

**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 Sean F. Cox

IN RE: EXHAUST SYSTEMS CASES

THIS DOCUMENT RELATES TO:
DIRECT PURCHASER ACTIONS

2:16-cv-03701-SFC-RSW
2:16-cv-13968-SFC-RSW

ORDER AND FINAL JUDGMENT

On May 17, 2018, Manny’s Auto Supply, Inc. and Irving Levine Automotive Distributors, Inc., (the “Direct Purchaser Plaintiffs”), on behalf of themselves and the Settlement Class members, and Defendants Faurecia Emissions Control Technologies, USA, LLC and Faurecia Exhaust Systems, Inc. (collectively, “Faurecia” or the “Faurecia Defendants”), entered into a Settlement Agreement to fully and finally resolve the Settlement Class’s claims against Faurecia and the other Releasees (the “Faurecia Settlement Agreement”). On September 17, 2018, the Court entered an Order preliminarily approving the Faurecia Settlement Agreement (the “Preliminary Approval Order”) (ECF No. 65). On July 24, 2020, the Court entered an Order authorizing the Direct Purchaser Plaintiffs to disseminate notice of the proposed settlements with Bosal, Eberspächer, Faurecia, Meritor, and Tenneco, the fairness hearing for these settlements, and related matters, to the Settlement Class (the “Notice Order”) (ECF No. 87). Notice was provided to the Settlement Class in the Faurecia Settlement Agreement (the “Faurecia Settlement Class”) pursuant to the Notice Order, and the Court held a fairness hearing on November 5, 2020.

Having considered the Direct Purchaser Plaintiffs' Motion for Final Approval of Proposed Settlements with the Bosal, Eberspächer, Faurecia, Meritor, and Tenneco Defendants (ECF No. 91), oral argument presented at the fairness hearing, and the complete record in this matter,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

This Court has jurisdiction over the subject matter of this litigation.

Terms capitalized in this Order and Final Judgment and not otherwise defined herein have the same meanings as those used in the Faurecia Settlement Agreement.

The Notice Order outlined the form and manner by which the Direct Purchaser Plaintiffs would (and subsequently did) provide the Faurecia Settlement Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice via first class mail to members of the Faurecia Settlement Class who could be identified through reasonable efforts, as well as the publication of a summary notice in *Automotive News*; an online banner notice appeared over a 21-day period on www.AutoNews.com, the digital version of *Automotive News*; and an Informational Press Release targeting automotive industry trade publications was issued nationwide via PR Newswire's "Auto Wire." Finally, a copy of the Notice was (and remains) posted on-line at www.autopartsantitrustlitigation.com/Exhaust. Proof that mailing, publication, and posting conformed with the Notice Order has been filed with the Court. This notice program fully complied with Fed. R. Civ. P. 23, and the requirements of due process. It provided due and adequate notice to the Faurecia Settlement Class.

The settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm's-length negotiations, which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

The settlement was entered into by the parties in good faith.

Final approval of the settlement with Faurecia is hereby granted pursuant to Fed. R. Civ. P. 23(e), because it is “fair, reasonable, and adequate” to the Faurecia Settlement Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the Faurecia Settlement Class’s reaction to the settlement, and the result achieved.

The Faurecia Settlement Class provisionally certified by the Court in its Preliminary Approval Order is hereby certified as a class pursuant to Rule 23 of the Federal Rules of Civil Procedure, solely for the purposes of the Faurecia Settlement Agreement, and is composed of: “All persons and entities that purchased Automotive Exhaust Systems in the United States directly from a Defendant (or any of a Defendant’s subsidiaries or affiliates) from January 1, 2002 through February 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.”

The Court adopts and incorporates herein all findings made under Rule 23 in its Preliminary Approval Order. The Court’s certification of the Faurecia Settlement Class as provided herein is without prejudice to, or waiver of the rights of any Defendant to contest certification of any other class proposed in the MDL Litigation. The Court’s findings in this Order shall have no effect on the Court’s ruling on any motion to certify any class in the MDL Litigation or on the Court’s rulings concerning any Defendant’s motion, and no party may cite or refer to the Court’s approval of the Settlement Class as persuasive or binding authority with respect to any motion to certify any such class or any defendant’s motion.

The entities identified on Exhibit “A” hereto have timely and validly requested exclusion from the Faurecia Settlement Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this settlement.

The Action and all Released Claims are hereby dismissed with prejudice with respect to the Releasees and without costs. The Releasors are barred from instituting or prosecuting, in any capacity, an action or proceeding that asserts a Released Claim against any of the Releasees. This dismissal applies only in favor of Faurecia and the other Releasees. Releasors shall, by operation of law, be deemed to have released all Releasees from the Released Claims.

The Escrow Account, plus accrued interest thereon, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

This Order and Final Judgment does not settle or compromise any claims by the Direct Purchaser Plaintiffs or the Settlement Class against any other Defendant or other person or entity other than Faurecia and the other Releasees, and all rights against any other Defendant or other person or entity are specifically reserved.

Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the Faurecia Settlement Agreement; (c) any application for distribution of funds, attorneys’ fees or reimbursement of expenses made by Plaintiffs’ Counsel; and (d) the

distribution of the settlement proceeds to Faurecia Settlement Class members, including service awards for the Class Representatives.

Pursuant to Fed. R. Civ. P. 54, the Court finds that there is no just reason for delay and hereby directs the entry of judgment of dismissal as to Faurecia.

IT IS SO ORDERED.

Dated: December 8, 2020

s/Sean F. Cox

Sean F. Cox

U. S. District Judge

EXHIBIT A

AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 12-MD-02311, EXHAUST
SYSTEMS, 2:16-cv-03701-SFC-RSW, 2:16-cv-13968-SFC-RSW

REQUESTS FOR EXCLUSION FROM THE DIRECT
PURCHASER FAURECIA SETTLEMENT CLASSES

FORD

Ford Motor Company and all of its wholly
owned divisions, subsidiaries and affiliates

GENERAL MOTORS

General Motors LLC (“GM”),
General Motors Company, and
General Motors Holdings LLC, along with all
their subsidiaries (in which GM directly or
indirectly owns 50% or more of the voting
rights) and majority-owned affiliates

Volkswagen

Volkswagen Group of America, Inc. and
Volkswagen group of America Chattanooga
Operations LLC and each of its divisions,
business units, subsidiaries, affiliates,
parents, and predecessors and successors in
interest