

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

_____	:	Master File No. 12-md-02311
IN RE AUTOMOTIVE PARTS	:	Honorable Sean F. Cox
ANTITRUST LITIGATION	:	
_____	:	
IN RE: FUEL SENDERS CASES	:	
_____	:	
THIS DOCUMENT RELATES TO:	:	2:12-cv-00301-SFC-RSW
ALL DIRECT PURCHASER ACTIONS	:	
_____	:	

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

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to this Court’s Order dated February 16, 2021 (2:12-cv-00301, ECF No. 143) (the “Notice Order”), and Settlement Class members’ response to the notice program. As described more fully below, notice was mailed to 91 potential Settlement Class members and published in accordance with the Notice Order. No objections were filed to either of the proposed settlements or to the proposed plan for distribution of settlement funds.¹ Three requests for exclusion from the Yazaki Settlement Class and ten requests for exclusion from the DENSO Settlement Class were submitted.

Settlement Class Counsel respectfully submit that the complete absence of objections and the fact that there were few opt-out requests militate strongly in favor of approval of the proposed settlements and the proposed plan for distribution of settlement funds.

¹ Settlement Class Counsel are not requesting an award of attorneys’ fees, reimbursement of litigation costs and expenses, or a service award to the Class Representative in this case.

I. DISSEMINATION OF NOTICE TO THE CLASSES

Pursuant to the Court’s Notice Order, on March 4, 2021, Epiq Class Action & Claims Solutions, Inc. (“Epiq”), the Notice and Claims Administrator retained by Direct Purchaser Plaintiff, mailed 91 copies of the Notice of Proposed Settlements of Direct Purchaser Class Action with the Yazaki and DENSO Defendants and Hearing on Final Settlement Approval and Related Matters, and Claim Form (the “Notice”) to potential Settlement Class members by first class mail, postage prepaid. Declaration of Tiffany Shroyer, Project Manager for Epiq. Exhibit 1 at ¶ 6. Epiq did not receive any Claim Packages returned by the U.S. Postal Service as undeliverable. *Id.* at ¶ 7. In addition, a copy of the Notice was (and remains) posted online at www.AutoPartsAntitrustLitigation.com/FuelSenders, 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 Yazaki and DENSO Defendants and Hearing on Settlement Approval and Related Matters (“Summary Notice”) was published in *Automotive News* on November 16, 2020. *Id.* at ¶ 8. Additionally, an Informational Press Release was issued nationwide on March 15, 2021 via PR Newswire’s “Auto Wire,” which targets auto industry trade publications. *Id.*

Notice to the Yazaki and DENSO 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 AND THE PROPOSED DISTRIBUTION PLAN

The Notice advised that any objection to the proposed settlements or the proposed plan for distribution of settlement funds had to be filed with the Clerk by April 28, 2021, 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 either of the proposed settlements or the distribution plan 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 Yazaki and DENSO Settlement Classes had to be mailed to Settlement Class Counsel and to counsel for the Settling Defendants, postmarked no later than April 28, 2021. As of this date, Settlement Class Counsel have received only three requests for exclusion from the Yazaki Settlement Class and ten from the DENSO Settlement Class.²

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 Yazaki and DENSO Defendants and Proposed Plan for Distribution of Settlement Funds (the "Final Approval Brief") (2:12-cv-00301, ECF No. 145), each of the proposed settlements is fair, reasonable, and adequate under the relevant criteria, and warrants final approval.

² Exhibit 1 at ¶ 11. The entities that requested exclusion are set forth in Exhibit 2 and the Settlement Classes from which they opted out are reflected in Exhibit 3. The three Yazaki exclusion requests and nine of the ten DENSO requests were timely submitted. A request for exclusion from the DENSO Settlement Class, submitted by American Honda Motor Co., Inc. on behalf of itself and several related entities, was postmarked two days after the April 28th deadline. DENSO and Settlement Class Counsel respectfully request that Honda's request for exclusion be treated as if timely filed and accepted by the Court.

IV. THE REACTION OF MEMBERS OF THE SETTLEMENT CLASSES SUPPORTS APPROVAL OF THE SETTLEMENTS AND THE PROPOSED PLAN FOR DISTRIBUTION

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 91 potential Settlement Class members identified by Defendants, and a copy of the Notice was (and remains) posted on-line at www.AutoPartsAntitrustLitigation.com/FuelSenders. The Summary Notice was published in *Automotive News* on March 15, 2021, and on that same day an Informational Press Release was issued nationwide via PR Newswire’s “Auto Wire.” The low number of opt-outs and total absence of objections militates strongly in favor of approval of the proposed settlements and the proposed plan for distribution of settlement funds.

V. **CONCLUSION**

Based upon the foregoing, and for the reasons set forth in the Final Approval Brief, Direct Purchaser Plaintiff respectfully requests that the Court grant final approval of the proposed Yazaki and DENSO settlements and the proposed plan for distribution of settlement funds.

DATED: May 26, 2021

Respectfully submitted,

/s/David H. Fink

David H. Fink (P28235)
Nathan J. Fink (P75185)
FINK BRESSACK
38500 Woodward Ave, Suite 350
Bloomfield Hills, MI 48304
Telephone: (248) 971-2500

Interim Liaison Counsel

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

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

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

Eugene A. Spector
William G. Caldes
Jeffrey L. Spector
SPECTOR ROSEMAN & KODROFF, P.C.
2001 Market Street, Suite 3420
Philadelphia, PA 19103
Telephone: (215) 496-0300

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

CERTIFICATE OF SERVICE

I hereby certify that on May 26, 2021, 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
David H. Fink (P28235)
Nathan J. Fink (P75185)
FINK BRESSACK
38500 Woodward Ave; Suite 350
Bloomfield Hills, MI 48304
Telephone: (248) 971-2500
nfink@finkbressack.com

EXHIBIT 1

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

In Re: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	2:12-md-02311 Honorable Sean F. Cox
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In Re: FUEL SENDERS CASES	:	
	:	
	:	2:12-cv-00301-SFC-RSW

THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS	:	
	:	
	:	

**DECLARATION OF TIFFANY SHROYER RE DISSEMINATION OF NOTICE TO THE
DIRECT PURCHASER YAZAKI AND DENSO CLASSES**

I, Tiffany Shroyer, 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 Plaintiff and the Yazaki and DENSO Defendants, as well as the corresponding Class Notice program. This declaration is based upon my personal knowledge and information provided by Defendants' counsel, Plaintiff's 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*;
 - 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 91 names and addresses of potential Class Members.

6. On March 04, 2021 Epiq mailed the Claim Packages by first class mail, postage prepaid, to the 91 potential Class Members. A copy of the Claim Package is attached hereto as Exhibit A.

7. As of May 7, 2021, Epiq has not received any Claim Packages returned by the U.S. Postal Service as undeliverable.

PUBLICATION NOTICE

8. Epiq caused the publication of the Summary Publication Notice in one edition of *Automotive News* on March 15, 2021. Additionally, an Informational Press Release was issued via PR Newswire's "Auto Wire" on March 15, 2021. Confirmation of the publication and copies of the Summary Publication Notice as it appeared in *Automotive News*, and the Informational Notice are attached hereto as Exhibit B.

SETTLEMENT WEBSITE

9. On March 4, 2021, 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/FuelSenders. 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 7, 2021, there have been 4,944 views and 2,970 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 28, 2021. As of May 7, 2021, Epiq has received 3 requests for exclusion from the Yazaki Settlement Class and 10 requests for exclusion from the DENSO 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 11th day of May, 2021 in McMinnville, Oregon.



Tiffany Shroyer
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
IN RE: FUEL SENDERS CASES
THIS DOCUMENT RELATES TO: ALL DIRECT PURCHASER ACTIONS

**2:12-md-02311
Honorable Sean F. Cox**

Case No. 2:12-cv-00301-SFC-RSW

NOTICE

NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH YAZAKI AND DENSO DEFENDANTS, AND HEARING ON:

- (1) APPROVAL OF PROPOSED SETTLEMENTS; AND**
- (2) PLAN OF DISTRIBUTION OF SETTLEMENT FUND, AND CLAIM FORM.**

TO: ALL INDIVIDUALS AND ENTITIES THAT PURCHASED FUEL SENDERS IN THE UNITED STATES DIRECTLY FROM ANY OF THE DEFENDANTS (OR THEIR SUBSIDIARIES, AFFILIATES OR JOINT VENTURES) FROM JANUARY 1, 2001 THROUGH DECEMBER 27, 2016.

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

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

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

- (1) Proposed settlements with: (a) Defendants Yazaki Corporation and Yazaki North America, Inc. (collectively, the “Yazaki Defendants”); and (b) Defendants DENSO Corporation, DENSO International America, Inc., DENSO Korea Corporation (separately f/k/a 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”) (all Defendants referenced in this paragraph are collectively referred to as the “Settling Defendants”); and
- (2) A proposed plan of distribution of Yazaki and DENSO settlement proceeds to Settlement Class members and a proposed Claim Form that you may submit to share in the settlement proceeds.

This Notice provides information concerning the proposed settlements and the proposed plan of distribution. The Notice also advises you of your rights to: participate in the settlement claims process; exclude yourself from either or both of the Settlement Classes; and object to the terms of the proposed settlements or the plan of distribution.

BACKGROUND

Plaintiff has reached settlements with the Yazaki Defendants and the DENSO Defendants totaling \$320,000. Under the terms of the proposed settlements, Yazaki will pay a total of \$220,000 (the “Yazaki Settlement Fund”), and DENSO will pay a total of \$100,000 (the “DENSO Settlement Fund”) (the two settlement funds are collectively referred to as the “Fuel Senders Settlement Fund”).

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 Fuel Senders 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 “Fuel Senders” is defined in each settlement agreement, but generally means the devices that reside in the fuel tank of a motor vehicle and measure the amount of fuel in the tank. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Fuel Senders.

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

- You may remain in either or both of the Yazaki or DENSO Settlement Classes and be eligible to share in the proceeds of, and be bound by the terms of, any settlement in which you elect to remain;
- You may exclude yourself from either or both of the Yazaki or DENSO Settlement Classes, in which case you will **not** be bound by any settlement from which you exclude yourself and will **not** be eligible to share in the proceeds of that settlement;
- If you remain in either or both of the Yazaki or DENSO Settlement Classes, you may object in writing to that proposed settlement or to the proposed plan of distribution of the Fuel Senders Settlement Fund. 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 Fuel Senders Settlement Fund must complete and submit a copy of the Claim Form on or before June 14, 2021.

WHO IS IN THE SETTLEMENT CLASSES?

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

The Yazaki Settlement Class is defined as follows:

All direct purchasers of Fuel Senders in the United States from any of the Defendants (or their controlled subsidiaries, affiliates or joint ventures) from January 1, 2001 through December 27, 2016.

For purposes of the Yazaki Settlement Class definition set forth above, the following entities are Defendants: DENSO Corporation; DENSO International America, Inc.; Yazaki Corporation; and Yazaki North America, Inc.

The DENSO Settlement Class is defined as follows:

All individuals and entities who purchased Fuel Senders in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 2001 through December 27, 2016. 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 include the following entities, including their parents, subsidiaries, and affiliates: DENSO Corporation, DENSO International America, Inc., Yazaki Corp., and Yazaki North America, Inc.

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

WHAT IS THIS LITIGATION ABOUT?

In March 2013, Plaintiff filed a class action lawsuit against Defendants on behalf of direct purchasers of “Fuel Senders.” Plaintiff alleges that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Fuel Senders 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 Fuel Senders were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

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

WHAT RELIEF DO THE PROPOSED SETTLEMENTS PROVIDE?

Plaintiff, on behalf of the Yazaki Settlement Class, entered into a settlement agreement with the Yazaki Defendants on December 27, 2016 (the "Yazaki Settlement Agreement"), in which the Yazaki Defendants have agreed to pay \$220,000.

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"), in which the DENSO Defendants have agreed to pay \$100,000.

As part of the settlement agreements described above, the Yazaki 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 Yazaki and DENSO Settlement Agreements contain other important provisions, including the release of certain claims against the Yazaki and DENSO 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 online at www.AutoPartsAntitrustLitigation.com/FuelSenders. The proposed settlements must receive final approval by the Court to become effective.

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

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

If you are a member of either of the Yazaki or DENSO Settlement Classes as defined above, you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in a Settlement Class, you do not need to take any action at this time with respect to that Settlement Class, and your interests will be represented by the Class Representative and by Settlement Class Counsel. If you remain in either of the Yazaki or DENSO 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 Settling 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 Fuel Senders Settlement Fund, with accrued interest, less any amounts approved by the Court for settlement administration costs and expenses (the "Net Fuel Senders 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 14, 2021.**

The Net Fuel Senders Settlement Fund will be distributed *pro rata* to all Claimants based upon their **direct** purchases of Fuel Senders 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 Fuel Senders in the United States directly from any Defendant (or its parents, affiliates, subsidiaries or joint ventures) during the period from January 1, 2001 through December 27, 2016. You may need those documents to complete and substantiate your Claim Form, which will be subject to inquiry and verification.

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

You may exclude yourself from either or both of the Settlement Classes. If you wish to exclude yourself from either or both of the Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than April 28, 2021** to Settlement Class Counsel, and to counsel for Settling Defendants, at the addresses set forth below, and to the following address:

Fuel Senders Direct Purchaser Antitrust Litigation
P.O. Box 5053
Portland, OR 97208-5053

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 Fuel Senders during the Class Period for the Settlement Class from which you seek exclusion, the Fuel Senders purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from either or both of the Settlement Classes, you will not be bound by any decision concerning the Settlement Class or Classes from which you exclude yourself and you may pursue individually any claims you may have against that Defendant (at your own expense), but you will not be eligible to share in the settlement proceeds attributable to that Settling Defendant.

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 10, 2021, at 10:30 a.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 817 (or such other courtroom as may be assigned for the hearing), to determine whether to approve the proposed Yazaki and DENSO settlements and the proposed plan of distribution of the Fuel Senders Settlement Fund. If the Court believes that it is appropriate, the hearing may be conducted remotely by telephone or other electronic means. If the Court determines to hold the hearing remotely, Settlement Class Counsel shall post that information on the website devoted to the direct purchaser litigation (www.AutoPartsAntitrustLitigation.com/FuelSenders) and provide any Settlement Class member that has informed the Court that it intends to participate at the hearing the information required to do so remotely. 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 either of the Yazaki or DENSO Settlement Classes and you wish to object to that proposed settlement or to the proposed plan of distribution of the Fuel Senders Settlement Fund 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 28, 2021**, 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 28, 2021**:

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

Joseph C. Kohn
KOHNS, 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 M. Majoras
JONES DAY
51 Louisiana Ave., N.W.
Washington, DC 20001-2113
Telephone: (202) 879-3939

Counsel for the Yazaki 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

If you do not object to either of the proposed settlements or to the proposed plan of distribution 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 Fuel Senders 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: Fuel Senders Direct Purchaser Antitrust Litigation, P.O. Box 5053 Portland, OR 97208-5053.

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/FuelSenders. Questions concerning the proposed Yazaki and DENSO settlements, this Notice, or the litigation may be directed to any of the Settlement Class Counsel identified above.

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

Dated: March 4, 2021

BY ORDER OF:

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

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	2:12-md-02311 Honorable Sean F. Cox
IN RE: FUEL SENDERS CASES	Case No. 2:12-cv-00301-SFC-RSW
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS	

IMPORTANT NOTICE TO PURCHASERS OF FUEL SENDERS
PLEASE READ THIS ENTIRE DOCUMENT CAREFULLY

YOU MUST COMPLETE AND SUBMIT A CLAIM FORM, POSTMARKED ON OR BEFORE JUNE 14, 2021, TO BE ELIGIBLE TO SHARE IN THE DISTRIBUTION OF THE PROCEEDS OF SETTLEMENTS WITH THE YAZAKI AND DENSO DEFENDANTS

INSTRUCTIONS FOR COMPLETING A CLAIM FORM

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

Please note that if you have chosen to be excluded from either of the Yazaki or DENSO 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, 2001 through December 27, 2016 (the “Class Period”), you purchased Fuel Senders in the United States **directly** from one or more of the following companies (including their parents and subsidiaries for DENSO Settlement Class), controlled subsidiaries (for Yazaki Settlement Class), and affiliates and joint ventures (for Yazaki and DENSO Settlement Classes): (1) Yazaki Corporation; (2) Yazaki North America, Inc.; (3) DENSO Corporation; and (4) DENSO International America, Inc.

The meaning of the term “Fuel Senders” is defined in each settlement agreement, but generally refers to the devices that reside in the fuel tank of a motor vehicle and measure the amount of fuel in the tank.

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 14, 2021**. Claim Forms should be addressed to:

Settlement Administrator
Fuel Senders Direct Purchaser Antitrust Litigation
P.O. Box 5053
Portland, OR 97208-5053

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/FuelSenders.

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 Fuel Senders, 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 FUEL SENDERS
IN THE UNITED STATES *DIRECTLY* FROM ONE OR MORE OF THE COMPANIES LISTED ABOVE
UNDER THE “ELIGIBILITY” HEADING DURING THE PERIOD FROM
JANUARY 1, 2001 TO DECEMBER 27, 2016.**

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, 2001 through December 27, 2016) in which you directly purchased Fuel Senders 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-FuelSenders.com, or by calling 1-800-416-8107.

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 Fuel Senders in the United States from any of the listed companies during the period from January 1, 2001 through December 27, 2016. As part of the claims administration process, you may be required to verify certain information about your Fuel Senders 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 Fuel Senders. You may be asked to submit purchase records to verify your claim.

Confirmation of Receipt of Claim: The receipt of paper 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. If you submit an electronic Claim Form through the settlement website you will receive a confirmation code.

Assistance: If you have any questions concerning this Claim Form or need additional copies, contact the Settlement Administrator at: Fuel Senders Direct Purchaser Antitrust Litigation PO Box 5053, Portland, OR 97208-5053, via email at info@AutoPartsAntitrustLitigation-FuelSenders.com, or by calling 1-800-416-8107. You may also contact your own attorney or other person to assist you, at your own expense.

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

CLAIM FORM

I. IDENTITY OF CLAIMANT

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

Direct Filer (you, or your company, made the direct purchases of Fuel Senders 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 First Name:

[Grid for Contact Person First Name]

MI:

[Grid for MI]

Last Name:

[Grid for Last Name]

Contact Person Email Address:

[Grid for Contact Person Email 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.

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 First Name: MI: Last Name:

Contact Person Email 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 Fuel Senders in the United States from each company listed in the “**Eligibility**” section above for each year during the period from January 1, 2001 through December 27, 2016. **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 Fuel Senders 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.

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:

Multiple horizontal lines for providing a description of documents or estimation methods.

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:

- Yazaki
- DENSO
- 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 Yazaki and DENSO 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:

Grids for Employer Identification Number (for corporations, trusts, etc.) and Social Security Number (for individuals).

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

Grid for Business Name OR Name of taxpayer.

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 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 Fuel Senders listed were made by the claimant **directly** from the companies listed, that the claimant is a member of either or both of the Yazaki or DENSO Settlement Classes and has not requested exclusion from both of those Settlement Classes, that this claim is the only claim being submitted by the claimant, that the claimant does not know of any other claim being submitted for the same purchases, that the claimant has not transferred or assigned its claims, and that I have read the accompanying Instructions and the Notice of Proposed Settlements with Yazaki and DENSO 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:

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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, as applicable) and year of the Class Period (January 1, 2001 through December 27, 2016) in which you directly purchased Fuel Senders 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-FuelSenders.com, or by calling 1-800-416-8107.

Year Purchased	Yazaki Defendants ¹		DENSO Defendants ²	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2001		(\$)		(\$)
2002		(\$)		(\$)
2003		(\$)		(\$)
2004		(\$)		(\$)
2005		(\$)		(\$)
2006		(\$)		(\$)
2007		(\$)		(\$)
2008		(\$)		(\$)

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

¹ Yazaki Corporation and Yazaki North America, Inc.

² DENSO Corporation and 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.).

Year Purchased (cont.)	Yazaki Defendants		DENSO Defendants	
	Est. Quantity of Products Purchased	Amount Purchased	Est. Quantity of Products Purchased	Amount Purchased
2009		(\$)		(\$)
2010		(\$)		(\$)
2011		(\$)		(\$)
2012		(\$)		(\$)
2013		(\$)		(\$)
2014		(\$)		(\$)
2015		(\$)		(\$)
1/1/16-12/27/16		(\$)		(\$)
TOTAL AMOUNT PURCHASED (Required)				

EXHIBIT B

CONFIRMATION OF PUBLICATION

IN THE MATTER OF: *Auto Parts – Fuel Senders*

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:

3.15.2021 – Automotive News

3.15.2021 – PR Newswire's Auto Wire

X *Kathleen Komraus*

(Signature)

Media & Design Manager

(Title)

Automotive News

MARCH 15, 2021

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\$169/YEAR; \$6/COPY

DMS disrupted? Not just 2 giants now

New entrants, smaller players challenge CDK, Reynolds

Lindsay VanHulle
lvanhulle@crain.com

For at least a decade, dealer Katie Bowman Coleman searched for a dealership management system as easy as point and click.

Her store, Bowman Chevrolet, in the Detroit suburb of Clarkston, has used systems from Reynolds and Reynolds, CDK Global and Cox Automotive's Dealertrack. In her view, they're all fine products but have limita-

■ Sampling of dealership management system providers in the U.S. | PAGE 27 |

tions — expensive pricing, “antiquated” technology, extra fees or hurdles to connect software tools developed by outside vendors.

Last year, Bowman Chevrolet switched DMS providers again. Coleman, the store's owner, chose a startup called Tekion, which promises an Amazon-like experience and has the backing of General Motors.

“It's just what we've been wanting for decades,” Coleman said. “This isn't a new desire on the part of dealers. This is just a time when I think some disrupters are going to come in and force that change on the industry.”

Tekion is signing up dealers at a time when the overall market for DMS software is in flux, giving dealers more choices for a platform that fits their stores' needs. New entrants and smaller players are vying for share in a segment long dominated by CDK and Reynolds,

see DMS, Page 26



Katie Bowman Coleman said Tekion's DMS is what her store has been “wanting for decades.”



For Sen. Joe Manchin, shown with Sen. Debbie Stabenow in 2019, protecting the people of West Virginia is top of mind.

Manchin puts coal towns in path of Biden EV agenda

Meet the Democrat at Senate's fulcrum

Audrey LaForest
alaforest@crain.com

A U.S. senator born and raised in a small coal-mining town will have a big say in the future of electric vehicles.

With an evenly split Senate, centrist Democrats are in position to steer President Joe Biden's plans to build up infrastructure and combat climate change through the chamber. Expect Joe Manchin, a conservative Democrat from West Virginia with a decade of Senate experience, to have a moderating influence on the president's ambitious clean-energy goals.

Manchin, 73, chairman of a key committee and the former governor of a state that twice voted for former President Donald Trump, is determined to protect communities in West Virginia amid a global transition to renewable energy.

“I'm an all-in energy person,” Manchin said last week during the American Council on Renewable Energy's virtual policy forum. “You can't leave any of these communities from traditional fuel sources behind.”

see MANCHIN, Page 27



Jeep plans to have customers deal with certified salespeople well-versed in presenting the advanced features of the 2022 Grand Wagoneer.

AUTOMOTIVE NEWS ILLUSTRATION

GRAND GESTURE

Jeep raising the bar for dealers as it heads upscale with Wagoneer

Vince Bond Jr.
vbond@crain.com

As Jeep crosses into six-figure pricing territory with the Grand Wagoneer, Mike McVeigh is a prototype of what the brand wants its sales force to look like: highly trained and flush with details about the product.

McVeigh undergoes a rigorous annual education and testing process for the right to be called a “Jeep ex-

■ Wagoneer, Grand Wagoneer bring own identity to Jeep | PAGE 6 |

pert.” His business cards carry an emblem touting that status to shoppers.

“I'm going to be in the minority as far as people that actually show the vehicle and demonstrate the vehicle the way that it was intended,” said McVeigh, who works at David Dodge-Chrysler-Jeep-Ram in Glen Mills, Pa. “They're going to get further and fur-

ther away from the old-school car-sales thing. I think that is why Jeep's decided to elevate everything with this.”

Building up the showroom experience is the latest rock the adventure brand will have to climb.

The Wagoneer and Grand

see JEEP, Page 25

Kelleher: Dealers are in “new waters.”



Ford of Europe repositions for EV-focused future

Ford Motor Co. is the first major automaker in Europe to say it would sell only fully electric passenger vehicles there by 2030. The decision is the culmination of a tumultuous two years under the leadership of Briton Stuart Rowley, who has overseen a \$1 billion reduction in structural costs that included closing plants and cutting more than 10,000 jobs. More upheaval looms as the company continues to adjust to an EV future, Rowley told *Automotive News Europe* Associate Publisher and Editor Luca Ciferri and Correspondent Nick Gibbs. Here are edited excerpts.

Q: Ford was the first major manufacturer in Europe to say it was going to have an all-electric passenger-car range by 2030. You will use Volkswagen Group's MEB platform for one, possibly two, electric cars. What is your

platform strategy to expand your range further?

A: I'm not giving details now. You know, 2030 was an important date we put out there. But I think even more important is that by mid-2026 all our passenger vehicles will be zero-emissions capable, either all electric or plug-in hybrid. In terms of platforms, we have a number of tools in the toolbox. The VW alliance is a very important one with the first EV coming out of Cologne in 2023, and we have the opportunity to add a second vehicle. Additionally, we are launching the Mustang Mach-E in Europe, and that is built on a global Ford platform. That platform is optimized for North America and is slightly larger, whereas MEB gives us access to a platform that is designed with Europe front and center in mind. So, it's very appropriate for mainstream products.

Does your more targeted portfolio



lio of highly differentiated passenger vehicles move Ford's center of gravity?

We see where customer demand is going. Europe has been later than North America in shifting to utility vehicles (SUVs). But if you look at the segmentation now, small-utility segments are growing. We want to

put our capital in the growing parts of the market. That is why we brought the Puma to market. But we are very aware that what is happening today will not always be.

Does that mean fewer passenger vehicles?

If I take a step back, the core of our business in Europe and our profitability is commercial vehicles. We are the No. 1-selling brand. The alliance with VW gives us the industrial scale that allows us to take our commercial-vehicle business to the next level. So that's where I start. Our passenger-vehicle business has been more challenged. To transform that we have restructured, resulting in fewer jobs, and we will choose segments where there is consumer demand, growth and where we can be profitable. We will not necessarily try to be all things to all men or women in the future. We will put our capital where we can differentiate.

With the MEB cars, are you going to follow VW, which started with the compact hatchback then added an SUV?

We have probably got the benefit of being a bit more selective than Volkswagen. When we bring that to market you will be very excited to see what it is.

Are you done shutting plants?

As we transition, there are going to be fewer powertrain plants, equally, we may invest in electric components. Our restructuring program has been very significant, affecting about 20 percent of our work force. We reduced our structural cost by more than \$1 billion. The next phase of the transformation, however, is going to require further action that could mean rescaling or repurposing facilities or other changes. We will size our industrial footprint to make sure it is consistent with our product portfolio.

You mentioned investing in electrified components. Ford CEO Jim Farley says building cells is a possibility. What EV product could you make in Europe?

The most challenging thing is picking our way through as ICE (internal combustion engine) volumes decline and EV volumes ramp up. Historically, we haven't been in the battery cell business. However, we need to decide whether we want to be in a full cell relationship or whether we want to partner with other companies. There are also components such as e-transaxles. We built e-transaxles in America for the Mach-E. They are going to go into the electrified Transit. We have a point of view on some of those [e-components] while others still need to be

worked through. We are a volume player in Europe so having a localized production base helps us be competitive.

Are battery cells from VW part of the deal or will they come from another supplier?

We will purchase the battery pack as part of the agreement with Volkswagen.

Your plant in Dagenham, England, makes diesels. What could you make there to adapt the factory to the electrified age?

We built three diesel engines there. The majority of those are going into commercial vehicles, primarily the Transit, so that gives a longer runway. When you look a decade out, we will still be selling a lot of diesel engines from Dagenham. It is still a very important part of our future commercial-vehicle business.

What type of vehicles are most likely to become plug-in hybrids by 2026?

Plug-in hybrid is 50 percent of demand for the Kuga, and it's good business as well, not a compliance play. I think plug-in hybrids are going to be an important part of the mix in the next 10 years as people transition [to EVs] and the charging infrastructure is built out. Today, plug-in hybrids are mainly in midsize and large cars, which makes sense given there is a certain amount of cost that comes with having both the electric and combustion drivetrains.

Ford plans to move to an agency or direct-sales model for dealers starting with the Mach-E. How will that change the role your dealers play?

Dealers are and will remain a critical part of our business model and our distribution. We are now working in partnership with our dealers to build out their online purchase capabilities. With the Mach-E, you can order and pay for the vehicle online. We think that's going to be important to our customers, but having dealers available to service the product is also important.

That calls for a different relationship with dealers than with the wholesale model, right?

Yeah, but you are going to see us reduce the complexity of our product offer. You are also going to see more and more customer-order vehicles [as opposed to buying from dealer stock], and more customers ordering online.

The lockdown last spring forced the industry to work with small inventories and put a greater emphasis on customer-order vehicles. Will Ford continue along that path of reduced dealer stock?

Definitely. I think running our business leaner is an opportunity for our dealers and our customers. We were somewhat forced into a leaner inventory, but we should leverage the opportunity. Reduced complexity on the Puma, as well as the Mach-E, is the magic ingredient to facilitate a leaner inventory, faster orders and delivery and really aligning the production offer with customer choice. **AN**

LEGAL NOTICE

IF YOU PURCHASED FUEL SENDERS IN THE UNITED STATES DIRECTLY FROM ANY OF THE ENTITIES IDENTIFIED BELOW FROM JANUARY 1, 2001 THROUGH DECEMBER 27, 2016, YOUR LEGAL RIGHTS MAY BE AFFECTED BY PROPOSED SETTLEMENTS WITH THE YAZAKI AND DENSO DEFENDANTS

Proposed settlements totaling \$320,000 have been reached in *In re Automotive Parts Antitrust Litigation*, Master File No. 12-md-02311, 2:12-cv-00301 (E.D. Mich.), with the Yazaki and DENSO Defendants (collectively, the "Settling Defendants").

What is the lawsuit about? This class action is part of coordinated legal proceedings involving Fuel Senders 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 "Fuel Senders" is defined in each of the settlement agreements, but generally refers to the devices that reside in the fuel tank of a motor vehicle and measure the amount of fuel in the tank.

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

Plaintiff has reached settlements with the Yazaki and DENSO Defendants totaling \$320,000. Under the terms of the proposed settlements, Yazaki will pay a total of \$220,000, and DENSO will pay a total of \$100,000 (the two settlement funds are collectively referred to as the "Fuel Senders Settlement Fund"), and each of the Settling Defendants has agreed to provide cooperation to assist Plaintiff with the prosecution of claims against any other Defendant, should the need for such cooperation arise.

Who is included? The Court has preliminarily approved each of the proposed settlements, and has provisionally certified the Yazaki and DENSO Settlement Classes. You are a member of one or more of these Settlement Classes if you purchased Fuel Senders in the United States directly from any of the following entities (or depending on the specific settlement agreements, their parents, subsidiaries, affiliates or joint ventures, each a "Defendant") during the period from January 1, 2001 through December 27, 2016: DENSO Corporation; DENSO International America, Inc.; Yazaki Corporation; and Yazaki North America, Inc.

A Notice of Proposed Settlements and Claim Form (the "Notice") was mailed to potential Yazaki and DENSO Settlement Class members on or about March 4, 2021. The Notice describes the litigation and options available to Settlement Class members with respect to the Yazaki and DENSO settlements in more detail. If you did not receive the Notice you may obtain a copy on the internet at www.AutoPartsAntitrustLitigation.com/FuelSenders, or by calling or writing to any of the following Settlement Class Counsel:

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

Joseph C. Kohn
KOHN, 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? Yazaki and DENSO have agreed to pay a total of \$320,000 to settle the Class Members' claims against them. As part of the settlements both Settling Defendants have agreed to provide cooperation in the prosecution of claims against any other Defendant, should the need for such cooperation arise.

Your rights may be affected. If you are a member of either of the Yazaki or DENSO Settlement Classes you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in a Settlement Class, you do not need to take any action at this time and your interests will be represented by the Class Representative and by Settlement Class Counsel. **In order to share in the proceeds of either of the Yazaki or DENSO 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 14, 2021.**

If you wish to exclude yourself from either or both of the Yazaki or DENSO Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than April 28, 2021**, in accordance with the procedures set forth in the Notice. If you validly exclude yourself from either or both of the Yazaki or DENSO Settlement Classes, you will not be bound by any decision concerning that settlement class and you can pursue individually any claims you may have against that Defendant (at your own expense), but you will not be eligible to share in the settlement proceeds attributable to that Defendant.

If you remain a member of the Yazaki or DENSO Settlement Classes, you have the right to object to that proposed settlement or to the proposed plan of distribution of the Fuel Senders Settlement Fund, by following the procedures set forth in the Notice. **Your objection must be filed no later than April 28, 2021.**

The Court has scheduled a hearing on June 10, 2021 to consider whether to approve: (1) the proposed settlements; and (2) the proposed plan of distribution of settlement funds. The hearing may be continued without further notice to you.

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

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

Dated: March 15, 2021

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

\$320,000 in Direct Purchaser Settlements reached with Fuel Senders Manufacturers in Price Fixing Class Action Lawsuit

NEWS PROVIDED BY

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

Mar 15, 2021, 08:00 ET

DETROIT, March 15, 2021 /PRNewswire/ -- Freed Kanner London & Millen LLC; Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios LLP; and Spector Roseman & Kodroff, P.C. ("Settlement Class Counsel") announce that the United States District Court for the Eastern District of Michigan Southern Division ("Court") has approved the following announcement of proposed class action settlements with the Yazaki and DENSO Defendants. The lawsuit claimed that Defendants conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Fuel Senders sold in the United States, in violation of federal antitrust laws.

The settlements affect those who purchased Fuel Senders in the United States between January 1, 2001 and December 27, 2016 directly from any of the following entities (or depending on the specific settlement agreements, their parents, subsidiaries, affiliates and joint ventures): DENSO Corporation; DENSO International America, Inc.; Yazaki Corporation; and Yazaki North America, Inc.

A hearing will be held on June 10, 2021, at 10:30 a.m., before the Honorable Sean F. Cox, United States District Judge, at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 817, for the purpose of determining: (1) whether the proposed settlements with Yazaki and DENSO Defendants totaling \$320,000 should be approved by the Court as fair, reasonable and adequate; and (2) whether the Court should approve the proposed plan of distribution of Yazaki and DENSO settlement proceeds to members of the settlement classes.

A Notice of Proposed Settlements and Claim Form (the "Notice") was mailed to potential Settlement Class members on or about March 4, 2021. The Notice describes the litigation and options available to Settlement Class members with respect to the Yazaki and DENSO 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/FuelSenders, or by calling 1-800-416-8107, or writing to Fuel Senders Direct Purchaser Antitrust Litigation, P.O. Box 5053, Portland, OR 97208-5053. Those who believe they may be a member of either of the Yazaki or DENSO settlement classes, are urged to obtain a copy of the Notice.

URL: www.AutoPartsAntitrustLitigation.com/FuelSenders

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

EXHIBIT 2

EXHIBIT 2

**AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 2:12-MD-02311,
FUEL SENDERS, 2:12-cv-00301-SFC-RSW**

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

<p>SUZUKI Suzuki Motor Corporation and Suzuki Motor USA, LLC, along with companies in which Suzuki Motor Corporation directly or indirectly owns the majority of voting rights, excluding Maruti Suzuki India Limited</p> <p>TOYOTA Toyota Motor Corporation; Toyota Motor Engineering and Manufacturing North America, Inc. and its subsidiaries; Toyota Motor Sales U.S.A., Inc.; TABC, Inc.; Toyota Motor Manufacturing, Kentucky, Inc.; Toyota Motor Manufacturing, Northern Kentucky, Inc.; Toyota Motor Manufacturing, Indiana, Inc.; Toyota Motor Manufacturing, Mississippi, Inc.; Toyota Motor Manufacturing, Texas, Inc.; Toyota Motor Manufacturing, West Virginia, Inc.; Toyota Motor Manufacturing, Alabama, Inc.; Toyota Motor Manufacturing, California, Inc.; Toyota Motor Canada, Inc.; Toyota Motor Manufacturing Canada, Inc.; Canadian Autoparts Toyota, Inc.; Toyota Motor Manufacturing de Baja California, S. de R.L. de C.V.; Toyota Manufacturing de Guanajuato, S.A. de C.V.; New United Motor Manufacturing, Inc.; Toyota Motor Engineering; Toyota Motors of America; Toyota Motor North America, Inc.; Toyota North America, Inc.; Toyota Motor Manufacturing; Toyota Motor Corporate Service; Bodine Aluminum, Inc.; Toyota Motor Asia Pacific Engineering & Manufacturing Co., Ltd. and its subsidiaries; 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 and its subsidiaries; and Toyota Kirloskar Motor Private Ltd. and its subsidiaries</p>	<p>NISSAN Nissan Motor Co., Ltd. and Nissan North America, Inc., along with their subsidiaries and majority-owned affiliates</p> <p>BMW 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>SUBARU OF INDIANA Subaru of Indiana Automotive, Inc.</p> <p>GENERAL MOTORS General Motors LLC (“GM”), General Motors Company, and General Motors Holdings LLC, along with all their subsidiaries (in which GM directly or indirectly owns 50% or more of the voting rights) and majority-owned affiliates</p> <p>FORD Ford Motor Company on behalf of itself and all of its wholly owned divisions, subsidiaries, and affiliates</p> <p>HONDA American Honda Motor Co., Inc.; Honda of America Manufacturing, Inc.; Honda R&D Americas, Inc.; Honda Manufacturing of Alabama, LLC; Honda Manufacturing of Indiana, LLC; Honda Canada Inc.; Honda of Canada Mfg. (Division of Honda Canada Inc.); Honda de Mexico S.A. de C.V.; Honda Trading America; and related entities</p> <p>SUBARU CORPORATION Subaru Corporation f/k/a Fuji Heavy Industries Ltd. and its subsidiaries with the exception of Subaru of Indiana Automotive, Inc.</p> <p>MITSUBISHI Mitsubishi Motors Corporation and Mitsubishi Motors North America, Inc., along with their subsidiaries and majority-owned affiliates</p>
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EXHIBIT 3

Exhibit 3

AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 2:12-MD-02311

FUEL SENDERS, 2:12-cv-00301-SFC-RSW

Requests for Exclusion

Class Member	Yazaki	DENSO
Suzuki Motor Corporation		X
Toyota Motor Corporation		X
Nissan Motor Co., Ltd.		X
BMW Manufacturing Co., LLC	X	X
Subaru of Indiana Automotive, Inc.		X
General Motors LLC	X	X
Ford Motor Company	X	X
American Honda Motor Co., Inc.		X
Mitsubishi Motors Corporation		X

X = Requested Exclusion from Settlement