

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: AIR CONDITIONING SYSTEMS	
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS	2:13-cv-02701-MOB-MKM

**SETTLEMENT CLASS COUNSEL’S REPORT ON DISSEMINATION
OF NOTICE OF PROPOSED SETTLEMENT WITH VALEO
DEFENDANTS AND CLASS MEMBERS’ RESPONSE**

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to this Court's Order dated June 14, 2018 (2:13-cv-02701, Doc. No. 109) (the “Notice Order”), and Settlement Class members’ response to the notice program. As described more fully below, notice was mailed to 1732 potential Settlement Class members and published in accordance with the Notice Order. Seven requests for exclusion from the Settlement Class were timely submitted. As a result of these requests for exclusion, the Settlement Amount has been reduced to \$8,750,000. No objections were filed to either the proposed settlement or to Settlement Class Counsel’s request for an award of attorneys’ fees and reimbursement of litigation costs and expenses.

Settlement Class Counsel respectfully submit that the extremely low number of opt-outs and the complete absence of objections militate strongly in favor of approval of the proposed settlement and the request for attorneys’ fees and litigation costs and expenses.

I. DISSEMINATION OF NOTICE TO THE CLASS

Pursuant to the Court's Notice Order, on June 28, 2018, Epiq Class Action & Claims Solutions, Inc. ("Epiq"), the Notice and Claims Administrator retained by Direct Purchaser Plaintiff, mailed 1732 copies of the Notice of Proposed Settlement of Direct Purchaser Class Action with VALEO Defendants and Hearing on Settlement Approval and Requests for Attorney's Fees and Litigation Costs and Expenses (the "Notice") to potential Settlement Class members by first class mail, postage prepaid. Declaration of Ryan Kao, Senior Project Manager for Epiq. Exhibit 1 at ¶ 6. Epiq also re-mailed returned notices for which updated addresses were obtained. *Id.* at ¶ 7. In addition, a copy of the Notice was (and remains) posted online at www.AutoPartsAntitrustLitigation.com, a website dedicated to this litigation. *Id.* at ¶ 9.

Also in accordance with the Notice Order, the Summary Notice of Proposed Settlement of Direct Purchaser Class Action with VALEO Defendants and Hearing on Settlement Approval and Requests for Attorney's Fees and Litigation Costs and Expenses (the "Summary Notice") was published in *Automotive News* on July 9, 2018. *Id.* at ¶ 8. On that same day, an Informational Press Release was issued nationwide via PR Newswire's "Auto Wire," which targets auto industry trade publications. Additionally, an online banner notice appeared on www.AutoNews.com, the digital version of *Automotive News*, from July 3, 2018 to July 23, 2018. *Id.*

Notice to the VALEO Settlement Class under Fed. R. Civ. P. 23 has, therefore, been provided as ordered by the Court.

II. ABSENCE OF OBJECTIONS TO THE PROPOSED SETTLEMENT OR REQUEST FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES

The Notice advised that any objection to the proposed settlement or to Settlement Class Counsel's request for an award of attorneys' fees and litigation costs and expenses had to be filed with the Clerk by August 22, 2018, with copies mailed to Settlement Class Counsel and to VALEO's counsel.

As of the date of the filing of this Report, no objection to either the proposed settlement or to the fee and expense request¹ has been filed with the Court or received by Settlement Class Counsel.

III. REQUESTS FOR EXCLUSION

The Notice further advised that requests for exclusion from the VALEO Settlement Class had to be mailed to Settlement Class Counsel and to counsel for VALEO, postmarked no later than August 22, 2018. Seven requests for exclusion from the Settlement Class were timely submitted and have been received by Settlement Class Counsel as of this date. *See* Exhibit 1 at ¶ 11. *See also* Exhibit 2. As set forth in the preliminary approval motion, the Brief in Support of Direct Purchaser Plaintiffs' Motion for Final Approval of Proposed Settlement with Valeo Defendants (the "Final Approval Brief") (2:13-cv-02701, Doc. No. 116), and the Notice, the Settlement Agreement provided that the VALEO Defendants would pay \$9,500,000 to the VALEO Settlement Class,

¹ As of June 30, 2018, Plaintiff's Counsel's lodestar, based upon historical rates, was \$1,810,061.25. Direct Purchaser Plaintiffs' Brief in Support of Motion for an Award of Attorney's Fees and Litigation Costs and Expenses, at 9 (the "Fee Brief") (2:13-cv-02701, Doc. No. 117). Plaintiff's Counsel continued to prosecute this litigation against the remaining Defendants after filing the Fee Brief. They reviewed and analyzed Defendant documents; drafted the final settlement approval submissions; and oversaw the dissemination of notice to members of the Settlement Class in accordance with the Notice Order. As a result of this continued effort, as of July 31, 2018, Plaintiff's Counsel's combined lodestar was \$1,901,680.50. Were the Court to award a fee of 30% of

subject to a reduction due to opt-outs. As a result of the opt-outs referenced above, the Settlement Amount has been reduced to \$8,750,000.

Settlement Class Counsel respectfully submit that, for the reasons set forth in the Final Approval Brief, the VALEO settlement, which provides for the payment of \$8,750,000 and substantial cooperation by VALEO, is fair, reasonable and adequate under the relevant criteria, and warrants final approval.

IV. THE REACTION OF MEMBERS OF THE SETTLEMENT CLASS SUPPORTS APPROVAL OF THE SETTLEMENT AND THE REQUEST FOR AN AWARD OF FEES AND EXPENSES

The reaction of the class has been recognized repeatedly by courts within this Circuit and elsewhere as a factor in evaluating the fairness, reasonableness, and adequacy of a proposed settlement. *See, e.g., Sheick v. Auto. Component Carrier LLC*, No. 2:09-cv-14429, 2010 WL 4136958, at *22 (E.D. Mich. Oct. 18, 2010) (“scarcity of objections – relative to the number of class members overall – indicates broad support for the settlement among Class Members.”); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 527 (E.D. Mich. 2003) (“That the overwhelming majority of class members have elected to remain in the Settlement Class, without objection, constitutes the ‘reaction of the class,’ as a whole, and demonstrates that the Settlement is ‘fair, reasonable, and adequate.’”); *In re Delphi Corp. Sec., Deriv. & “ERISA” Litig.*, 248 F.R.D. 483, 499 (E.D. Mich. 2008) (small number of opt-outs or objections is indicative of the adequacy of the settlement).

the \$8,750,000 Settlement Amount, the multiplier on the more current lodestar would be approximately 1.38.

Individual notice of the proposed settlement was mailed to 1732 potential Settlement Class members identified by Defendants. The Summary Notice was published in *Automotive News* on July 9, 2018, and on that same day an Informational Press Release was issued nationwide via PR Newswire's "Auto Wire." Additionally, an online banner notice appeared on www.AutoNews.com, the digital version of *Automotive News*, from July 3, 2018 to July 23, 2018. The low number of opt-outs and the total absence of objections militates strongly in favor of approval of the proposed settlement and the request for an award of attorneys' fees and expenses.

V. **CONCLUSION**

Based upon the foregoing, and for the reasons set forth in Direct Purchaser Plaintiff's Final Approval Brief and Fee Brief, it is respectfully requested that the Court grant final approval of both the proposed VALEO settlement and the request for an award of attorneys' fees and litigation costs and expenses.

DATED: September 12, 2018

Respectfully submitted,

/s/David H. Fink
David H. Fink (P28235)
Darryl Bressack (P67820)
Nathan J. Fink (P75185)
FINK + ASSOCIATES LAW
38500 Woodward Ave, Suite 350
Bloomfield Hills, MI 48304
Telephone: (248) 971-2500

Interim Liaison Counsel

Steven A. Kanner
William H. London
Michael E. Moskovitz
FREED KANNER LONDON
& MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500

Joseph C. Kohn
William E. Hoese
Douglas A. Abrahams
KOHN, SWIFT & GRAF, P.C.
1600 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 238-1700

Gregory P. Hansel
Randall B. Weill
Michael S. Smith
PRETI, FLAHERTY, BELIVEAU
& PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112-9546
Telephone: (207) 791-3000

Eugene A. Spector
William G. Caldes
Jonathan M. Jagher
Jeffrey L. Spector
SPECTOR ROSEMAN & KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300

Interim Co-Lead Class Counsel and Settlement Class Co-Lead Counsel

CERTIFICATE OF SERVICE

I hereby certify that on September 12, 2018, I electronically filed the foregoing paper with the Clerk of the court using the ECF system which will send notification of such filing to all counsel of record registered for electronic filing.

FINK + ASSOCIATES LAW

By: /s/Nathan J. Fink
David H. Fink (P28235)
Darryl Bressack (P67820)
Nathan J. Fink (P75185)
38500 Woodward Ave; Suite 350
Bloomfield Hills, MI 48304
Telephone: (248) 971-2500
nfink@finkandassociateslaw.com

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. MARIANNE O. BATTANI

2:13-cv-02701-MOB-MKM

**SETTLEMENT CLASS COUNSEL'S REPORT ON DISSEMINATION
OF NOTICE OF PROPOSED SETTLEMENT WITH VALEO
DEFENDANTS AND CLASS MEMBERS' RESPONSE**

INDEX OF EXHIBITS

- Ex. 1 Declaration of Ryan Kao Re Dissemination of Notice of Proposed Settlement
With Valeo Defendants
- Ex. 2 Requests for Exclusion from the Direct Purchaser Valeo Settlement Class

EXHIBIT 1

3. Epiq has administered more than 1,000 settlements, including some of the largest and most complex cases ever settled. Epiq's class action case administration services include: coordination of all notice requirements; design of direct-mail notices; establishment and implementation of notice fulfillment services; coordination with the United States Postal Service ("USPS"); notice website development and maintenance; dedicated telephone lines with recorded information and/or telephone agents; receipt and processing of opt-outs; claims database management; claim adjudication; funds management; and award calculations and distribution services. Epiq works with the settling parties, the Court, and the Class Members in a neutral facilitation role to implement settlement administration services based on the negotiated terms of a settlement.

**OVERVIEW OF EPIQ'S RESPONSIBILITIES AS THE SETTLEMENT
ADMINISTRATOR**

4. Epiq's responsibilities included the following:
- a. Printing the Court-approved Direct Purchaser Class Notice ("Detailed Notice") to be sent to putative Class Members;
 - b. Searching the National Change of Address ("NCOA") database for updated addresses, if any, for putative Class Members;
 - c. Mailing the Detailed Notice by USPS First-class mail to putative Class Members;
 - d. Causing the Summary Publication Notice to be placed in one edition of *Automotive News*, accompanied by an online banner ad that ran for 21 days on www.AutoNews.com;
 - e. Issuing an informational press release via *PR Newswire*;
 - f. Maintaining a toll-free telephone number with customer service telephone agents and an option to request a call back if reached during non-business hours; and

- g. Maintaining an informational website that provides the public access to pertinent documents and settlement information.

CLASS NOTICE

5. In preparation for mailing the Detailed Notices, Epiq received lists of potential Settlement Class members from Settlement Class Counsel. Epiq then submitted the names and addresses of those potential Class Members to cross-reference with the NCOA database for updated address information. By eliminating duplicate records and invalid mailing addresses, Epiq refined the database to include 1,732 names and addresses of potential Class Members.

6. On June 28, 2018, Epiq mailed the Detailed Notice by first class mail, postage prepaid, to the 1,732 potential Class Members. A copy of the Detailed Notice is attached hereto as Exhibit A.

7. As of September 6, 2018, Epiq has received a total of 99 Detailed Notices returned by the U.S. Postal Service as undeliverable and has remailed 43 Detailed Notices to those records. As of September 6, 2018, there are 56 records that remain undeliverable.

PUBLICATION NOTICE

8. Epiq caused the publication of the Summary Publication Notice in one edition of *Automotive News*, and the issuance of a press release via PR Newswire, on July 9, 2018. An online banner ad was also run on www.AutoNews.com from July 3, 2018 through July 23, 2018. Confirmation of the publication and copies of the Summary Publication Notice and banner ad as they appeared in *Automotive News*, and a copy of the *PR Newswire* press release are attached hereto as Exhibit B.

SETTLEMENT WEBSITE

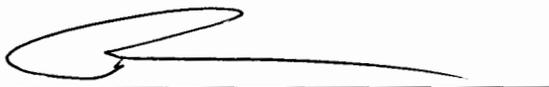
9. On June 28, 2018, Epiq updated portions of the public settlement website to provide Direct Purchase Class Members with information related to the proposed settlement. The domain name for the website is www.AutoPartsAntitrustLitigation.com/ac. The website provides general case information and links to important documents, including the Settlement Agreement, the Detailed Notice, and other documents related to the Settlement.

10. As of September 6, 2018, there have been 332 page views and 243 unique visitors to the settlement website.

REQUESTS FOR EXCLUSION

11. Class Members could request exclusion from the Settlement Class, so long as they did so by submitting a request in writing that was postmarked by August 22, 2018. As of September 6, 2018, Epiq has received seven (7) requests for exclusion.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 6th day of September, 2018 in New York, New York.



Ryan Kao
Senior Project Manager, Client Services | Epiq

EXHIBIT A

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: AIR CONDITIONING SYSTEMS

THIS RELATES TO:
ALL DIRECT PURCHASER ACTIONS

2:13-cv-02701-MOB-MKM

**NOTICE OF PROPOSED SETTLEMENT OF DIRECT PURCHASER CLASS
ACTION WITH VALEO DEFENDANTS AND HEARING ON SETTLEMENT
APPROVAL AND REQUESTS FOR ATTORNEYS' FEES AND LITIGATION
COSTS AND EXPENSES**

TO: ALL INDIVIDUALS AND ENTITIES WHO PURCHASED AIR CONDITIONING SYSTEMS
IN THE UNITED STATES DIRECTLY FROM A DEFENDANT DURING THE PERIOD FROM
JANUARY 1, 2001 THROUGH FEBRUARY 14, 2017.

PLEASE READ THIS ENTIRE 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 purpose of this Notice is to inform you of a proposed settlement with Defendants Valeo Japan Co., Ltd., Valeo Inc., Valeo Electrical Systems, Inc., and Valeo Climate Control Corp. (collectively, "VALEO"). Under the terms of the proposed settlement, VALEO has made a payment in the amount of \$9,500,000 (the "VALEO Settlement Fund") and will provide cooperation to assist Plaintiffs in the prosecution of the claims against the remaining Defendants.

This Notice is also to inform you that Settlement Class Counsel will make a request for an award of up to 33 1/3% of the Settlement Fund for attorneys' fees, and requests for reimbursement of litigation costs and expenses and for authorization to use of up to 10% of the Settlement Fund for future payments of litigation costs and expenses.

This litigation is part of coordinated legal proceedings involving a number of parts used in motor vehicles. The litigation, and the proposed settlement, relate solely to Air Conditioning Systems purchased **directly** from a Defendant. These proceedings do not relate to, and have no effect upon, cases involving any other product or non-direct purchaser.

For purposes of the proposed settlement, "Air Conditioning Systems" refers to 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.

If you purchased Air Conditioning Systems in the United States directly from any of the Defendants identified below during the period from January 1, 2001 through February 14, 2017 (the "Class Period"), you are a member of the VALEO Settlement Class and have the rights and options summarized here:

- You may remain in the VALEO Settlement Class and be eligible to share in the VALEO Settlement Fund under a claims procedure that will be instituted in the future;

- You may exclude yourself from the VALEO Settlement Class, in which case you will **not** be bound by the settlement and will **not** be eligible to share in the VALEO Settlement Fund;
- If you do not exclude yourself from the VALEO Settlement Class, you may object in writing to the proposed settlement, to the request for an award of attorneys' fees and reimbursement of litigation costs and expenses, and to the request to use up to 10% of the Settlement Fund for litigation costs and expenses, and you may appear at the hearing where the Court will determine whether the proposed settlement should be approved as fair, adequate, and reasonable and whether a portion of the VALEO Settlement Fund may be used to pay for attorneys' fees and litigation costs and expenses; and
- You may enter an appearance in the litigation through your own counsel at your own expense.

You do **not** need to take any action at this time if you wish to remain in the VALEO Settlement Class. You should retain all of your records of Air Conditioning Systems purchases for use in the claims procedure that will be instituted at a later date.

WHO IS IN THE SETTLEMENT CLASS?

On May 23, 2017, the Court certified a Direct Purchaser VALEO Settlement Class for purposes of disseminating notice of the proposed settlement, defined as follows:

All individuals and entities (excluding Defendants and their present and former parents, subsidiaries, and affiliates) who or that purchased Air Conditioning Systems in the United States directly from one or more Defendants (or their controlled subsidiaries, affiliates, or joint ventures) from January 1, 2001 through February 14, 2017.

For purposes of the VALEO Settlement Class definition, the following entities are Defendants: Valeo Japan Co., Ltd., Valeo, Inc., Valeo Electrical Systems, Inc., and Valeo Climate Control Corp.; Mitsubishi Heavy Industries, Ltd., Mitsubishi Heavy Industries America, Inc., and Mitsubishi Heavy Industries Climate Control, Inc.; Denso Corporation and Denso International America, Inc.; Sanden Corp., Sanden International (U.S.A.), Inc., Sanden Automotive Climate Systems Corp., and Sanden Automotive Components Corp.; Calsonic Kansei Corp. and Calsonic Kansei North America, Inc.; and Panasonic Corp.

Plaintiffs Tiffin Motor Homes, Inc. ("Tiffin") and SLTNTRST LLC ("SLTNTRST") have been appointed by the Court to serve as the Class Representatives for the VALEO Settlement Class. 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 VALEO Settlement Class.

WHAT IS THIS LITIGATION ABOUT?

Plaintiffs allege that Defendants conspired to suppress and eliminate competition for Air Conditioning Systems by agreeing to allocate the supply of, and to raise, fix, maintain, or stabilize prices for, Air Conditioning Systems sold in the United States, in violation of federal antitrust laws. Plaintiffs further allege that as a result of the conspiracy, they and other direct purchasers of Air Conditioning Systems were injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct, and they seek recovery of treble damages, together with reimbursement of costs and an award of attorneys' fees.

VALEO denies Plaintiffs' allegations but has agreed to settle this matter in order to avoid the expense and burden of further litigation. The Court has not issued any findings or rulings with respect to the merits of Plaintiffs' claims or VALEO's defenses. This is a settlement with VALEO only. The litigation against the remaining Defendants will continue.

WHAT RELIEF DOES THE PROPOSED SETTLEMENT PROVIDE?

Plaintiffs, on behalf of the VALEO Settlement Class, have entered into a settlement agreement with VALEO dated February 14, 2017, in which VALEO has agreed to pay \$9,500,000. The Settlement Agreement gives VALEO the right to reduce the settlement amount, but in no event to less than \$8,000,000, or to withdraw from the settlement based upon valid and timely requests for exclusion by members of the VALEO Settlement Class.

VALEO has also agreed to cooperate with Plaintiffs in the prosecution of the lawsuit against the remaining Defendants, by providing the following cooperation: (a) production of documents, data and other information potentially relevant to Plaintiffs' claims; (b) assistance in understanding information produced to Plaintiffs and using such information at trial; (c) meetings between Settlement Class Counsel and VALEO's attorneys, to provide proffers of information relevant to this litigation; (d) witness interviews; (e) declarations or affidavits; (f) depositions; and (g) trial testimony.

Settlement Class Counsel agreed to the proposed settlement to ensure a fair and reasonable resolution of Plaintiffs' claims, and to provide benefits to the members of the VALEO Settlement Class, while recognizing the existence of complex, contested issues of law and fact, the risks inherent in such complex litigation (including the risk of no recovery), and the likelihood that without a settlement, future proceedings would take several years and be extremely costly. Settlement Class Counsel believe that it is in the best interests of the VALEO Settlement Class to enter into the proposed settlement and resolve this litigation as to VALEO.

This Notice is only a summary of the terms of the proposed settlement. The Settlement Agreement contains other important provisions, including the release of certain claims against VALEO. A copy of the Settlement Agreement is on file with the Clerk of Court and available on-line at www.autopartsantitrustlitigation.com. The proposed settlement must receive final approval by the Court in order to become effective.

If you are a member of the VALEO Settlement Class and the proposed settlement is approved and becomes effective, you will be bound by its terms, including the release provisions. If you wish to object to approval of the VALEO settlement, you may do so, but only in accordance with the procedures set forth below. If you do not object to the VALEO settlement, you do not need to take any action at this time to indicate your support for, or lack of objection to, the settlement.

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

If you are a member of the VALEO Settlement Class, you will automatically remain in the Class unless you elect to be excluded. If you wish to remain in the Class, you do not need to take any action at this time; your interests will be represented by the Class Representatives and by Settlement Class Counsel. You will have no responsibility to individually pay attorneys' fees or expenses. Any attorneys' fees and expenses will be paid solely from the VALEO Settlement Fund and must be approved by the Court. If you choose, you may also have your own attorney enter an appearance on your behalf and at your expense.

If you remain in the VALEO Settlement Class and an order dismissing VALEO from the litigation becomes final and unappealable, you will be bound by that judgment.

As a member of the VALEO Settlement Class, you will be eligible to share in the VALEO Settlement Fund pursuant to a claims procedure that will begin at a later date. Settlement Class Counsel are not presently asking the Court to distribute any VALEO Settlement Fund proceeds. If you remain a member of the VALEO Settlement Class, you will receive additional notice at a later date and you will have an opportunity to object to 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 Air Conditioning Systems in the United States directly from any Defendant during the period from January 1, 2001 through February 14, 2017. You may need those documents to complete a claim form in the future, which would be subject to inquiry and verification if the VALEO settlement is approved.

WHAT IF I DO NOT WANT TO REMAIN IN THE SETTLEMENT CLASS?

If you wish to exclude yourself from the VALEO Settlement Class, you must send a request for exclusion, in writing, via certified mail, return receipt requested, **postmarked no later than August 22, 2018**, to Settlement Class Counsel at the addresses set forth below, and also to the following address:

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

Your request for exclusion 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) from which you purchased Air Conditioning Systems during the Class Period, the Air Conditioning Systems you purchased, and the dollar amount of those purchases. If you validly exclude yourself from the VALEO Settlement Class, you will not be bound by any decision concerning the VALEO settlement and you may individually pursue any claims you may have against VALEO at your own expense, but you will not be eligible to share in the VALEO Settlement Fund.

HOW WILL SETTLEMENT CLASS COUNSEL BE PAID?

The Court has appointed the law firms identified above as Settlement Class Counsel. These law firms and the other Plaintiffs' Class Counsel will file a petition for an award of attorneys' fees and reimbursement of their out-of-pocket costs and expenses. The request of Settlement Class Counsel for attorneys' fees will not exceed 33 1/3 percent of the VALEO Settlement Fund.

Settlement Class Counsel will also seek authorization from the Court to use up to 10% of the Settlement Fund for future payments of litigation costs and expenses.

The application for attorneys' fees and litigation costs and expenses will be filed on or before July 30, 2018. If you remain in the VALEO Settlement Class and you wish to object to the requests for attorneys' fees and litigation costs and expenses, you must do so in writing in accordance with the procedures for objections set forth below. If you do not oppose these requests, you do not need to take any action in that regard.

WHEN WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT AND REQUESTS FOR FEES AND EXPENSES AND HOW CAN I TELL THE COURT WHAT I THINK ABOUT THE SETTLEMENT AND RELATED MATTERS?

The Court will hold a hearing on September 26, 2018, at 2:45 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 737 (or such other courtroom as may be assigned for the hearing), to determine whether the proposed VALEO settlement should be approved as fair, reasonable, and adequate. The Court will also consider at the hearing whether to approve Settlement Class Counsel's request for an award of attorneys' fees and reimbursement of litigation costs and expenses, and the request to use part of the Settlement Fund for future payments of litigation costs and expenses. The hearing may be rescheduled, adjourned or continued, and the courtroom assigned for the hearing may be changed, without further notice to you.

If you do not exclude yourself from the VALEO Settlement Class and you wish to object to the VALEO settlement, to the request for an award of attorneys' fees and reimbursement of litigation costs and expenses, or to the request to use part of the Settlement Fund for future payments of litigation costs and expenses, you must do so in writing. Your objection must include the caption of this litigation, must be signed, and must be **filed no later than August 22, 2018**, 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 22, 2018**:

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
Telephone: (207) 791-3000

Eugene A. Spector
SPECTOR ROSEMAN & KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300

Settlement Class Co-Lead Counsel

Brian Byrne
CLEARY GOTTLIEB STEEN & HAMILTON LLP
2000 Pennsylvania Avenue, N.W.
Washington, DC 20006
Telephone: (202) 974-1500

Counsel for the VALEO Defendants

If you do not object to the proposed VALEO settlement or to the requests for attorneys' fees and litigation costs and expenses, 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: **Air Conditioning Systems Direct Purchaser Antitrust Litigation, P.O. Box 2530, Portland, OR 97208-2530.**

The Settlement Agreement, Complaint, 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 Agreement and certain other documents relevant to this litigation are available at www.autopartsantitrustlitigation.com. Questions concerning the proposed settlement, 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 28, 2018

BY ORDER OF:

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

EXHIBIT B

CONFIRMATION OF PUBLICATION

IN THE MATTER OF: *Auto Parts Air Conditioning Systems*

I, Kathleen Komraus, hereby certify that

(a) I am the Media & Design Manager at Epiq Class Action & Claims Solutions, a noticing administrator, and;

(b) The Notice of which the annexed is a copy was published in the following publications on the following date:

7.9.18 – Automotive News

7.9.18 – PR Newswire

(c) Banner advertisements appeared on the following digital properties on the following dates:

7.3.18 - 7.23.18 – Automotive News (AutoNews.com)

X *Kathleen Komraus*
(Signature)

Media + Design Manager
(Title)

Automotive News

JULY 9, 2018

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\$159/YEAR; \$6/COPY

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■ Steep sales decline tests GM's commitment to cars | PAGE 3 |

U.S. sales outlook: What goes up...

2018's 1st-half trend can't last, experts say

Michael Wayland
mwayland@crain.com

Rising interest rates, higher gasoline prices and the threat of a tariff-fueled trade war haven't slowed U.S. auto sales in 2018. But headwinds are increasing, and many industry experts say they believe current sales levels aren't sustainable for much longer.

New light-vehicle sales through the first half of the year increased 1.9 percent to more than 8.6 million,

including a 5.2 percent uptick in June. That equated to a seasonally adjusted annual rate of 17.47 million, far surpassing analysts' expectations.

"It does appear, once again, the market seems to be defying gravity," said Jonathan Smoke, chief economist of Cox Automotive. "But I would encourage everybody to not be deceived by the underlying health of that number."

Smoke cautioned that the first-half growth came primarily from fleet sales, while the retail market was flat despite increased incentives.

"Those are conditions that tell us both OEMs and dealers are seeing margin declines, and therefore this behavior can't continue indefinitely," he said.

Industry experts forecast overall

see **SALES**, Page 29



Hyundai-Kia led major groups with a 9 percent increase in June. Hyundai's Tucson was up 62 percent.



Help is near for Toyota truck plants in Baja and San Antonio: A third plant could open by late 2019.

Toyota's 3-plant strategy should ease Tacoma, Tundra shortages, boost efficiency, give workers some relief

Truck triangle

Laurence Iliff
liliff@crain.com

TIJUANA, Mexico — Toyota de Mexico President Mike Bafan got a call at 5:30 a.m. from corporate headquarters last summer informing him that the Corolla factory his unit was building in central Mexico would have a much different purpose.

Instead of making compact cars, the plant in Guanajuato would shift to the Tacoma pickup that's also assembled in San Antonio and here in Baja California, where Bafan has his office.

Bafan was immediately on board. He saw even greater potential for Guanajuato as a truck plant. "They said, 'How is this going to change your whole plan now? Construction has already be-



Bafan: "We can do anything."

gun," Bafan recalled in an interview last month. "I said, 'Zilch.' The way we've designed that plant, I can just keep building, and when I'm ready to bring in the equipment, it'll be body-on-frame."

The product shift caused Toyota to cut its Guanajuato investment by 30 percent to \$700 mil-

lion and its annual capacity by half to 100,000 vehicles, but that's still enough to be a critical relief valve for the automaker's pickup operations, which have been stretched to the limit for years.

The Guanajuato plant, scheduled to open in about a year and a half, is the final piece in a

see **TRIANGLE**, Page 26



Mexican President-elect Andres Manuel Lopez Obrador

Winner in Mexico leans into NAFTA

Onetime firebrand signals pragmatism

Laurence Iliff
liliff@crain.com

Supporters and detractors alike gave Mexican President-elect Andres Manuel Lopez Obrador a variety of labels during his campaign, including nationalist, populist, protectionist, the Mexican Trump and the anti-Trump.

The characterizations, all of which contained at least a sliver of truth, suggested rough times ahead for Mexico's trading partners at a time when the North American Free Trade Agreement appears to be hanging by a thread.

NEWS ANALYSIS

But since his landslide victory on July 1, Lopez Obrador — also known by his initials AMLO — has wasted no time in showing his more pragmatic side by reaching out to his enemies in the business community and taking a half-hour phone call from U.S. President Donald Trump.

Lopez Obrador told TV Azteca that he and Trump talked generally about economic development and ways they can work toward being good neighbors.

Much to the delight of the business community, the former Mexico City mayor and three-time presidential candidate also embraced NAFTA with gusto during a weeklong media tour.

After meeting with outgoing President Enrique Pena Nieto, the president-elect said he will support the current government's approach to

see **MEXICO**, Page 25



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Mercedes' pop-up at Aventura Mall in suburban Miami

Mercedes makes plans for more pop-up stores

Urvaksh Karkaria
ukarkaria@crain.com

Mercedes-Benz will open more pop-up stores in the coming year as it experiments with brand environments focused less on pushing metal and more on en-

No-pressure vibe aimed at new customers

gaging consumers.

The foray into experiential retail began with one pop-up store late last year in Atlanta, followed by a second store in suburban Miami's Aventura Mall, and a third location now planned for Chicago's Michigan Avenue.

Mercedes plans on opening one more store this year and then "doing way more of them, probably focused on new product launches," said Mercedes-Benz USA CEO Dietmar Exler.

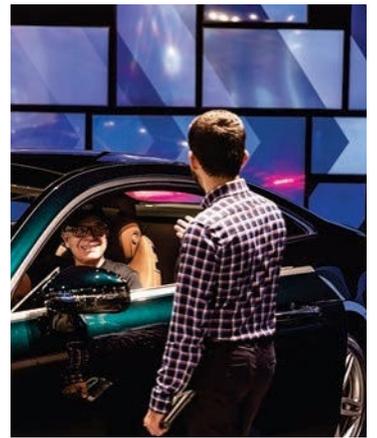
The new A class that arrives in U.S. showrooms this year will be a prime candidate for showcasing, since it is pitched at the younger demographic who might find the Apple Store-influenced pop-ups particularly appealing.

The stores operate typically for about two months and are intended to educate curious mall-goers on the Mercedes brand.

The environment is more laid-back than hard-sell, with a goal of making the brand more approachable and relevant to consumers who might never have considered a Mercedes.

Exler told *Automotive News* this year that the desire is "connecting with the customers." That connection is translating to sales.

"We are seeing an appreciable number of people who had not previously considered the brand, but who bought a Mercedes following a visit to the brand stores," a company spokeswoman said.



The goal at the pop-ups is to educate shoppers who might not have ever considered buying a Mercedes.

Mercedes brand representative for the National Automobile Dealers Association.

The pop-up stores don't sell vehicles. Employees collect email addresses from prospective customers and forward them to dealerships.

"I'm not getting heartburn as long as everything is going through the dealer network," Aiosa said. "This isn't the manufacturer competing against the dealers."

Greg Barnes, a Mercedes-Benz dealer based in Coral Gables, Fla., and chairman of the brand's dealer advisory board, views the pop-ups as lead generators.

"It's a nice creative way to get people who might not walk into a Mercedes showroom," Barnes said. "It's a

good way to draw in the casual mall shopper, who could be converted into a customer."

The relaxed atmosphere is the antithesis of a typical dealership experience.

"We have many customers who just come through browsing," Exler said. "And the joy in their visit is because they know we're not going to sell them a car."

Where next?

Mercedes is being deliberate in selecting where to expand the concept, opting for upscale locations and geographic diversification.

"We want to be careful in getting in the right locations," Exler said. "We wouldn't want to go into a mall that's 30 miles out of a city center."

Mercedes chose to keep each store open for about two months because mall traffic starts repeating itself after that, and visitors to the pop-up store trail off a bit.

But Exler stops short of wanting Mercedes to consider the permanent accessory stores that Porsche is introducing in high-end shopping areas.

He says his options are open. "But at the current time, we are not thinking about putting full-time accessory stores throughout the U.S.," he said. "We have the accessory stores in all our dealerships, and I think that that is a very good solution for us." **AN**

Amy Wilson contributed to this report.

LEGAL NOTICE

IF YOU PURCHASED AIR CONDITIONING SYSTEMS DIRECTLY FROM VALEO, MITSUBISHI HEAVY INDUSTRIES, DENSO, SANDEN, CALSONIC KANSEI, OR PANASONIC BETWEEN JANUARY 1, 2001 AND FEBRUARY 14, 2017, YOUR LEGAL RIGHTS MAY BE AFFECTED BY A PROPOSED SETTLEMENT WITH THE VALEO DEFENDANTS

A proposed \$9,500,000 settlement has been reached in *In re Automotive Parts Antitrust Litigation*, Master File No.12-md-02311, 2:13-cv-02701 (E.D. Mich.), with Defendants Valeo Japan Co., Ltd., Valeo Inc., Valeo Electrical Systems, Inc., and Valeo Climate Control Corp. (collectively, "VALEO").

What is the lawsuit about? This litigation is part of coordinated legal proceedings involving a number of parts used in motor vehicles. This litigation, and the proposed settlement, relate solely to Air Conditioning Systems purchased directly from a Defendant. These proceedings do not relate to, and have no effect upon, cases involving any other product or non-direct purchaser.

"Air Conditioning Systems," for purposes of the proposed settlement, means 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.

Plaintiffs allege that VALEO conspired with the other Defendants identified below to suppress and eliminate competition for Air Conditioning Systems by agreeing to allocate the supply of, and to raise, fix, maintain, or stabilize prices for, Air Conditioning Systems sold in the United States, in violation of federal antitrust laws. Plaintiffs further allege that as a result of the conspiracy, they and other direct purchasers of Air Conditioning Systems were injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct, and they seek recovery of treble damages, together with reimbursement of costs and an award of attorneys' fees.

VALEO denies the Plaintiffs' allegations but has agreed to settle this matter in order to avoid the expense and burden of further litigation. The Court has not issued any findings or rulings with respect to the merits of Plaintiffs' claims or Defendants' defenses. This is a settlement with VALEO only. The litigation will continue against the remaining Defendants.

Who is included? The Direct Purchaser VALEO Settlement Class is comprised of: All individuals and entities (excluding Defendants and their present and former parents, subsidiaries, and affiliates) who or that purchased Air Conditioning Systems in the United States directly from one or more Defendants (or their controlled subsidiaries, affiliates, or joint ventures) from January 1, 2001 through February 14, 2017.

For purposes of this class definition the following entities are Defendants: Valeo Japan Co., Ltd., Valeo, Inc., Valeo Electrical Systems, Inc., and Valeo Climate Control Corp.; Mitsubishi Heavy Industries, Ltd., Mitsubishi Heavy Industries America, Inc., and Mitsubishi Heavy Industries Climate Control, Inc.; Denso Corporation and Denso International America, Inc.; Sanden Corp., Sanden International (U.S.A.), Inc., Sanden Automotive Climate Systems Corp., and Sanden Automotive Components Corp.; Calsonic Kansei Corp. and Calsonic Kansei North America, Inc.; and Panasonic Corp.

A Notice of Proposed Settlement ("Notice") was mailed to potential Settlement Class members on or about June 28, 2018. The Notice describes the litigation and options available to Settlement Class members with respect to the VALEO settlement in more detail. If you have not received the Notice you may obtain a copy on the internet at www.autopartsantitrustlitigation.com, or by calling or writing to the following Settlement Class Co-Lead Counsel:

Gregory P. Hansel
PRETI, FLAHERTY, BELIVEAU & PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112
Telephone: (207) 791-3000

Joseph C. Kohn
KOHNSWIFT & GRAF, P.C.
1600 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 238-1700

Steven A. Kanner
FREED KANNER LONDON & MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500

Eugene A. Spector
SPECTOR ROSEMAN & KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300

What does the settlement provide? VALEO has agreed to pay \$9,500,000 to settle the claims against it (the "VALEO Settlement Fund") and has agreed to provide cooperation to assist Plaintiffs in the prosecution of their claims against the remaining Defendants.

Your rights may be affected. If you are a member of the VALEO Settlement Class you will automatically remain a member unless you elect to be excluded. If you wish to remain in the VALEO Settlement Class, you do not need to take any action at this time; your interests will be represented by Plaintiffs and by Settlement Class Counsel.

If you do not want to be bound by the VALEO settlement you must submit a written request for exclusion, **postmarked no later than August 22, 2018**, in accordance with the procedures set forth in the Notice. If you validly exclude yourself from the VALEO Settlement Class, you will not be bound by any decision concerning the VALEO settlement and you may pursue individually any claims you may have against VALEO at your own expense, but you will not be eligible to share in the VALEO Settlement Fund.

If you stay in the VALEO Settlement Class you have the right to object to the proposed VALEO settlement and to Settlement Class Counsel's requests for attorneys' fees and litigation costs and expenses, by following the procedures set forth in the Notice. Your objection must be **filed no later than August 22, 2018**, and mailed to Settlement Class Counsel and counsel for VALEO, **postmarked no later than August 22, 2018**.

The Court has scheduled a hearing on September 26, 2018, to consider whether to approve the proposed settlement and the requests for attorneys' fees and litigation costs and expenses. The hearing may be rescheduled, adjourned or continued without further notice to you.

If you believe you are a member of the VALEO Settlement Class, you are urged to obtain a copy of the Notice, which discusses your rights regarding the settlement in more detail.

If you have questions about this litigation, you may contact Settlement Class Counsel identified above. **Please do not contact the Clerk of the Court or the Judge.**

Dated: July 9, 2018

BY ORDER OF:
The United States District Court for the Eastern District of Michigan, Southern Division

Consumers who Purchased Air Conditioning Systems Directly from Valeo, Mitsubishi Heavy Industries, Denso, Sanden, Calsonic Kansei, or Panasonic between January 1, 2001 and February 14, 2017, may have their Legal Rights Affected by a Proposed Settlement with the Valeo Defendants

NEWS PROVIDED BY

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

07:59 ET

DETROIT, July 9, 2018 /PRNewswire/ -- A proposed \$9,500,000 settlement has been reached in *In re Automotive Parts Antitrust Litigation*, Master File No.12-md-02311, 2:13-cv-02701 (E.D. Mich.), with Defendants Valeo Japan Co., Ltd., Valeo Inc., Valeo Electrical Systems, Inc., and Valeo Climate Control Corp. (collectively, "VALEO").

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VALEO denies the Plaintiffs' allegations but has agreed to settle this matter in order to avoid the expense and burden of further litigation. The Court has not issued any findings or rulings with respect to the merits of Plaintiffs' claims or Defendants' defenses. This is a settlement with VALEO only. The litigation will continue against the remaining

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Steven A. Kanner FREED KANNER LONDON & MILLEN LLC 2201 Waukegan Road, Suite 130 Bannockburn, IL 60015 Telephone: (224) 632-4500	Eugene A. Spector SPECTOR ROSEMAN & KODROFF, P.C. 1818 Market Street, Suite 2500 Philadelphia, PA 19103 Telephone: (215) 496-0300

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

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Opinion



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EDITORIAL: Tesla's production milestone is no badge of honor

LETTER TO THE EDITOR: Think ahead for EV infrastructure

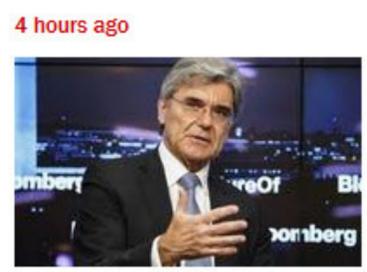
LETTER TO THE EDITOR: Fuel cells a solution for drivers' needs

LEO MICHAEL CARTOON



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 Joe Kaeser has a stark warning: Manage the electric vehicle revolution shaking up the industry, or face violent consequences that inevitably come with mass unemployment.

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FCA extends sign-up for employee discount plan
 Fewer than a quarter of eligible employees or retirees completed the process by a June 14 deadline.
 ■ 8 comments

UPDATED: 7:36 pm US ET - corrects name



Polestar names chief of U.S. operations
 Polestar, Volvo's luxury electric vehicle unit, named Gregor Hembraugh chief of its U.S. operations, continuing a strategy of seeding new ventures with in-house talent.

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SUPPLEMENTS

EXHIBIT 2

EXHIBIT 2

**AUTOMOTIVE PARTS ANTITRUST LITIGATION, 12-MD-02311,
AIR CONDITIONING SYSTEMS, 2:13-CV-02701-MOB-MKM**

**REQUESTS FOR EXCLUSION FROM THE DIRECT
PURCHASER VALEO SETTLEMENT CLASS**

1. FORD MOTOR COMPANY and its wholly-owned divisions, subsidiaries and affiliates
2. GENERAL MOTORS LLC, GENERAL MOTORS COMPANY, GENERAL MOTORS HOLDINGS LLC and their subsidiaries and majority-owned affiliates
3. DAIMLER AG
4. DAIMLER TRUCKS NORTH AMERICA LLC, formerly known as Freightliner Corporation and Freightliner LLC
5. MERCEDES-BENZ U.S. INTERNATIONAL, INC.
6. NISSAN NORTH AMERICA, INC.
7. BMW MANUFACTURING CO. LLC, BMW CONSOLIDATION SERVICES CO. LLC