

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION
In Re: AIR CONDITIONING SYSTEMS
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS

**CASE NO. 12-MD-02311
HON. SEAN F. COX**

2:13-CV-02701-SFC-RSW

NOTICE

NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH MITSUBISHI HEAVY INDUSTRIES AND SANDEN DEFENDANTS, AND HEARING ON:

- (1) APPROVAL OF PROPOSED MITSUBISHI HEAVY INDUSTRIES AND SANDEN SETTLEMENTS;**
- (2) MOTION OF SETTLEMENT CLASS COUNSEL FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION COSTS AND EXPENSES, AND AN INCENTIVE PAYMENT TO THE CLASS REPRESENTATIVE; AND**
- (3) PLAN OF DISTRIBUTION OF THE CALSONIC, DENSO, MAHLE BEHR, MITSUBISHI HEAVY INDUSTRIES, PANASONIC, SANDEN, AND VALEO SETTLEMENT PROCEEDS.**

TO: ALL INDIVIDUALS AND ENTITIES THAT PURCHASED AIR CONDITIONING SYSTEMS IN THE UNITED STATES DIRECTLY FROM DEFENDANTS (OR THEIR PARENTS, SUBSIDIARIES, AFFILIATES, OR JOINT VENTURES) FROM JANUARY 1, 2001, THROUGH FEBRUARY 14, 2017.

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 Defendants: Mitsubishi Heavy Industries, Ltd, Mitsubishi Heavy Industries America, Inc., and Mitsubishi Heavy Industries Climate Control, Inc. (collectively, the "MHI Defendants"); and Sanden Holdings Corporation, Sanden Automotive Components Corporation, Sanden Automotive Climate Systems Corporation, and Sanden International (U.S.A.) Inc. (collectively, the "Sanden Defendants") (all Defendants referenced in this paragraph are collectively referred to as the "Settling Defendants");
- (2) Settlement Class Counsel's motion for an award from the MHI and Sanden settlement proceeds of attorneys' fees and reimbursement of litigation costs and expenses;
- (3) A proposed plan of distribution to Settlement Class members of the proceeds of the MHI and Sanden Settlements as well as the already-approved settlements with Calsonic, DENSO, MAHLE Behr, Panasonic, and VALEO and a proposed Claim Form that you may submit to share in the settlement proceeds; and
- (4) the request for an incentive payment to the Class Representative, which would be paid from the Air Conditioning Systems Settlement Fund.

This Notice provides information concerning the proposed MHI and Sanden settlements, the motion for attorneys' fees and reimbursement of litigation costs and expenses, and an incentive payment, and the proposed plan of distribution of the Calsonic, DENSO, MAHLE Behr, MHI, Panasonic, Sanden, and VALEO settlement proceeds. The Notice also advises you of your rights with respect to a Court hearing on these matters.

BACKGROUND

You were previously notified of the existence of this class action, the nature of the Plaintiff's claims, and settlements in this litigation with the Calsonic, DENSO, MAHLE Behr, Panasonic, and VALEO Defendants totaling \$22,920,000. The Court has granted final approval to each of those settlements.

Plaintiff has now reached settlements with the MHI (\$4,200,000) and Sanden (\$3,650,000) Defendants totaling \$7,850,000. The Court has preliminarily approved these settlements and has provisionally certified Settlement Classes with respect to each of them. When added to the proceeds of the five previously approved settlements, the total of all settlements reached in this case is \$30,770,000, plus accruing interest (the seven settlement funds are collectively referred to as the "Air Conditioning Systems Settlement Fund").

This litigation and the proposed settlements relate solely to Air Conditioning Systems 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 "Air Conditioning Systems" is defined in each settlement agreement, but generally includes systems that cool the interior environment of a vehicle and are part of the thermal segment of the automotive market. Air Conditioning Systems, whether sold together or separately, are defined to include one or more of the following: automotive compressors, condensers, control panels, HVAC units (typically consisting of a blower motor, actuators, flaps, evaporator, heater core, and filter embedded in a plastic housing), sensors, and associated hoses and pipes. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Air Conditioning Systems.

If you are a member of either the MHI Settlement Class or the Sanden Settlement Class (defined below), you have the rights and options summarized here:

- You may remain in either or both of the MHI or Sanden Settlement Classes and be eligible to share in the proceeds of, and be bound by the terms of, either settlement in which you elect to participate;
- You may exclude yourself from either or both of the MHI or Sanden Settlement Classes, in which case you will **not** be bound by either settlement from which you exclude yourself and will **not** be eligible to share in the proceeds of that settlement;
- If you remain in either of the MHI or Sanden Settlement Classes, you may object to that proposed settlement, to the proposed plan of distribution of the Air Conditioning Systems Settlement Fund, or to Settlement Class Counsel's requests for an award from the MHI and Sanden settlement proceeds of attorneys' fees and reimbursement of litigation costs and expenses, and an incentive payment to the Class Representative. 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.

With respect to the Calsonic, DENSO, MAHLE Behr, Panasonic, and VALEO Settlement Classes, you previously received notice of those Settlement Classes and were given an opportunity to opt out. You are bound by whatever decisions you previously made regarding those Settlement Classes. If you previously chose to remain in any of the Calsonic, DENSO, MAHLE Behr, Panasonic, or VALEO Settlement Classes, you are eligible to share in the proceeds of any settlement in which you elected to participate. You also have the right to object to the proposed plan of distribution of the Air Conditioning Systems Settlement Fund, and to the request for an incentive payment to the Class Representative. If you previously chose to opt out of one or more of those Settlement Classes, you are not eligible to share in the proceeds of those Settlement Classes, and you do not have a right to object to the proposed plan of distribution relating to those Settlement Classes.

Any Settlement Class member who wishes to participate in the distribution of the Air Conditioning Systems Settlement Fund must complete and submit a copy of the Claim Form on or before November 21, 2020.

WHO IS IN THE MHI AND SANDEN SETTLEMENT CLASSES?

The Court has provisionally certified Direct Purchaser MHI and Sanden Settlement Classes for the purpose of disseminating notice of the proposed MHI and Sanden settlements.

The MHI Settlement Class is defined as follows:

All individuals and entities who purchased Air Conditioning Systems in the United States directly from one or more Defendant(s) (or their controlled subsidiaries, affiliates, or joint ventures) from January 1, 2001 through February 14, 2017. 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, states and their subdivisions, agencies and instrumentalities.

For purposes of the MHI Settlement Class definition set forth above, the following entities are Defendants: Calsonic Kansei Corp.; CalsonicKansei North America, Inc.; DENSO Corporation; DENSO International America, Inc.; MAHLE Behr GmbH & Co. KG; MAHLE Behr USA Inc.; Mitsubishi Heavy Industries, Ltd.; Mitsubishi Heavy Industries America, Inc.; Mitsubishi Heavy Industries Climate Control, Inc.; Panasonic Corp.; Panasonic Corporation of North America; Sanden Corp.; Sanden International (U.S.A.), Inc.; Sanden Automotive Climate Systems Corp.; Sanden Automotive Components Corp.; VALEO Japan Co., Ltd.; VALEO, Inc.; and VALEO Electrical Systems, Inc.

The Sanden Settlement Class is defined as follows:

All individuals and entities who purchased Air Conditioning Systems in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 2001 through February 14, 2017. 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, states and their subdivisions, agencies and instrumentalities.

For purposes of the Sanden Settlement Class definition set forth above, the following entities are Defendants: VALEO Japan Co., Ltd.; VALEO, Inc.; VALEO Electrical Systems, Inc.; VALEO Climate Control Corp.; Mitsubishi Heavy Industries, Ltd.; Mitsubishi Heavy Industries America, Inc.; Mitsubishi Heavy Industries Climate Control, Inc.; DENSO Corporation; DENSO International America, Inc.; MAHLE Behr GmbH & Co. KG; MAHLE Behr USA Inc.; Sanden Corp.; Sanden International (U.S.A.), Inc.; Sanden Automotive Climate Systems Corp.; Sanden Automotive Components Corp.; Calsonic Kansei Corp.; CalsonicKansei North America, Inc.; Panasonic Corp.; and Panasonic Corporation of North America.

Plaintiff Tiffin Motor Homes, Inc. has been appointed by the Court to serve as “Class Representative” for the MHI and Sanden 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 “Co-Lead Settlement Class Counsel” for the Settlement Classes.

WHAT IS THIS LITIGATION ABOUT?

In December 2013, Plaintiff filed a class action lawsuit against Defendants on behalf of direct purchasers of Air Conditioning Systems, alleging that they conspired to suppress and eliminate competition for Air Conditioning Systems by agreeing to raise, fix, maintain, and stabilize prices, rig bids, and allocate markets and customers for Air Conditioning Systems sold in the United States, in violation of federal antitrust laws. Plaintiff further claims that as a result of the alleged conspiracy, it and other direct purchasers of Air Conditioning Systems were injured by paying more than they would have paid in the absence of the alleged illegal conduct.

The Settling Defendants each 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 against all Defendants in the Air Conditioning Systems litigation.

WHAT RELIEF DO THE PROPOSED MHI AND SANDEN SETTLEMENTS PROVIDE?

Plaintiff, on behalf of the Sanden Settlement Class, entered into a settlement agreement with the Sanden Defendants on July 9, 2019 (the “Sanden Settlement Agreement”), under which the Sanden Defendants have agreed to pay \$3,650,000.

Plaintiff, on behalf of the MHI Settlement Class, entered into a settlement agreement with the MHI Defendants on April 14, 2020 (the “MHI Settlement Agreement”), under which the MHI Defendants agreed to pay \$4,200,000.

As part of their respective settlements, the MHI and Sanden 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 MHI and Sanden Settlement Agreements contain other important provisions, including the release of certain claims against the Settling 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/AC. 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 MHI AND SANDEN SETTLEMENT CLASSES AND WHAT HAPPENS IF I DO?

If you are a member of the MHI Settlement Class or the Sanden Settlement Class, as defined above, you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in the MHI or Sanden 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 the MHI or Sanden Settlement Class 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.

You were previously asked to decide whether you wanted to remain in the Calsonic, DENSO, MAHLE Behr, Panasonic, and VALEO Settlement Classes. With respect to each of those Settlement Classes, you are bound by whatever decisions you previously made.

HOW WILL THE SETTLEMENT FUNDS BE DISTRIBUTED?

The Air Conditioning Systems 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 an incentive payment to the Class Representative (the “Net Air Conditioning Systems Settlement Fund”), will be distributed among the members of the Calsonic, DENSO, MAHLE Behr, MHI, Panasonic, Sanden, and VALEO Settlement Classes who complete and timely submit a copy of the Claim Form that is included with this Notice, **postmarked on or before November 21, 2020**.

The Net Air Conditioning Systems Settlement Fund will be distributed pro rata to all Claimants based upon their **direct** purchases in the United States from Defendants listed in the “Eligibility” section of the Claim Form 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 Air Conditioning Systems in the United States directly from any Defendant (or its parents, subsidiaries, affiliates, or joint ventures) during the period from January 1, 2001 through February 14, 2017. 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 EITHER OF THE MHI OR SANDEN SETTLEMENT CLASSES?

You may exclude yourself from either or both of the MHI and Sanden Settlement Classes. If you wish to exclude yourself from either of the Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than October 5, 2020**, to Co-Lead Settlement Class Counsel, and to counsel for the Settling Defendants, at the addresses set forth below, and to the following address:

Air Conditioning Systems Direct Purchaser Antitrust Litigation
P.O. Box 2530
Portland, OR 97208-2530

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 subsidiary, affiliate, or joint venture) from which you purchased Air Conditioning Systems during the Class Period for the Settlement Class from which you seek exclusion, the Air Conditioning Systems purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from either 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 Defendant.

REQUEST FOR ATTORNEYS' FEES AND EXPENSES, AND INCENTIVE PAYMENT

Settlement Class Counsel, 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 thirty percent (30%) of the MHI and Sanden settlement proceeds.

Settlement Class Counsel will also request an incentive payment from the Air Conditioning Systems Settlement Fund to Plaintiff Tiffin Motor Homes, Inc., which was appointed by the Court to serve as Class Representative for the Settlement Classes, in the amount of \$25,000.

The application for attorneys' fees and litigation costs and expenses and an incentive payment will be filed on or before September 14, 2020. If you remain a member of either the MHI Settlement Class or the Sanden Settlement Class and you wish to object to the request for fees and expenses or for an incentive payment to the Class Representative, or if you previously chose to remain in any of the Calsonic, DENSO, MAHLE Behr, Panasonic, or VALEO Settlement Classes and you wish to object to the request for an incentive payment, 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 November 5, 2020, at 2:00 p.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 MHI and Sanden settlements; Settlement Class Counsel's request for an award of attorneys' fees and reimbursement of litigation costs and expenses; the proposed plan of distribution of the Air Conditioning Systems Settlement Fund; and the request for an incentive payment to the Class Representative. 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/AC) 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 the MHI Settlement Class or the Sanden Settlement Class, you have the right to object to that proposed settlement, and to Settlement Class Counsel's requests for an award of attorneys' fees and litigation costs and expenses. If you remain in either of the MHI or Sanden Settlement Classes, or if you previously chose to remain in any of the Calsonic, DENSO, MAHLE Behr, Panasonic, or VALEO Settlement Classes, you also have the right to object to the proposed plan of distribution of the Air Conditioning Systems Settlement Fund, and to the request for an incentive payment to the Class Representative. Any such objection must be in writing, include the caption of this litigation, be signed, and must be **filed no later than October 5, 2020**, 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 October 5, 2020**:

Steven A. Kanner
FREED KANNER LONDON
& MILLEN LLC
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Co-Lead Counsel for the Direct Purchaser Settlement Classes

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Colorado Tower
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Counsel for the Sanden Defendants

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555 Thirteenth Street, N.W.
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Telephone: (202) 637-5600

Counsel for the MHI Defendants

If you do not object to either of the proposed settlements, or to the other 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 Air Conditioning Systems 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: Air Conditioning Systems Direct Purchaser Antitrust Litigation, P.O. Box 2530, Portland, OR 97208-2530.

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/AC. Questions concerning the proposed MHI and Sanden settlements, this Notice, or the litigation may be directed to any of the Co-Lead Settlement Class Counsel identified above.

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

Dated: August 14, 2020

BY ORDER OF:

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