Support of Motion for an Award of Attorney's Fees, Litigation Costs and Expenses, and a Service Payment to the Class Representative, at 8 (the "Fee Brief") (2:13-cv-03801, ECF No. 10). 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 \$3,310,106.00. Were the Court to award a fee of 30% of the combined Corning, DENSO, and NGK settlement proceeds of \$17,300,000, less litigation expenses of \$63,040.24, the multiplier on the more current lodestar would be approximately 1.56.

**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 Corning, DENSO, and NGK 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.

By: /s/ Nathan J. Fink  
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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>2:12-md-02311</b>
	:	<b>Honorable Marianne O. Battani</b>
<b>IN RE: CERAMIC SUBSTRATES</b>	:	
	:	
<b>THIS RELATES TO: ALL DIRECT PURCHASER CASES</b>	:	<b>Case No. 2:16-cv-03801-MOB-MKM</b>
	:	<b>Case No. 2:17-cv-13785-MOB-MKM</b>
	:	

**DECLARATION OF ANGIE BIRDELL RE DISSEMINATION OF NOTICE TO THE  
DIRECT PURCHASER NGK, DENSO AND CORNING 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 NGK, DENSO, and Corning 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 237 names and addresses of potential Class Members.

6. On February 7, 2020, Epiq mailed the Claim Packages by first class mail, postage prepaid, to the 237 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 67 Claim Packages returned by the U.S. Postal Service as undeliverable and has remailed 28 Claim Packages to those records. As of April 28, 2020, there are 39 records that remain undeliverable.

### **PUBLICATION NOTICE**

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

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

### **SETTLEMENT WEBSITE**

9. On February 7, 2020, Epiq updated portions of the public settlement website to provide Direct Purchase Class Members with information related to the proposed settlements. The domain name for the website is *www.AutoPartsAntitrustLitigation.com/CeramicSubstrates*. 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 3,537 page views and 3,016 unique visitors to the settlement website.

### **REQUESTS FOR EXCLUSION**

11. Class Members could request exclusion from the Settlement Classes, so long as they did so by submitting a request in writing that was postmarked by April 3, 2020. As of May 21, 2020, Epiq has received 4 requests for exclusion from the NGK Settlement Class, 8 requests for exclusion from the DENSO Settlement Class, and 4 requests for exclusion from the Corning 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

2:12-md-02311  
Honorable Marianne O. Battani

IN RE: CERAMIC SUBSTRATES

THIS DOCUMENT RELATES TO:  
ALL DIRECT PURCHASER ACTIONS

Case No. 2:16-cv-03801-MOB-MKM  
Case No. 2:17-cv-13785-MOB-MKM

**NOTICE**

**NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH NGK, DENSO, AND CORNING 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 CERAMIC SUBSTRATES IN THE UNITED STATES DIRECTLY FROM DEFENDANTS (OR THEIR SUBSIDIARIES, AFFILIATES OR JOINT VENTURES) FROM JULY 1, 1999 THROUGH OCTOBER 29, 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 NGK Insulators Ltd. and NGK Automotive Ceramics USA, Inc. (collectively, the “NGK 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 Corning International Kabushiki Kaisha and Corning Incorporated (collectively, the “Corning Defendants”) (all Defendants referenced in this paragraph are collectively referred to as the “Settling Defendants”);
- (2) A proposed plan of distribution of NGK, DENSO, and Corning 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 NGK Defendants, the DENSO Defendants, and the Corning Defendants totaling \$17,300,000. Under the terms of the proposed settlements, NGK will pay \$10,200,000 (the "NGK Settlement Fund"), DENSO will pay \$100,000 (the "DENSO Settlement Fund"), and Corning will pay \$7,000,000 (the "Corning Settlement Fund") (the three settlement funds are collectively referred to as the "Ceramic Substrates 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 Ceramic Substrates purchased in the United States **directly** from a Defendant, or depending on the specific settlement agreement, its parents, subsidiaries, affiliates, or joint ventures. The meaning of the term "Ceramic Substrates" is defined in each settlement agreement, but generally means uncoated ceramic monoliths with a fine honeycomb structure that—after being coated with a mix of metal and chemicals—are used in automotive catalytic converters. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Ceramic Substrates.

If you are a member of the NGK, DENSO, or Corning Settlement Classes (defined below), you have the rights and options summarized here:

- You may remain in any or all of the NGK, DENSO, or Corning 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 NGK, DENSO, or Corning 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 NGK, DENSO, or Corning Settlement Classes, you may object to that proposed settlement, to the proposed plan of distribution of the Ceramic Substrates 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 NGK, DENSO, or Corning Settlement Funds must complete and submit a copy of the Claim Form on or before May 15, 2020.

## WHO IS IN THE SETTLEMENT CLASSES?

The Court has provisionally certified a Direct Purchaser NGK Settlement Class ("NGK Settlement Class"), a Direct Purchaser DENSO Settlement Class (the "DENSO Settlement Class"), and a Direct Purchaser Corning Settlement Class (the "Corning Settlement Class") for the purpose of disseminating notice of the proposed NGK, DENSO, and Corning settlements.

The NGK Settlement Class is defined as follows:

All individuals and entities who were Direct Purchasers of Ceramic Substrates in the United States from Defendants (or their subsidiaries or affiliates) from July 1, 1999 through October 29, 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.

The NGK settlement defines “Direct Purchasers” as all individuals and entities that purchased Ceramic Substrates in the United States from any Defendant pursuant to Request for Quotations, parts awards, or other supply arrangements, received invoice(s) from any Defendant for Ceramic Substrates purchased in the United States, or provided payment(s) to any Defendant for Ceramic Substrates purchased in the United States.

The Corning Settlement Class is defined as follows:

All individuals and entities that purchased Ceramic Substrates in the United States directly from one or more of the Defendants (or their controlled subsidiaries, affiliates, or joint ventures) from July 1, 1999 through October 29, 2018. Excluded from the Settlement Class are Defendants and their present and former parent companies, subsidiaries, affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies, and instrumentalities.

For purposes of the NGK and Corning Settlement Class definitions set forth above, the following entities are Defendants: NGK Insulators Ltd., NGK Automotive Ceramics USA, Inc., Corning International Kabushiki Kaisha, Corning Incorporated, DENSO Corporation, and DENSO International America, Inc.

The DENSO Settlement Class is defined as follows:

All individuals and entities who purchased Ceramic Substrates in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from July 1, 1999 through October 29, 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 definitions set forth above, the following entities are Defendants: NGK Insulators Ltd., NGK Automotive Ceramics USA, Inc., Corning International Kabushiki Kaisha, Corning Inc., DENSO Corporation, and DENSO International America, Inc., and their parents, subsidiaries, and affiliates.

Plaintiff Airflow Catalyst Systems, Inc. has been appointed by the Court to serve as “Class Representative” for the NGK, DENSO, and Corning 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 Cera LLP, 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 November 2017, Plaintiff filed a class action lawsuit against Defendants on behalf of direct purchasers of “Ceramic Substrates.” Plaintiff alleges that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Ceramic Substrates 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 Ceramic Substrates were injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct.

Defendants 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 NGK Settlement Class, entered into a settlement agreement with the NGK Defendants on October 29, 2018 (the “NGK Settlement Agreement”), under which the NGK Defendants have agreed to pay \$10,200,000.

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 Corning Settlement Class, entered into a settlement with Corning on November 22, 2019, under which the Corning Defendants agreed to pay \$7,000,000.



As part of their respective settlements, the NGK and DENSO 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 NGK, DENSO, and Corning 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/CeramicSubstrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates). 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 NGK, DENSO, or Corning 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 NGK, DENSO, or Corning 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 Ceramic Substrates 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 Ceramic Substrates Settlement Fund"), will be distributed among the members of the Settlement Classes who complete and timely submit a copy of the Claim Form that is included with this Notice, **postmarked on or before May 15, 2020**.

The Net Ceramic Substrates 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 Ceramic Substrates in the United States directly from any Defendant (or its parents, affiliates, subsidiaries or joint ventures) during the period from July 1, 1999 through October 29, 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 three 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 April 3, 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:

Ceramic Substrates Direct Purchaser Antitrust Litigation  
Settlement Administrator  
P.O. Box 4178  
Portland, OR 97208-4178

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 Ceramic Substrates during the Class Period for the Settlement Class from which you seek exclusion, the Ceramic Substrates 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 Ceramic Substrates Settlement Fund.

Settlement Class Counsel will also request an incentive payment to Plaintiff Airflow Catalyst Systems, 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 March 9, 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 1:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 250 (or such other courtroom as may be assigned for the hearing), to determine whether to approve: the proposed NGK, DENSO, and Corning settlements; the proposed plan of distribution of the Ceramic Substrates 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 NGK, DENSO, or Corning Settlement Classes and you wish to object to that proposed settlement, or to the proposed plan of distribution of the Ceramic Substrates 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 April 3, 2020**, with the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and mailed to the following counsel, **postmarked no later than April 3, 2020**:

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

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

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

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

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

John R. Fornaciari  
BAKER HOSTETLER  
1050 Connecticut Avenue, NW, Suite 1100  
Washington, D.C. 20036  
Telephone: (202) 861-1500

*Counsel for the NGK Defendants*

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

*Counsel for the DENSO Defendants*

Jeffrey L. Kessler  
WINSTON & STRAWN LLP  
200 Park Avenue  
New York, NY 10166  
Telephone: (212) 294-6700

*Counsel for the Corning 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 Ceramic Substrates 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: Ceramic Substrates Direct Purchaser Antitrust Litigation, Settlement Administrator, P.O. Box 4178, Portland, OR 97208-4178.

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/CeramicSubstrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates). Questions concerning the proposed NGK, DENSO, and Corning 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: February 7, 2020

BY ORDER OF:

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

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

<b>IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION</b>	<b>2:12-md-02311 Honorable Marianne O. Battani</b>
<b>IN RE: CERAMIC SUBSTRATES</b>	
<b>THIS DOCUMENT RELATES TO: ALL DIRECT PURCHASER ACTIONS</b>	<b>Case No. 2:16-cv-03801-MOB-MKM Case No. 2:17-cv-13785-MOB-MKM</b>

**IMPORTANT NOTICE TO PURCHASERS OF CERAMIC SUBSTRATES  
PLEASE READ THIS ENTIRE DOCUMENT CAREFULLY.**

**YOU MUST COMPLETE AND SUBMIT A CLAIM FORM, POSTMARKED ON OR BEFORE  
MAY 15, 2020 TO BE ELIGIBLE TO SHARE IN THE DISTRIBUTION OF THE PROCEEDS OF  
SETTLEMENTS WITH THE NGK, DENSO, AND CORNING DEFENDANTS.**

**INSTRUCTIONS FOR COMPLETING A CLAIM FORM**

If you are a **direct** purchaser of Ceramic Substrates (and you have remained in any or all of the NGK, DENSO, or Corning 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 NGK, DENSO, or Corning 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 July 1, 1999 through October 29, 2018 (the “Class Period”), you purchased Ceramic Substrates in the United States **directly** from one or more of the following companies (including their parents (for the DENSO Settlement Class), subsidiaries and affiliates (for the NGK, DENSO, and Corning Settlement Classes), and joint ventures (for the Corning and DENSO Settlement Classes)): (1) NGK Insulators Ltd.; (2) NGK Automotive Ceramics USA, Inc.; (3) DENSO Corporation; (4) DENSO International America, Inc.; (5) Corning International Kabushiki Kaisha; and (6) Corning Incorporated.

The meaning of the term “Ceramic Substrates” is defined in each settlement agreement, but generally means uncoated ceramic monoliths with a fine honeycomb structure that—after being coated with a mix of metal and chemicals—are used in automotive catalytic converters.

**Submission of Claim:** Each Claim Form must be signed and verified by the claimant or a person authorized to act on behalf of the claimant, and must be **postmarked no later than May 15, 2020**. Claim Forms should be addressed to:

Ceramic Substrates Direct Purchaser Antitrust Litigation  
Settlement Administrator  
P.O. Box 4178  
Portland, OR 97208-4178

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

**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 Ceramic Substrates, 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 CERAMIC SUBSTRATES IN THE UNITED STATES *DIRECTLY* FROM ONE OR MORE OF THE COMPANIES LISTED ABOVE UNDER THE “ELIGIBILITY” HEADING DURING THE PERIOD FROM JULY 1, 1999 TO OCTOBER 29, 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 (July 1, 1999 through October 29, 2018) in which you directly purchased Ceramic Substrates 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-Ceramic.com](mailto:info@AutoPartsAntitrustLitigation-Ceramic.com), or by calling 1-877-734-5508.

**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 Ceramic Substrates in the United States from any of the listed companies during the period from July 1, 1999 through October 29, 2018. As part of the claims administration process, you may be required to verify certain information about your Ceramic Substrates purchases such as the quantity of product(s) purchased, the type of product(s) purchased, the dollar amount(s), the date(s) of the purchase(s), and the company(ies) from which you **directly** purchased the Ceramic Substrates. You may be asked to submit purchase records to verify your claim.

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

**Assistance:** If you have any questions concerning this Claim Form or need additional copies, contact the Settlement Administrator at: Ceramic Substrates Direct Purchaser Antitrust Litigation P.O. Box 4178, Portland, OR 97208-4178, via email at [info@AutoPartsAntitrustLitigation-Ceramic.com](mailto:info@AutoPartsAntitrustLitigation-Ceramic.com), or by calling 1-877-734-5508. 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.**





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:

- NGK
- DENSO
- Corning
- 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 NGK, DENSO, and Corning Defendants.



**VI. SUBSTITUTE FORM W-9 AND CERTIFICATION**

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

Claimant’s federal taxpayer identification number is:

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

-

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 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 I.R.S. 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 Ceramic Substrates listed were made by the claimant **directly** from the companies listed, that the claimant is a member of any of the NGK, DENSO, or Corning 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 the NGK, DENSO, and Corning Defendants. Claimant submits to the exclusive jurisdiction of the United States District Court for the Eastern District of Michigan for the purpose of investigation or discovery (if necessary) with respect to this claim and any proceeding or dispute arising out of or relating to this claim. The filing of a false claim is a violation of the criminal laws of the United States and may subject the violator to criminal penalties.

Date:   -   -      
MM DD YYYY

Signature

Printed Name

Title of position (If claimant is not an individual)

**SCHEDULE OF PURCHASES: GENERAL WORKSHEET**

Please fill out the charts on both sides (front and back) of the Schedule of Purchases: General Worksheet, listing the quantity of products purchased and purchase totals for each Defendant (including their parents, subsidiaries, affiliates, and joint ventures) and year of the Class Period (July 1, 1999 through October 29, 2018) in which you directly purchased Ceramic Substrates 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-Ceramic.com, or by calling 1-877-734-5508.

Year Purchased	NGK Defendants <sup>1</sup>		DENSO Defendants <sup>2</sup>		Corning 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
7/1/1999 through 12/31/1999		(\$)		(\$)		(\$)
2000		(\$)		(\$)		(\$)
2001		(\$)		(\$)		(\$)
2002		(\$)		(\$)		(\$)
2003		(\$)		(\$)		(\$)
2004		(\$)		(\$)		(\$)
2005		(\$)		(\$)		(\$)
2006		(\$)		(\$)		(\$)

List the quantity of products purchased and dollar amount of **direct purchases** of Ceramic Substrates 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> NGK Insulators Ltd. and/or NGK Automotive Ceramics USA, Inc.

<sup>2</sup> DENSO Corporation and/or DENSO International America, Inc. In addition, DENSO International America, Inc.'s subsidiaries include, among others, DENSO Products & Services Americas, Inc. (f/k/a DENSO Sales California, Inc.).

<sup>3</sup> Corning International Kabushiki Kaisha and/or Corning Incorporated.

Year Purchased (cont.)	NGK Defendants		Denso Defendants		Corning Defendants	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2007		(\$)		(\$)		(\$)
2008		(\$)		(\$)		(\$)
2009		(\$)		(\$)		(\$)
2010		(\$)		(\$)		(\$)
2011		(\$)		(\$)		(\$)
2012		(\$)		(\$)		(\$)
2013		(\$)		(\$)		(\$)
2014		(\$)		(\$)		(\$)
2015		(\$)		(\$)		(\$)
2016		(\$)		(\$)		(\$)
2017		(\$)		(\$)		(\$)
1/1/2018 through 10/29/2018		(\$)		(\$)		(\$)
<b>TOTAL AMOUNT PURCHASED (Required)</b>		(\$)		(\$)		(\$)

# EXHIBIT B

## CONFIRMATION OF PUBLICATION

**IN THE MATTER OF: *Auto Parts – Ceramic Substrates***

I, Kathleen Komraus, hereby certify that

- (a) I am the Media & Design Manager at Epiq Class Action & Claims Solutions, a noticing administrator, and;
- (b) The Notice of which the annexed is a copy was published in the following publications on the following date:

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

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

*2.17.2020 – 3.11.2020 – Automotive News (AutoNews.com)*

*x Kathleen Komraus*  
(Signature)

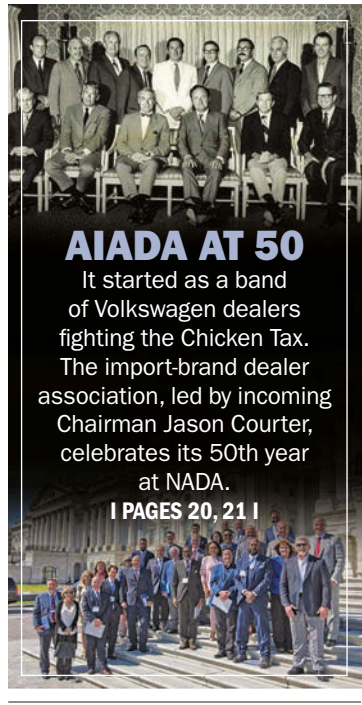
*Media & Design Manager*  
(Title)

# Automotive News

FEBRUARY 17, 2020

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\$169/YEAR; \$6/COPY



## AIADA AT 50

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

▶ PAGES 20, 21 |

## Dealer optimism builds for '20

### Profit potential strongest in used, service

David Muller  
dmuller@crain.com

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

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

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

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

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



Manzi: Economic outlook better

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

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

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

see SURVEY, Page 39

## Nissan lays out plan to reverse U.S. slump

New models, dealer bonuses are planned

Hans Greimel  
hgreimel@crain.com

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

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



Uchida: "It will take more time."

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

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

see NISSAN, Page 40

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



## SINGULAR VISION

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

Michael Martinez  
mdmartinez@crain.com

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

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

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

Jim Hackett, CEO, Ford Motor Co.

lieutenants between today and tomorrow.

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

connectivity, electrification and emerging mobility services.

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

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

see FORD, Page 39



## Automotive News

## People on the Move

autonews.com/people

## MANUFACTURER/SUPPLIER



## PROMOTION

Tanya Sakhleh

Vice President of Sales &amp; Marketing

Piston Automotive

Redford, Mich.

Piston Automotive has announced that Tanya Sakhleh has been named Vice President of Sales & Marketing. Sakhleh joined Piston Automotive in 2013 and most recently served as the Executive Director of Program Management and Prototype Operations. Sakhleh will lead the development and delivery of Piston Automotive's growth strategy, execute expansion plans and implement robust processes to support the sales organization while continuing to deepen customer relationships and brand recognition.

## LEGAL NOTICE

**IF YOU PURCHASED CERAMIC SUBSTRATES IN THE UNITED STATES DIRECTLY FROM ANY OF THE ENTITIES IDENTIFIED BELOW FROM JULY 1, 1999 THROUGH OCTOBER 29, 2018, YOUR LEGAL RIGHTS MAY BE AFFECTED BY PROPOSED SETTLEMENTS WITH THE NGK, DENSO, AND CORNING DEFENDANTS**

Proposed settlements totaling \$17.3 million have been reached in *In re Automotive Parts Antitrust Litigation*, Master File No.12-md-02311, 2:16-cv-03801, 2:17-cv-13785 (E.D. Mich.), with the NGK, DENSO, and Corning Defendants (collectively, the "Settling Defendants").

**What is the lawsuit about?** This class action is part of coordinated legal proceedings involving Ceramic Substrates 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 "Ceramic Substrates" is defined in each settlement agreement, but generally means uncoated ceramic monoliths with a fine honeycomb structure that—after being coated with a mix of metal and chemicals—are used in automotive catalytic converters.

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

Plaintiff has reached settlements with the NGK, DENSO, and Corning Defendants totaling \$17,300,000. Under the terms of the proposed settlements, NGK will pay \$10,200,000, DENSO will pay \$100,000, and Corning will pay \$7,000,000 (the three settlement funds are collectively referred to as the "Ceramic Substrates Settlement Fund").

**Who is included?** The Court has preliminarily approved each of the three proposed settlements, and has provisionally certified the NGK, DENSO, and Corning Settlement Classes. You are a member of one or more of these Settlement Classes if you purchased Ceramic Substrates 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 July 1, 1999 through October 29, 2018: NGK Insulators Ltd., NGK Automotive Ceramics USA, Inc., Corning International Kabushiki Kaisha, Corning Incorporated, DENSO Corporation, and DENSO International America, Inc.

Plaintiff Airflow Catalyst Systems, Inc. has been appointed by the Court to serve as "Class Representative" for the NGK, DENSO, and Corning 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 Cera LLP, 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 NGK, DENSO, and Corning Settlement Class members on or about February 7, 2020. The Notice describes the litigation and options available to Settlement Class members with respect to the NGK, DENSO, and Corning settlements in more detail. If you did not receive the Notice you may obtain a copy on the internet at [www.AutoPartsAntitrustLitigation.com/CeramicSubstrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates), 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?** The NGK, DENSO, and Corning Defendants have agreed to pay a total of \$17,300,000 to settle the Class Members' claims against them. As part of their respective settlements, the NGK and DENSO 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 NGK, DENSO, or Corning 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 NGK, DENSO, or Corning settlements, however, you must complete and timely submit a copy of the Claim Form that was mailed to potential Settlement Class members along with the Notice, postmarked on or before May 15, 2020.**

If you wish to exclude yourself from any of the NGK, DENSO, or Corning 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 April 3, 2020**, in accordance with the procedures set forth in the Notice. If you validly exclude yourself from any of the NGK, DENSO, or Corning 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 NGK, DENSO, or Corning Settlement Classes, you have the right to object to that proposed settlement, or to the proposed plan of distribution of the Ceramic Substrates Settlement Fund, or to Settlement Class Counsel's requests for an award of attorneys' fees and litigation costs and expenses, and an incentive payment to the Class Representative, by following the procedures set forth in the Notice. **Your objection must be filed no later than April 3, 2020.**

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

If you believe you are a member of any of the NGK, DENSO, or Corning 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: February 17, 2020

BY ORDER OF:

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

The self-driving Nuro R2 delivery vehicles will first be tested in Houston.



# Nuro makes its AV safety case

## Lower risk may have won exemption

Pete Bigelow

pbigelow@crain.com

For David Estrada, the lightbulb moment came years ago while he worked as a member of Google's self-driving car project.

In an event met with much fanfare, the company showcased how a visually impaired man could use a self-driving car to conduct a series of daily errands he'd otherwise be unable to complete.

For Google and others, the feat promised future independence for millions who have physical restrictions.

Estrada, now the chief legal and policy officer at Nuro, emerged with a different takeaway.

"What we envision as the purpose for a self-driving car is taking someone to conduct errands," he said.

"The question is, is that really how we should be using our time? Would it be safer for everyone, including ourselves, if instead of hopping in the car and racing across town to run errands, we have an autonomous vehicle do much of that for us?"

That's the use case Nuro envisions for its custom-built delivery vehicles — and it's a use case that has resonated with a key regulatory agency.

In a landmark decision this month, NHTSA granted the company an exemption from certain federal motor vehicle safety standards. The exemption allows Nuro to deploy as many as 5,000 of its R2 delivery vehicles,

which do not have otherwise-mandated features such as backup cameras, windshields or side-view mirrors.

That a vehicle with no human occupants aboard wouldn't need such equipment seems like common sense. But it's been a 16-month process to convince NHTSA the vehicles wouldn't be any more dangerous than other cars on the road.

To the contrary, one of the reasons Nuro received the first exemption may be that it presented the possibility its vehicles may actually enhance overall safety.

"When most companies discuss it, they talk about, 'This is going to keep people safer because autonomous technology actually

drives better than we humans do,'" Estrada said on the Shift podcast. "Well, that's true. But it's even more safe to not get in the car in the first place."

With the exemption in hand, the R2 will be deployed within weeks in Houston, which the company has chosen as its first key market. The vehicles will make deliveries in conjunction with partners such as Kroger, Walmart and Domino's Pizza.

Houston "really has a lot of variety in terms of what the topography is like, what the streets are like," Estrada said. "We chose a city that we can really learn how well we can service various, different types of neighborhoods. And then we'll take it from there." **AN**



**Estrada: Should AVs do errands?**

## Ex-employees face fraud charges

The prosecutor's office in Westchester County, N.Y., has indicted two former employees of a Hyundai dealership on charges of grand larceny and fraud.

Israel Vilorio, 39, a former used-car manager for New Rochelle Hyundai, was arraigned Jan. 16. James Castellano, 52, a former office manager for the dealership, was arraigned Feb. 5, according to a press release issued Feb. 6.

The indictment alleges the men defrauded JPMorgan Chase out of \$700,000 and New Rochelle Hyundai out of more than \$500,000 between around Sept. 28, 2016, and July 14, 2017.

"The cash flow into New Rochelle

Hyundai accounts helped cover up the actual theft of vehicles which Vilorio and Castellano were selling on the side," the press release said.

Leader in Cars Automotive Group, which owns New Rochelle Hyundai, plans to file a civil suit after seeing the results of the criminal case, company President Jordan Daiagi told *Automotive News* in an email.

JPMorgan Chase declined to comment on the indictments.

Castellano and Vilorio were released after their arraignments and are scheduled to appear in court this year. *Automotive News* could not reach the defendants' lawyers for comment.

— Sarah Kominek

# Settlements Reached with Ceramic Substrates Manufacturers in Price Fixing Class Action Lawsuit

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NEWS PROVIDED BY

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

Feb 17, 2020, 08:00 ET

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DETROIT, Feb. 17, 2020 /PRNewswire/ -- Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios, LLP; Freed Kanner London & Millen LLC; Spector Roseman & Kodroff, P.C.; and Cera LLP ("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 NGK, DENSO, and Corning Defendants. The lawsuit claimed that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Ceramic Substrates sold in the United States, in violation of federal antitrust laws.

The settlements affect those who purchased Ceramic Substrates in the United States between July 1, 1999 and October 29, 2018 directly from any of the following entities (or depending on the specific settlement agreement, their parents, subsidiaries, affiliates and joint ventures): NGK Insulators Ltd., NGK Automotive Ceramics USA, Inc., Corning International Kabushiki Kaisha, Corning Incorporated, DENSO Corporation, and DENSO International America, Inc.

A hearing will be held on June 17, 2020, at 1:00 p.m., before the Honorable Marianne O. Battani, United States District Judge, at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 250 (or such other courtroom as may be assigned for the hearing), for the purpose of determining: (1) whether the proposed settlements with the NGK, DENSO, and Corning Defendants totaling \$17,300,000 should be approved by the Court as fair, reasonable and adequate; (2) whether the Court should approve the proposed plan of distribution of the 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 February 7, 2020. The Notice describes the litigation and options available to Settlement Class members with respect to the NGK, DENSO, and Corning 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/CeramicSubstrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates), or by calling 1-877-734-5508 or writing to Ceramic Substrates Direct Purchaser Antitrust Litigation, P.O. Box 4178, Portland, OR 97208-4178. Those who believe they may be a member of any of the NGK, DENSO, or Corning settlement classes, are urged to obtain a copy of the Notice.

URL: [www.AutoPartsAntitrustLitigation.com/CeramicSubstrates](http://www.AutoPartsAntitrustLitigation.com/CeramicSubstrates)

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



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**\$17,300,000 in Direct Purchaser Settlements reached with Ceramic Substrates Manufacturers in Price Fixing Class Action Lawsuit**



EXECUTIVES | UPDATED 6 HOURS AGO

## American Honda auto division chief Arcangeli steps down



UAW SCANDAL | UPDATED 12 HOURS AGO

## Former UAW official sentenced to 28 months in corruption scandal

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



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EXECUTIVES | UPDATED 6 HOURS AGO

## American Honda auto division chief Arcangeli steps down



UAW SCANDAL | UPDATED 12 HOURS AGO

**Former UAW official sentenced to 28 months in corruption scandal**  
 U.S. prosecutors say Michael Grimes, who worked as an assistant in the UAW's General Motors department, conspired with two unidentified senior union officials on multiple schemes going back to at least 2006.



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**\$17,300,000 in Direct  
Purchaser Settlements  
reached with Ceramic  
Substrates Manufacturers  
in Price Fixing Class  
Action Lawsuit**

## Supply Chain at Risk

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

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





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## Supply Chain at Risk

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

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



# **EXHIBIT 2**

**EXHIBIT 2**

**AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 12-MD-02311, CERAMIC  
SUBSTRATES, 2:16-cv-03801-MOB-MKM; 2:17-cv-13785-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>NISSAN</b> Nissan Motor Co., Ltd. and Nissan North America, Inc., along with their subsidiaries and majority-owned affiliates</p> <p><b>SUBARU</b> Subaru Corporation f/k/a Fuji Heavy Industries Ltd. and its subsidiaries, including but not limited to Subaru of Indiana Automotive, Inc.</p> <p><b>SUZUKI</b> 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</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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<b>CATALER CORPORATION</b>	
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# **EXHIBIT 3**



**Exhibit 3**

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

CERAMIC SUBSTRATES, 2:16-cv-03801-MOB-MKM; 2:17-cv-13785-MOB-MKM

**Requests for Exclusion**

<b>Class Member</b>	<b>DENSO</b>	<b>NGK</b>	<b>Corning</b>
BMW MANUFACTURING CO., LLC	X	X	X
CATALER CORPORATION	X	X	X
FORD MOTOR COMPANY	X	X	X
GENERAL MOTORS LLC	X	X	X
NISSAN MOTOR CO., LTD.	X		
SUBARU CORPORATION	X		
SUZUKI MOTOR CORPORATION	X		
TOYOTA MOTOR CORPORATION	X		

**X = Requested Exclusion from Settlement**