

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	Master File No. 12-md-02311 Honorable Sean F. Cox
IN RE: FUEL INJECTION SYSTEMS	:	
THIS DOCUMENT RELATES TO: ALL DIRECT PURCHASER CASES	:	2:13-cv-02201-SFC-RSW 2:15-cv-11827-SFC-RSW 2:15-cv-13423-SFC-RSW

**ORDER GRANTING PRELIMINARY APPROVAL OF
PROPOSED SETTLEMENTS WITH KEIHIN AND MARUYASU, FOR
PROVISIONAL CERTIFICATION OF THE KEIHIN AND MARUYASU
DIRECT PURCHASER SETTLEMENT CLASSES, AND FOR AUTHORIZATION
TO DISSEMINATE NOTICE TO THE SETTLEMENT CLASSES**

Upon consideration of the Direct Purchaser Plaintiff’s Motion for Preliminary Approval of Proposed Settlements with Defendants Hitachi Astemo, Ltd. (f/k/a Keihin Corporation) and Hitachi Astemo Indiana, Inc. (f/k/a Keihin North America, Inc.) (collectively, “Keihin”), and Defendant Maruyasu Industries Co., Ltd. (“Maruyasu”), for Provisional Certification of the Keihin and Maruyasu Settlement Classes, and for Authorization to Disseminate Notice to the Direct Purchaser Settlement Classes (the “Motion”), and supporting memorandum (the “Notice Memorandum”), it is hereby ORDERED as follows:

1. The Motion is hereby **GRANTED**.
2. Terms used in this Order that are defined in the Keihin Settlement Agreement or the Maruyasu Settlement Agreement are, unless otherwise defined herein, used as defined in each of the respective Settlement Agreements.

Preliminary Approval of Keihin Settlement Agreement

3. The terms of the Keihin Settlement Agreement are hereby preliminarily approved as being fair, reasonable, and adequate to the Keihin Settlement Class, subject to a fairness hearing.

In preliminarily approving the Settlement Agreement, the Court makes the following findings:

- a. The proposed class representative and Co-Lead Settlement Class Counsel have adequately represented the Keihin Settlement Class;
- b. The Keihin Settlement Agreement was entered into at arm's length by experienced counsel and is sufficiently within the range of reasonableness that notice of the Keihin Settlement Agreement should be given to members of the proposed Keihin Settlement Class;
- c. The relief provided for the Keihin Settlement Class is adequate; and
- d. The Settlement Agreement treats members of the Keihin Settlement Class equitably relative to each other.

Preliminary Approval of Maruyasu Settlement Agreement

4. The terms of the Maruyasu Settlement Agreement are hereby preliminarily approved as being fair, reasonable, and adequate to the Maruyasu Settlement Class, subject to a fairness hearing. In preliminarily approving the Settlement Agreement, the Court makes the following findings:

- a. The proposed class representative and Co-Lead Settlement Class Counsel have adequately represented the Maruyasu Settlement Class;
- b. The Maruyasu Settlement Agreement was entered into at arm's length by experienced counsel and is sufficiently within the range of reasonableness that

notice of the Maruyasu Settlement Agreement should be given to members of the proposed Keihin Settlement Class;

- c. The relief provided for the Maruyasu Settlement Class is adequate; and
- d. The Settlement Agreement treats members of the Maruyasu Settlement Class equitably relative to each other.

Class Certification

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure and in light of the proposed settlement, the Court hereby finds that the prerequisites for a class action have been met, and provisionally certifies the following class for settlement purposes (the “Keihin Settlement Class”):

All individuals and entities who purchased Fuel Injection Systems in the United States directly from one or more Defendants (or any current or former 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.

6. Pursuant to Rule 23 of the Federal Rules of Civil Procedure and in light of the proposed settlement, the Court hereby finds that the prerequisites for a class action have been met, and provisionally certifies the following class for settlement purposes (the “Maruyasu Settlement Class”):

All individuals and entities who purchased Fuel Injection Systems 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.

7. For purposes of the Proposed Keihin and Maruyasu Settlement Class definitions, the following entities are Defendants: Aisan Industry Co., Ltd.; Franklin Precision Industry, Inc.; Aisan Corporation of America; Hyundam Industrial Co., Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Hitachi, Ltd.; DENSO Corporation; DENSO International America, Inc.; DENSO International Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation); Hitachi Astemo, Ltd. (f/k/a Keihin Corporation); Hitachi Astemo Indiana, Inc. (f/k/a Keihin North America, Inc.); Maruyasu Industries Co., Ltd.; Mikuni Corporation; Mikuni American Corporation; MITSUBA Corporation; American Mitsuba Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; Mitsubishi Electric Automotive America, Inc.; Robert Bosch GmbH; Bosch Electrical Drives Co., Ltd.; and Robert Bosch LLC.

8. The Court finds that provisional certification of the Keihin and Maruyasu Settlement Classes is warranted in light of the Settlement Agreements because: (a) the Keihin and Maruyasu Settlement Classes are so numerous that joinder is impracticable; (b) the Direct Purchaser Plaintiff Class Representative's claims present common issues and are typical of the Keihin and Maruyasu Settlement Classes; (c) the Direct Purchaser Plaintiff Class Representative and Co-Lead Settlement Class Counsel (identified below) will fairly and adequately represent the Keihin and Maruyasu Settlement Classes; and (d) common issues predominate over any individual issues affecting the members of the Keihin and Maruyasu Settlement Classes. The Court further finds that the Direct Purchaser Plaintiff Class Representative's interests are aligned with the interests of all other members of the Keihin and Maruyasu Settlement Classes. The Court also finds that settlement of this action on a class basis is superior to other means of resolving the matter.

Appointment of Class Representative and Co-Lead Settlement Class Counsel

9. The Court hereby appoints Plaintiff Vitec, L.L.C., Inc. to serve as Class Representative for the Keihin and Maruyasu Settlement Classes.

10. The Court hereby appoints the law firms of Freed Kanner London & Millen LLC; Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios LLP; and Spector Roseman & Kodroff, P.C. to serve as Co-Lead Settlement Class Counsel for the Keihin and Maruyasu Settlement Classes, having determined that the requirements of Rule 23(g) are fully satisfied by these appointments.

Notice to Potential Settlement Class Members

11. By Order dated September 25, 2018 (2:13-cv-02201, Doc. No. 72), the Court preliminarily approved a Settlement Agreement between the Direct Purchaser Plaintiff and Defendants Mitsubishi Electric Corporation, Mitsubishi Electric US Holdings, Inc., and Mitsubishi Electric Automotive America, Inc. (collectively, “MITSUBISHI ELECTRIC”) and certified for purposes of the settlement a Direct Purchaser MITSUBISHI ELECTRIC Settlement Class (the “MITSUBISHI ELECTRIC Settlement Class”). Following notice to the MITSUBISHI ELECTRIC Settlement Class and a hearing on October 3, 2019, the Court granted final approval to the MITSUBISHI ELECTRIC settlement on October 15, 2019. (2:13-cv-11827, ECF No. 42).

12. By Order dated September 25, 2018 (2:13-cv-02201, Doc. No. 73), the Court preliminarily approved a Settlement Agreement between the Direct Purchaser Plaintiff and Defendant Hitachi Automotive Systems, Ltd. for Hitachi Automotive Systems, Ltd., Hitachi, Ltd. and Hitachi Automotive Systems Americas, Inc. (collectively, “HIAMS”) and certified for purposes of the settlement a Direct Purchaser HIAMS Settlement Class (the “HIAMS Settlement Class”). Following notice to the HIAMS Settlement Class and a hearing on October 3, 2019, the

Court granted final approval to the HIAMS settlement on October 15, 2019. (2:13-cv-11827, ECF No. 43-45).

13. By Order dated March 7, 2018 (2:13-cv-02201, Doc. No. 92), the Court preliminarily approved a Settlement Agreement between the Direct Purchaser Plaintiff and Defendants MITSUBA Corporation and American Mitsuba Corporation (collectively, “MITSUBA”) and certified for purposes of the settlement a Direct Purchaser MITSUBA Settlement Class (the “MITSUBA Settlement Class”). Following notice to the MITSUBA Settlement Class and a hearing on October 3, 2019, the Court granted final approval to the MITSUBISHI ELECTRIC settlement on October 15, 2019. (2:13-cv-11827, ECF Nos. 44).

14. By Order dated April 24, 2019 (2:13-cv-02201, Doc. No. 96), as amended May 23, 2019 (Doc. No. 99), the Court preliminarily approved a Settlement Agreement between the Direct Purchaser Plaintiff and 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”) (collectively, “DENSO”) and certified for purposes of the settlement a Direct Purchaser DENSO Settlement Class (the “DENSO Settlement Class”). Following notice to the DENSO Settlement Class and a hearing on October 3, 2019, the Court granted final approval to the MITSUBISHI ELECTRIC settlement on October 15, 2019. (2:13-cv-11827, ECF No. 45).

15. By Order dated February 24, 2021 (2:13-cv-11827, ECF No. 51), this Court preliminarily approved a Settlement Agreement between the Direct Purchaser Plaintiff and Aisan

Industry Co., Ltd., Franklin Precision Industry, Inc., Hyundam Industrial Co., Ltd., and Aisan Corporation of America (collectively, “Aisan”) and certified for purposes of the settlement a Direct Purchaser Aisan Settlement Class (the “Aisan Settlement Class”).

16. By Order dated June 8, 2021 (2:13-cv-11827, ECF No. 54), this Court preliminarily approved a Settlement Agreement between the Direct Purchaser Plaintiff and Mikuni Corporation and Mikuni American Corporation (collectively, “Mikuni”) and certified for purposes of the settlement a Direct Purchaser Mikuni Settlement Class (the “Mikuni Settlement Class”).

17. The Settlement Classes shall receive notice in accordance with the terms of this Order.

18. The Court approves the form and content of: (a) the Notice of Proposed Settlements of Direct Purchaser Class Action with the Aisan, Mikuni, Keihin, and Maruyasu Defendants and Hearing on Settlement Approval and Related Matters, and Claim Form (the “Notice”), attached as Exhibit 3 to the Notice Memorandum; (b) the Summary Notice of Proposed Settlements of Direct Purchaser Class Action with the Aisan, Mikuni, Keihin, and Maruyasu Defendants and Hearing on Settlement Approval and Related Matters (the “Summary Notice”), attached as Exhibit 4 to the Notice Memorandum; and (c) the Informational Press Release (the “Press Release”), attached as Exhibit 5 to the Notice Memorandum.

19. The Court finds that the mailing of the Notice and publication of the Summary Notice and Press Release in the manner set forth herein constitutes the best notice that is practicable under the circumstances, is valid, due and sufficient notice to all persons entitled thereto, and complies fully with the requirements of Federal Rule of Civil Procedure 23 and the due process requirements of the Constitution of the United States.

20. On or before December 9, 2021, the Notice, in substantially the same form as Exhibit 3 to the Notice Memorandum, shall be mailed by first class mail, postage prepaid, to all potential members of the Settlement Classes identified by Defendants. The Notice shall also be provided to all persons who request it in response to the Summary Notice or Press Release. In addition, a copy of the Notice shall be posted on the Internet at www.autopartsantitrustlitigation.com, the website dedicated to this litigation.

21. On or before December 20, 2021, Co-Lead Settlement Class Counsel shall cause the Summary Notice, in substantially the same form as Exhibit 4 to the Notice Memorandum, to be published in one edition of *Automotive News*. To supplement the notice program further, the Press Release, in substantially the same form as Exhibit 5 to the Notice Memorandum, will be issued nationwide via PR Newswire's "Auto Wire," which targets auto industry trade publications.

22. On or before January 10, 2022, Co-Lead Settlement Class Counsel shall file with the Court their motion or motions for: final approval of the proposed settlements with the Aisan, Mikuni, Keihin, and Maruyasu Defendants; an award of attorneys' fees and expenses from the Aisan, Mikuni, Keihin, and Maruyasu settlement proceeds; approval of a proposed plan of distribution of the settlement proceeds from the settlements with Aisan, DENSO, HIAMS, Keihin, Maruyasu, Mikuni, MITSUBA, and MITSUBISHI ELECTRIC (the eight settlement funds are collectively referred to as the "Fuel Injection Systems Settlement Fund"); and a service award to the Class Representative to be paid from the Fuel Injection Systems Settlement Fund.

23. All requests for exclusion from the Aisan, Mikuni, Keihin, or Maruyasu Settlement Classes must be in writing, postmarked no later than January 31, 2022, and must otherwise comply with the requirements set forth in the Notice.

24. Any objection by any member of the Aisan, Mikuni, Keihin, or Maruyasu Settlement Classes to any of those proposed settlements, or to the request for attorneys' fees and expenses must be in writing, must be filed with the Clerk of Court and postmarked no later than January 31, 2022, and must otherwise comply with the instructions set forth in the Notice.

25. Any objection by any member of the Aisan, DENSO, HIAMS, Keihin, Maruyasu, Mikuni, Mitsuba, and Mitsubishi Electric Settlement Classes to the proposed plan of distribution of the settlement proceeds from the settlements or to the request for service award to the Class Representative, to be paid from the Fuel Injection Systems Settlement Fund, must be in writing, must be filed with the Clerk of Court and postmarked no later than January 31, 2022, and must otherwise comply with the instructions set forth in the Notice.

26. At least ten (10) days before the date fixed by this Court for the Fairness Hearing, Co-Lead Settlement Class Counsel shall file with the Court affidavits or declarations of the person under whose general direction the mailing and posting of the Notice, and publication of the Summary Notice and Press Release, were made, showing that mailing, posting and publication were made in accordance with this Order.

27. The Court will hold a Fairness Hearing on **March 10, 2022, at 2:00 p.m.**, at the Theodore Levin U.S. Courthouse, 231 West Lafayette Blvd., Detroit, MI, 48226, Courtroom 817 (or such other courtroom as may be assigned for the hearing), to determine whether to approve: (1) the proposed Aisan, Mikuni, Keihin, and Maruyasu settlements; (2) the proposed plan of distribution of the Fuel Injection Systems Settlement Fund; (3) Co-Lead Settlement Class Counsel's request for an award of attorneys' fees and litigation costs and expenses from Aisan, Mikuni, Keihin, and Maruyasu settlement proceeds; and (4) the request for a service award to the Class Representative, to be paid from the Fuel Injection Systems Settlement Fund. Any Settlement

Class member who follows the procedure set forth in the Notice may appear and be heard at this hearing. 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, Co-Lead Settlement Class Counsel shall post that information on the website devoted to the direct purchaser litigation (www.autopartsantitrustlitigation.com) and provide any Settlement Class member that has informed the Court that it intends to participate the information required to do so remotely. The Fairness Hearing may be rescheduled, adjourned or continued, and the courtroom assigned for the hearing may be changed, without further notice to the Settlement Classes.

28. Any Settlement Class member who wishes to participate in the distribution of the Fuel Injection Systems Settlement Fund must submit a Claim Form in accordance with the instructions therein, postmarked on or before March 25, 2022.

Other Provisions

29. In the event that any of the Keihin and Maruyasu Settlement Agreements are terminated in accordance with its provisions, the Settlement Agreement and all proceedings had in connection therewith shall be null and void, except insofar as expressly provided to the contrary in the Settlement Agreement, and without prejudice to the status quo and rights of Plaintiff, the Keihin or Maruyasu Defendants, and the members of the Keihin or Maruyasu Settlement Classes.

30. The Court's provisional certification of the Keihin and Maruyasu Settlement Classes as provided herein is without prejudice to, or waiver of, the rights of any Defendant to contest certification of any other class proposed in these coordinated actions. The Court's findings in this Order shall have no effect on the Court's ruling on any motion to certify any class in these actions or on the Court's rulings concerning any Defendant's motion, and no party may cite or

refer to the Court's approval of the Keihin or Maruyasu Settlement Classes as persuasive or binding authority with respect to any motion to certify any such class or any Defendant's motion.

31. The Court approves each of the escrow accounts referenced in the Keihin and Maruyasu Settlement Agreements as a qualified settlement fund ("QSF") pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder and retains continuing jurisdiction as to any issue that may arise in connection with the formation or administration of the QSF. Co-Lead Settlement Class Counsel are authorized to use funds from the QSFs in accordance with the Keihin and Maruyasu Settlement Agreements, including to pay costs of notice, taxes, tax expenses, and settlement administration costs.

32. The Direct Purchaser Class litigation against the Keihin and Maruyasu Defendants is stayed except to the extent necessary to effectuate the Settlement Agreements.

IT IS SO ORDERED.

Dated: November 12, 2021

s/Sean F. Cox

Sean F. Cox

U. S. District Judge