

**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: STARTERS

THIS RELATES TO:

2:13-cv-01101-MOB-MKM

ALL DIRECT PURCHASER ACTIONS

2:14-cv-10674-MOB-MKM

NOTICE

NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH MITSUBISHI ELECTRIC, HIAMS, DENSO AND MITSUBA DEFENDANTS, AND HEARING ON:

- (1) APPROVAL OF PROPOSED SETTLEMENTS; AND**
- (2) MOTION OF SETTLEMENT CLASS COUNSEL FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION COSTS AND EXPENSES.**

TO: ALL INDIVIDUALS AND ENTITIES THAT PURCHASED STARTERS 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"); (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 & 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. (together, the "DENSO Defendants"); and (d) Defendants MITSUBA Corporation and American Mitsuba Corporation (together, the "MITSUBA Defendants") (all Defendants referenced in this paragraph are collectively referred to as the "Settling Defendants"); and
- (2) Settlement Class Counsel's motion for an award of attorneys' fees and reimbursement of litigation costs and expenses.

This Notice provides information concerning the proposed settlements and the motion for attorneys' fees and reimbursement of litigation costs and expenses. The Notice also advises you of your rights to exclude yourself from any or all of the Settlement Classes and to object to the terms of the proposed settlements and the request for fees, costs and expenses in connection with the Court hearing on these matters.

BACKGROUND

Plaintiff has reached settlements with the MITSUBISHI ELECTRIC Defendants, the HIAMS Defendants, the DENSO Defendants, and the MITSUBA Defendants totaling \$10,865,004. Under the terms of the proposed settlements, MITSUBISHI ELECTRIC will pay a total of \$6,754,285 (the “MITSUBISHI ELECTRIC Settlement Fund”), HIAMS will pay a total of \$1,368,462 (the “HIAMS Settlement Fund”), DENSO will pay a total of \$100,000 (the “DENSO Settlement Fund”), and MITSUBA will pay a total of \$2,642,257 (the “MITSUBA Settlement Fund”) (the four settlement funds are collectively referred to as the “Starters Settlement Fund”). As discussed below, the MITSUBA and MITSUBISHI ELECTRIC settlements are subject to rescission based upon valid and timely requests for exclusion by members of the MITSUBA and MITSUBISHI ELECTRIC Settlement Classes.

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 Starters purchased in the United States **directly** from a Defendant, or depending on the specific settlement agreements, its parents, subsidiaries, affiliates or joint ventures. The meaning of the term “Starters” is defined in each settlement agreement, but generally includes electric motors that are used to start internal combustion engines. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Starters.

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

- You may remain in any or all of the MITSUBISHI ELECTRIC, HIAMS, DENSO or MITSUBA Settlement Classes and be eligible to share in the MITSUBISHI ELECTRIC, HIAMS, DENSO and/or MITSUBA Settlement Funds under a claims procedure that will be instituted in the future;
- You may exclude yourself from the any or all of the MITSUBISHI ELECTRIC, HIAMS, DENSO or MITSUBA 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, DENSO or MITSUBA Settlement Classes, you may object to that proposed settlement and to Settlement Class Counsel’s request for an award of attorneys’ fees and reimbursement of litigation costs and expenses. You may also appear at the hearing where the Court will consider these matters; and
- You may enter an appearance in the litigation through your own counsel at your own expense.

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”), Direct Purchaser DENSO Settlement Class (the “DENSO Settlement Class”), and Direct Purchaser MITSUBA Settlement Class (the “MITSUBA Settlement Class”) for the purpose of disseminating notice of the proposed MITSUBISHI ELECTRIC, HIAMS, DENSO and MITSUBA settlements.

The MITSUBISHI ELECTRIC Settlement Class is defined as follows:

All individuals and entities who purchased Starters 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.

For purposes of the MITSUBISHI ELECTRIC Settlement Class definition set forth above, the Defendants are: DENSO Corporation; DENSO International America, Inc.; Mitsubishi Electric Corporation; Mitsubishi Electric US Holdings, Inc.; Mitsubishi Electric Automotive America, Inc.; Hitachi Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; MITSUBA Corporation; American Mitsuba Corporation; and Robert Bosch GmbH.

The HIAMS Settlement Class is defined as follows:

All individuals and entities who purchased Starters 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 HIAMS Settlement Class definition set forth above, the Defendants include the following entities: Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; Hitachi, Ltd.; DENSO Corporation; DENSO International America, Inc.; MITSUBA Corporation; American Mitsuba Corporation; Mitsubishi Electric Corporation; Mitsubishi Electric Automotive America, Inc.; and Robert Bosch GmbH.

The DENSO Settlement Class is defined as follows:

All individuals and entities who purchased Starters 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.; Hitachi Automotive Systems, Ltd.; Hitachi, Ltd.; Hitachi Automotive Systems America, Inc.; American Mitsuba Corp.; MITSUBA Corp.; Mitsubishi Electric Corp.; Mitsubishi Electric Automotive America, Inc.; Robert Bosch GmbH; Nikko Electric Indus., and any of their parents, subsidiaries, and affiliates.

The MITSUBA Settlement Class is defined as follows:

All individuals and entities who purchased Starters 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.

For purposes of the MITSUBA Settlement Class definition set forth above, the Defendants are: DENSO Corporation; DENSO International America, Inc.; Hitachi, Ltd.; Hitachi Automotive Systems, Ltd.; Hitachi Automotive Systems Americas, Inc.; MITSUBA Corporation, American MITSUBA Corporation; Mitsubishi Electric Corp.; Mitsubishi Electric Automotive America, Inc.; and Robert Bosch GmbH.

Plaintiff Tiffin Motor Homes, Inc., has been appointed by the Court to serve as “Class Representative” for the MITSUBISHI ELECTRIC, HIAMS, DENSO and MITSUBA 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 February 2014, Plaintiff filed a class action lawsuit against Defendants on behalf of a class of direct purchasers of Starters, alleging that they conspired to raise, fix, maintain, and stabilize prices, rig bids, and allocate the supply of Starters sold in the United States, in violation of federal antitrust laws. Plaintiff further alleged that as a result of the conspiracy, it and other direct purchasers of Starters were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

The Settling Defendants all 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 are with the MITSUBISHI ELECTRIC Defendants, HIAMS Defendants, DENSO Defendants, and MITSUBA Defendants only. Plaintiff is continuing to prosecute the case against the remaining non-settling Defendants.

WHAT RELIEF DO THE PROPOSED SETTLEMENTS PROVIDE?

Plaintiff, on behalf of the MITSUBISHI ELECTRIC Settlement Class, entered into a settlement agreement with the MITSUBISHI ELECTRIC Defendants on March 12, 2018 (the “MITSUBISHI ELECTRIC Settlement Agreement”), under which the MITSUBISHI ELECTRIC Defendants have agreed to pay \$6,754,285. 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.

Plaintiff, on behalf of the HIAMS Settlement Class, entered into a settlement with the HIAMS Defendants on May 14, 2018 (the “HIAMS Settlement Agreement”), under which the HIAMS Defendants agreed to pay \$1,368,462.

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”), under which the DENSO Defendants have agreed to pay \$100,000.

Plaintiff, on behalf of the MITSUBA Settlement Class, entered into a settlement agreement with the MITSUBA Defendants on August 14, 2018 (the “MITSUBA Settlement Agreement”), under which the MITSUBA Defendants have agreed to pay \$2,642,257. The MITSUBA Settlement Agreement gives MITSUBA and Plaintiff the right to withdraw from the settlement based upon valid and timely requests for exclusion by MITSUBA Settlement Class members.

As part of the settlement agreements described above, the MITSUBISHI ELECTRIC, HIAMS, DENSO AND MITSUBA 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 MITSUBISHI ELECTRIC, HIAMS, DENSO and MITSUBA Settlement Agreements contain other important provisions, including the release of certain claims against the MITSUBISHI ELECTRIC, HIAMS, DENSO and MITSUBA 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/Starters. 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, DENSO or MITSUBA 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 any of the MITSUBISHI ELECTRIC, HIAMS, DENSO or MITSUBA 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.

As a member of the MITSUBISHI ELECTRIC, HIAMS, DENSO or MITSUBA Settlement Classes, you will be eligible to share in the MITSUBISHI ELECTRIC, HIAMS, DENSO or MITSUBA Settlement Funds pursuant to a claims procedure that will begin at a later date. Settlement Class Counsel are not presently asking the Court to distribute any proceeds from the MITSUBISHI ELECTRIC, HIAMS, DENSO or MITSUBA Settlement Funds. If you remain a member of the MITSUBISHI ELECTRIC, HIAMS, DENSO and/or MITSUBA Settlement Classes, you will receive additional notice at a later date and you will have an opportunity to object and be heard in connection with the proposed plan of distribution at that time.

Do not dispose of any document that reflects your purchases of Starters 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 a claim form in the future, which would 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 four 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
Starters Direct Purchaser Antitrust Litigation
P.O. Box 3076
Portland, OR 97208-3076

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

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 Starters Settlement Fund.

The application for attorneys' fees and litigation costs and expenses 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/Starters. If you remain a member of any of the four Settlement Classes and you wish to object to the request for fees and expenses you must do so in writing in accordance with the procedures for objections set forth below. If you do not oppose this request, 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, DENSO and MITSUBA settlements and Settlement Class Counsel's request for an award of attorneys' fees and reimbursement of litigation costs and expenses. 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, DENSO or MITSUBA Settlement Classes and you wish to object to that proposed settlement or to Settlement Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation costs and expenses, 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**:

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Co-Lead Counsel for the Direct Purchaser Settlement Classes

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Counsel for the HIAMS Defendants

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Counsel for the DENSO Defendants

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Telephone: (415) 393-8293

Counsel for the MITSUBA 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.

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: Starters Direct Purchaser Antitrust Litigation, P.O. Box 3076, Portland, OR 97208-3076.

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/Starters. Questions concerning the proposed MITSUBISHI ELECTRIC and/or HIAMS and/or DENSO and/or MITSUBA 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