



3. The Court has the discretion to select the appropriate method for calculating attorneys' fees "in light of the unique characteristics of class actions in general, and of the unique circumstances of the actual cases before them." *Rawlings v. Prudential-Bache Properties, Inc.*, 9 F.3d 513, 516 (6th Cir. 1993). In common fund cases, the award of attorneys' fees need only "be reasonable under the circumstances." *Id.*, 9 F.3d at 516. The Court has also analyzed and weighed the six factors described in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188 (6th Cir. 1974).

4. The Court will award fees to Direct Purchaser Plaintiffs' counsel using the percentage-of-the fund approach. This method of awarding attorneys' fees is preferred in this district because it eliminates disputes about the reasonableness of rates and hours, conserves judicial resources, and aligns the interests of class counsel and the class members. *Rawlings*, 9 F.3d at 515; *In re Packaged Ice Antitrust Litig.*, 08-MDL-01952, 2011 WL 6209188, at \*16 (E.D. Mich. Dec. 13, 2011); *In re Delphi Corp. Sec. Derivative & ERISA Litig.*, 248 F.R.D. 483, 502 (E.D. Mich. 2008); *Cardinal*, 528 F. Supp. 2d at 762 (the Sixth Circuit has "explicitly approved the percentage approach in common fund cases."); *In re Skelaxin (Metaxalone) Antitrust Litig.*, 2014 WL 2946459 \*1 (E.D. Tenn. Jun. 30, 2014).

5. The amount of the gross settlement fund was \$16,538,888. The Court previously authorized Settlement Class Counsel to use up to 20% for expenses incurred in the prosecution of this litigation. ECF No. 289. The Court also previously granted Direct Purchaser Plaintiffs' motion for reimbursement of litigation costs and expenses in the amount of \$6.5 million, and service awards to the Class representatives. ECF No. 499. Until their recent request, counsel for the Direct Purchaser Plaintiffs had not sought an award of attorneys' fees from the Schaeffler settlement, nor have any been paid to Settlement Class Counsel. After awards of expenses and service awards for

the Class representatives and notice and claims administration costs, the current amount of the settlement fund is \$6,445,199.05.

6. The requirements of Fed. R. Civ. P. 23(h)(1) have been satisfied. Individual notice of the attorneys' fee request was disseminated by first class mail, postage prepaid, to all entities to which notice of the Schaeffler settlement had already been provided (except those that requested exclusion from the Schaeffler Settlement Class). In addition, copies of the Notice were posted on the website for this litigation. Finally, Summary Notice of Settlement Class Counsel's Request for an Award of Attorneys' Fees was published in Automotive News.

7. Counsel for the Direct Purchaser Plaintiffs request a fee award of \$2,148,399.68, which is one-third of the current amount of the settlement fund. The one-third fee requested is within the range of fee awards made by courts in this Circuit. *In re Prandin Direct Purchaser Antitrust Litig.*, 2015 WL 1396473 (E.D. Mich. Jan. 20, 2015) (awarding one-third of the fund); *In re Southeastern Milk Antitrust Litig.*, 2013 WL 2155387, at \*8 (E.D. Tenn. May 17, 2013); *Skelaxin*, 2014 WL 2946459, at \*1; *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at \*19; *Thacker v. Chesapeake Appalachia, L.L.C.*, 695 F. Supp. 2d 521, 528 (E.D. Ky. 2010); *Bessey v. Packer and Plainwell, Inc.*, No. 4:06-CV-95, 2007 WL 3173972, \*4 (W.D. Mich. 2007); *Delphi*, 248 F.R.D. at 502-03; *In re National Century Financial Enterprises, Inc. Investment Litig.*, 2009 WL 1473975 (S.D. Ohio May 27, 2009); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503 (E.D. Mich. 2000).

8. The Court has considered the six *Ramey* factors in weighing a fee award to counsel for Direct Purchaser Plaintiffs: (1) the value of the benefits rendered to the class; (2) society's stake in rewarding attorneys who produce such benefits in order to maintain an service to others; (3)

whether the services were undertaken on a contingent fee basis; (4) the value of the services on an hourly basis—the lodestar cross-check; (5) the complexity of the litigation; and (6) the professional skill and standing of counsel on both sides. 508 F.2d at 1194-97.

9. The settlement conferred a substantial benefit on the members of the Settlement Class and the value of the settlement was readily quantifiable.

10. Direct Purchaser Plaintiffs’ Counsel vigorously and effectively pursued the Direct Purchasers’ claims. These efforts included factual investigation, drafting complaints, meeting with the amnesty applicant, conducting discovery, motion practice, negotiating the terms of the settlement and preparing the settlement documents, preparing settlement notices, orders, and the preliminary and final approval motions and briefs, and working with the claims administrator to design and send the class notices and a Claim Form.

11. The settlement amount constitutes a “common fund.” It has long been recognized that attorneys who recover a common fund for others are entitled to reasonable attorneys’ fees from that fund.

12. Direct Purchaser Plaintiffs’ Counsel are operating on a contingency basis and bore a significant risk of non-payment in pursuing these claims.

13. Antitrust actions are inherently complex. The legal and factual issues are complicated and highly uncertain in outcome. This case is no exception.

14. In the absence of this settlement, Direct Purchaser Plaintiffs would have been facing continued litigation against Defendants Schaeffler Group USA Inc., Schaeffler Technologies AG & Co. KG (formerly Schaeffler Technologies GmbH & Co. KG), and FAG Kugelfischer GmbH.

15. As the Court has previously found, Co-Settlement Class Counsel and Liaison Counsel are qualified to litigate class action antitrust claims, and they have performed their duties skillfully.

16. The reaction of the class members was favorable. The Settlement Class is composed of sophisticated direct purchasers of Bearings, including parts suppliers, and manufacturers of motor vehicles. The Court has considered the objection of Terex Utilities and Class Counsel's response to the objection. The objection is overruled. The absence of any substantial objection is an indication that an attorneys' fee of one-third is reasonable.

17. As of March 31, 2019, Direct Purchaser Plaintiffs' Counsel had devoted \$69,132,484.25 in professional time at their historical billing rates to pursuing this case for the Direct Purchasers.

18. The Court finds that Direct Purchaser Plaintiffs' Counsel performed their tasks diligently, efficiently, and reasonably, and that their billing rates and lodestar are appropriate.

19. The Court conducted a lodestar "cross-check" with respect to the attorneys' fee award and determined that the fee requested represents three percent (3%) of Direct Purchaser Plaintiffs' Counsel's total lodestar.

20. After considering the appropriate factors, the Court finds that attorneys' fees of one-third are reasonable and awards a fee of \$2,148,399.68, which is one-third of the current amount of the settlement fund.

21. Co-Lead Settlement Class Counsel are authorized to allocate the attorneys' fees among Direct Purchaser Plaintiffs' Counsel in accordance with each firm's contribution to the prosecution of the case.

**IT IS SO ORDERED.**

Dated: November 18, 2021

s/Sean F. Cox

Sean F. Cox

U. S. District Judge