

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

**IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION**

CASE NO. 12-MD-02311

HON. MARIANNE O. BATTANI

IN RE: ALTERNATORS

THIS RELATES TO:

2:13-CV-00701-MOB-MKM

ALL DIRECT PURCHASER ACTIONS

2:15-CV-11828-MOB-MKM

2:15-CV-13634-MOB-MKM

NOTICE

NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH MITSUBISHI ELECTRIC, HIAMS AND DENSO 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 INCENTIVE PAYMENTS TO THE CLASS REPRESENTATIVES**

TO: ALL INDIVIDUALS AND ENTITIES THAT PURCHASED ALTERNATORS IN THE UNITED STATES DIRECTLY FROM DEFENDANTS (OR THEIR SUBSIDIARIES, AFFILIATES OR JOINT VENTURES) FROM JANUARY 1, 2000 THROUGH MARCH 12, 2018.

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

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

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

- (1) Proposed settlements with (a) Defendants Mitsubishi Electric Corporation, Mitsubishi Electric US Holdings, Inc., and Mitsubishi Electric Automotive America, Inc. (collectively, the "MITSUBISHI ELECTRIC Defendants"); (b) Defendant Hitachi Automotive Systems, Ltd. ("HIAMS") for HIAMS, Hitachi, Ltd. and Hitachi Automotive Systems Americas, Inc (collectively "HIAMS Defendants"); and (c) 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 and 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");
- (2) A proposed plan of distribution of MITSUBISHI ELECTRIC, HIAMS and DENSO 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 incentive payments to the Class Representatives.

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 payments. 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 incentive payments to the Class Representatives in connection with the Court hearing on these matters.

BACKGROUND

Plaintiff has reached settlements with the MITSUBISHI ELECTRIC Defendants, the HIAMS Defendants and the DENSO Defendants totaling \$9,606,594. Under the terms of the proposed settlements, MITSUBISHI ELECTRIC will pay a total of \$7,295,825 (the “MITSUBISHI ELECTRIC Settlement Fund”), HIAMS will pay a total of \$2,210,769 (the “HIAMS Settlement Fund”), and DENSO will pay a total of \$100,000 (the “DENSO Settlement Fund”) (the three settlement funds are collectively referred to as the “Alternators Settlement Fund”). As discussed below, the MITSUBISHI ELECTRIC Settlement is subject to rescission based upon valid and timely requests for exclusion by members of the MITSUBISHI ELECTRIC Settlement Class.

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 Alternators 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 “Alternators” is defined in each settlement agreement, but generally includes electromechanical devices that generate an electric current while an engine is in operation. Alternators provide power to a vehicle’s electrical system and charge its battery. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Alternators.

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

- You may remain in any or all of the MITSUBISHI ELECTRIC, HIAMS or DENSO Settlement Classes and be eligible to share in the proceeds of, and be bound by the terms of, those settlements in which you elect to remain;
- You may exclude yourself from any or all of the MITSUBISHI ELECTRIC, HIAMS 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 any of the MITSUBISHI ELECTRIC, HIAMS or DENSO Settlement Classes, you may object to that proposed settlement, to the proposed plan of distribution of the Alternators Settlement Fund, or to Settlement Class Counsel’s request for an award of attorneys’ fees and reimbursement of litigation costs and expenses, and incentive payments to the Class Representatives. You may also appear at the hearing where the Court will consider these matters;
- You may enter an appearance in the litigation through your own counsel at your own expense; and
- Any Settlement Class member who wishes to participate in the distribution of the MITSUBISHI ELECTRIC, HIAMS and DENSO Settlement Funds must complete and submit a copy of the Claim Form **on or before October 11, 2019**.

WHO IS IN THE SETTLEMENT CLASSES?

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

The MITSUBISHI ELECTRIC Settlement Class is defined as follows:

All individuals and entities who purchased Alternators in the United States directly from one or more Defendants (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 12, 2018. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

The HIAMS Settlement Class is defined as follows:

All individuals and entities who purchased Alternators in the United States directly from Defendants (or their subsidiaries or affiliates) from January 1, 2000 through March 12, 2018. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

For purposes of the MITSUBISHI ELECTRIC and HIAMS Settlement Class definitions set forth above, the following entities are Defendants: Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Hitachi, Ltd.; DENSO Corporation; DENSO International America, Inc.; DENSO Products and Services Americas, Inc. (f/k/a DENSO Sales California, Inc.); DENSO International Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation); MITSUBA Corporation; American Mitsuba Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; Mitsubishi Electric Automotive America, Inc.; Robert Bosch GmbH; Robert Bosch LLC.

The DENSO Settlement Class is defined as follows:

All individuals and entities who purchased Alternators in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 12, 2018. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities

For purposes of the DENSO Settlement Class definitions set forth above, the Defendants are: DENSO Corporation; DENSO International America, Inc.; DENSO Products & Services Americas, Inc. (f/k/a DENSO Sales California, Inc.); and DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation); Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Hitachi, Ltd.; MITSUBA Corporation; American Mitsuba Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; Mitsubishi Electric Automotive America, Inc.; Robert Bosch GmbH; Robert Bosch LLC; Nikko Electric Indus., Sawafuji Electric Co., Ltd.; Valeo S.A.; and any of their parents, subsidiaries, and affiliates.

Plaintiffs Irving Levine Automotive Distributors, Inc. and All European Auto Supply, Inc. have been appointed by the Court to serve as “Class Representatives” for the Mitsubishi Electric, HIAMS 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 May 2015, Direct Purchaser Plaintiffs filed a class action lawsuit against Defendants on behalf of a class of direct purchasers of Alternators, alleging that they conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Alternators sold in the United States, in violation of federal antitrust laws. Direct Purchaser Plaintiffs further alleged that as a result of the conspiracy, they and other direct purchasers of Alternators were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

The Settling Defendants all deny Direct Purchaser Plaintiffs’ allegations and liability and have asserted defenses to Direct Purchaser Plaintiffs’ 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 Direct Purchaser Plaintiffs’ claims or the Settling Defendants’ defenses. These settlements are with the MITSUBISHI ELECTRIC Defendants, HIAMS Defendants and DENSO Defendants only.

WHAT RELIEF DO THE PROPOSED SETTLEMENTS PROVIDE?

Plaintiffs, on behalf of the MITSUBISHI ELECTRIC Settlement Class, entered into a settlement agreement with the MITSUBISHI ELECTRIC Defendants on March 5, 2018 (the “MITSUBISHI ELECTRIC Settlement Agreement”), under which the MITSUBISHI ELECTRIC Defendants have agreed to pay \$7,295,825. The MITSUBISHI ELECTRIC Settlement Agreement gives MITSUBISHI ELECTRIC and Plaintiff the right to withdraw from the settlement based upon valid and timely requests for exclusion by MITSUBISHI ELECTRIC Settlement Class members.

Plaintiffs, on behalf of the HIAMS Settlement Class, entered into a settlement with HIAMS for the HIAMS Defendants on May 14, 2018 (the “HIAMS Settlement Agreement”), under which HIAMS agreed to pay \$2,210,769.

Direct Purchaser Plaintiffs, 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 have agreed to pay \$100,000.

As part of the settlement agreements described above, the MITSUBISHI ELECTRIC Defendants, the HIAMS Defendants, and the DENSO Defendants all agreed to cooperate with Settlement Class Counsel with respect to the prosecution of claims against any remaining Defendants.

This Notice is only a summary of the terms of the proposed settlements. The MITSUBISHI ELECTRIC, HIAMS and DENSO Settlement Agreements contain other important provisions, including the release of claims against the MITSUBISHI ELECTRIC, HIAMS 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 on-line at www.AutoPartsAntitrustLitigation.com/Alternators. The proposed settlements must receive final approval by the Court to become effective.

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

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

If you are a member of any of the MITSUBISHI ELECTRIC, HIAMS 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 Representatives and by Settlement Class Counsel. If you remain in any of the MITSUBISHI ELECTRIC, HIAMS 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 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 Alternators 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 incentive payments to the Class Representatives (the “Net Alternators 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. Any Claim Form submitted electronically must be submitted **on or before October 11, 2019**. Any Claim Form submitted via mail must be **postmarked on or before October 11, 2019**.

The Net Alternators Settlement Fund will be distributed *pro rata* to all Claimants based upon their eligible **direct** purchases in the United States from Defendants or their co-conspirators 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 Alternators in the United States directly from any Defendant (or its parents, affiliates, subsidiaries, or joint ventures) during the period from January 1, 2000 through March 12, 2018. You may need those documents to complete and substantiate your Claim Form, which will be subject to inquiry and verification.

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

You may exclude yourself from any or all of the 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 August 16, 2019**, to Settlement Class Counsel, and to counsel for Settling Defendants, at the addresses set forth below, and to the following address:

Settlement Administrator
Alternators Direct Purchaser Antitrust Litigation
P.O. Box 6727
Portland, OR 97228-6727

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 Alternators during the Class Period for the Settlement Class from which you seek exclusion, the Alternators purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from any or all of the three 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 PAYMENTS

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

Settlement Class Counsel will also request incentive payments to Direct Purchaser Plaintiffs Irving Levine Automotive Distributors, Inc. and All European Auto Supply, Inc., which were appointed by the Court to serve as Class Representatives for the Settlement Classes, in the total amount of \$40,000.

The application for attorneys' fees and litigation costs and expenses and incentive payments will be filed on or before July 26, 2019. After that date, the petition for attorneys' fees will be available for your review on the settlement website at www.AutoPartsAntitrustLitigation.com/Alternators. If you remain a member of any of the three Settlement Classes and you wish to object to the requests for fees and expenses or incentive payments, 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 October 3, 2019, at 11:00 a.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 252 (or such other courtroom as may be assigned for the hearing), to determine whether to approve: the proposed MITSUBISHI ELECTRIC, HIAMS and DENSO settlements; the proposed plan of distribution of the Alternators Settlement Fund; and Settlement Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation costs and expenses and incentive payments. 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 any of the MITSUBISHI ELECTRIC, HIAMS or DENSO Settlement Classes and you wish to object to that proposed settlement, or to the proposed plan of distribution of the Alternators Settlement Fund, or to Settlement Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation costs and expenses, and incentive payments, 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 August 16, 2019**, 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 August 16, 2019**:

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.
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2001 Market Street, Suite 3420
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Co-Lead Counsel for the Direct Purchaser Settlement Classes

Michael T. Brody
JENNER & BLOCK LLP
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Counsel for the Mitsubishi Electric Defendants

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

Counsel for the HIAMS Defendants

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

Counsel for the DENSO Defendants

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 Alternators 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: Alternators Direct Purchaser Antitrust Litigation, P.O. Box 6727, Portland, OR 97228-6727.

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/Alternators. Questions concerning the proposed MITSUBISHI ELECTRIC and/or HIAMS and/or 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: June 27, 2019

BY ORDER OF:

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