

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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	CASE NO. 12-MD-02311 HON. SEAN F. COX
In Re: BEARINGS CASES	
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS	2:12-cv-00501- SFC-RSW 2:15-cv-12068- SFC-RSW

**REPORT ON DISSEMINATION OF NOTICE TO THE
DIRECT PURCHASER SCHAEFFLER SETTLEMENT
CLASS OF SETTLEMENT CLASS COUNSEL'S
REQUEST FOR AN AWARD OF ATTORNEYS'
FEES, CLASS MEMBERS' RESPONSE,
AND RESPONSE TO OBJECTION**

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to the Court's Order dated August 30, 2021 (2:12-cv-00501, ECF No. 518) (the "Notice Order"), Settlement Class members' response to the notice program, and Response to Objection. As described more fully below, notice was mailed to 47,442 potential Settlement Class members and published in accordance with the Notice Order.

Settlement Class Counsel respond below to the single objection filed to their request for an award of attorneys' fees. In short, the objection asserts that one Notice (out of 47,442) was mailed to the wrong address. In fact, as demonstrated below and pursuant to the Notice Order, the notice was properly mailed in a diligent effort to provide notice to a potential class member and was therefore not sent in error. The lone, misplaced objection does not present a serious issue with regard to the quality of notice, and presents no substantial objection to the merits of the fee motion.

As of November 2, 2021, the balance of the Schaeffler settlement fund was \$6,445,199.05. Settlement Class Counsel seek an award of one-third of this amount, which is \$2,148,399.68.

Settlement Class Counsel respectfully submit that notice was appropriate and the absence of any substantial objection militates strongly in favor of approval of their request for an award of attorneys' fees.

I. DISSEMINATION OF NOTICE TO THE CLASS

Pursuant to the Court's Notice Order, on September 13, 2021, Epiq Class Action & Claims Solutions, Inc. ("Epiq"), the Notice and Claims Administrator retained by Direct Purchaser Plaintiffs, mailed 47,442 copies of the Notice of Settlement Class Counsel's Request for an Award of Attorneys' Fees (the "Notice") to potential Settlement Class members by first class mail, postage prepaid. Declaration of Tiffany Shroyer, 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/Bearings, a website dedicated to this litigation. *Id.* at ¶ 10.

Also, in accordance with the Notice Order, the Summary Notice of Settlement Class Counsel's Request for an Award of Attorneys' Fees ("Summary Notice") was published in *Automotive News* on September 20, 2021. Exhibit 1 at ¶ 9.

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

II. THE REACTION OF MEMBERS OF THE SETTLEMENT CLASS SUPPORTS APPROVAL OF THE REQUEST FOR AN AWARD OF ATTORNEYS' FEES

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, and related matters. *See 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).

Individual notice of the proposed settlements was mailed to 47,442 potential Settlement Class members identified by Defendants, and a copy of the Notice was (and remains) posted online at www.AutoPartsAntitrustLitigation.com/Bearings. The Summary Notice was published in *Automotive News* on September 20, 2021. As addressed below, Class Counsel received only one lone misplaced objection to their request for fees.

Accordingly, Plaintiffs respectfully submit that the absence of any substantial objections militates strongly in favor of approval of Settlement Class Counsel’s request for an award of attorneys’ fees.

III. ABSENCE OF SUBSTANTIAL OBJECTIONS TO THE REQUEST FOR AN AWARD OF ATTORNEYS’ FEES

Class Counsel received a single objection to their request for an award of attorneys’ fees, out of 47,442 notices mailed. The objection is neither substantial nor correct. Terex Utilities objects to the fee motion on the ground that Class Counsel mistakenly sent a Notice to a potential class member, Noble Construction Equipment Inc., at 200 Edenway Dr., White House, TN 37188-8146, which is now the address of Terex Utilities. Exhibit 2. Terex then contends, “As such, consider this an objection to paying attorney fees because the attorneys do not correctly determine the covered parties....By the lawyers sending letters to incorrect addresses no response could be expected, which would mistakenly indicate approval.” *Id.*

Terex's objection is not substantial and should be overruled. First, the claims administrator properly sent the notice to potential class member Noble Construction Equipment, Inc. at the above-mentioned address. Noble Construction Equipment, Inc. was listed in defendant's data, used by the claims administrator to create a mailing list of potential class members. See Exhibit 1 at ¶ 8. The claims administrator obtained the above-mentioned address for Noble Construction Equipment from a database of addresses from LexisNexis in 2020. *Id.*

The Settlement Class Period begins April 1, 2004. In the more than 17 years that have passed since then, some addresses have become obsolete. The claims administrator made diligent efforts to update addresses of potential class members. It would have been wrong for the claims administrator *not* to have mailed a notice to an apparent address of a potential class member it discovered in its research. Sending notices that miss the mark is inevitable and is preferable to not endeavoring to provide the best practicable notice, which the law requires. In short, the Terex objection does not cast any doubt on the quality or adequacy of the comprehensive notice program designed and executed by the claims administrator and approved by the Court.

Finally, the Terex objection does not raise a serious issue as to Class Counsel's motion for attorneys' fees. Out of more than 47,000 potential class members, the lone objection is based on an alleged incorrect mailing address. Class Counsel rely on their brief in support of their Motion for Attorneys' Fees to state the case for a reasonable attorneys' fee for the many years of work on behalf of the Class that resulted in the creation of the Settlement Fund.

IV. CONCLUSION

Based upon the foregoing, and for the reasons set forth in the Brief in Support of Direct Purchaser Plaintiffs' Motion for an Award of Attorneys' Fees (2:12-cv-00501, ECF No. 519), Class Counsel respectfully ask the Court to approve their request for an award of attorneys' fees.

DATED: November 8, 2021

Respectfully submitted,

/s/David H. Fink

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Nathan J. Fink (P75185)
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Direct Purchaser Plaintiffs' Counsel

CERTIFICATE OF SERVICE

I hereby certify that on November 8, 2021, 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. I also sent a copy of the filing via first class mail to the objector at the address listed in the objection: Terex Utilities c/o Michelle Breske, 200 Edenway Drive, White House, TN 37188.

By: /s/Nathan J. Fink
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EXHIBIT 1

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

_____	:	
IN RE: AUTOMOTIVE PARTS	:	CASE NO. 12-MD-02311
ANTITRUST LITIGATION	:	HON. SEAN F. COX
_____	:	
	:	
IN RE: BEARINGS CASES	:	
_____	:	
	:	
THIS RELATES TO:	:	2:12-cv-00501- SFC-RSW
ALL DIRECT PURCHASER CASES	:	2:15-cv-12068- SFC-RSW
_____	:	

**DECLARATION OF TIFFANY SHROYER RE DISSEMINATION OF NOTICE OF
CLASS COUNSEL'S REQUEST FOR AN AWARD OF ATTORNEYS' FEES**

I, Tiffany Shroyer, hereby declare as follows:

1. I am a Project Manager for Epiq Class Action & Claims Solutions, Inc. ("Epiq"), the Settlement Administrator in the above-captioned case. I am familiar with the actions taken by Epiq relating to this case, including the most recent Class Notice program. This declaration is based upon my personal knowledge and information provided by Defendants' counsel, Plaintiffs' counsel, and employees and staff under my supervision and is accurate and truthful to the best of my knowledge.

2. Epiq was established in 1968 as a client services and data processing company. Epiq has been administering bankruptcies since 1985 and settlements since 1993, including settlements of class actions, mass tort litigations, Securities and Exchange Commission enforcement actions, Federal Trade Commission disgorgement actions, insurance disputes, bankruptcies, and other major litigation.

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 EPIO’S RESPONSIBILITIES AS THE SETTLEMENT ADMINISTRATOR

4. Epiq’s responsibilities included the following:
 - a. Printing the Court-approved Notice of Settlement Class Counsel’s Request For an Award of Attorneys’ Fees (“Fee 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 Fee Notice by USPS First-class mail to putative Class Members, except the entities that requested exclusion from the Schaeffler Settlement Class;
 - d. Causing the Summary Publication Notice to be placed in one edition of *Automotive News*;
 - 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;
 - g. Maintaining an informational website that provides the public access to pertinent documents and settlement information.

FEES NOTICE

5. Epiq previously received lists of potential Settlement Class members from Settlement Class Counsel and mailed Class Notice to potential Class Members. In preparation for mailing the Fee Notice, Epiq submitted the names and addresses of those potential Class Members, except the entities that requested exclusion from the Schaeffler Settlement, 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 47,442 names and addresses of potential Class Members.

6. On September 13, 2021, Epiq mailed the Fee Notices by first class mail, postage prepaid, to the 47,442 potential Class Members. A copy of the Fee Notice is attached hereto as Exhibit A.

7. As of November 3, 2021, Epiq has received a total of 7,165 Fee Notices returned by the U.S. Postal Service as undeliverable and has remailed 51 Fee Notices to those records. As of November 3, 2021, there are 7,114 records that remain undeliverable.

8. Epiq sent a notice to potential class member Noble Construction Equipment, Inc. (“Noble Construction”) at 200 Edenway Dr., White House, TN 37188-8146 for three reasons: First, records for Noble Construction Equipment Inc. appeared in both the NTN and SKF data we used to create a database of potential class members; Second, we obtained that address for Noble Construction Equipment from a sophisticated, subscription-only, database of addresses maintained and updated by Lexis Nexis in 2020; and Third, before mailing the notice, we performed additional research in the National Change of Address Database, which was inconclusive with respect to the address we obtained from Lexis Nexis. When sending tens of thousands of pieces through the mail,

some addresses will turn out to be incorrect, which is a consequence of providing the best practicable notice as required by applicable law.

PUBLICATION NOTICE

9. Epiq caused the publication of the Summary Publication Notice in one edition of Automotive News on September 20, 2021. Confirmation of the publication and a copy of the Summary Publication Notice as it appeared in Automotive New are attached hereto as Exhibit B.

SETTLEMENT WEBSITE

10. On September 13, 2021, Epiq uploaded the Fee Notice to the public settlement website. The domain name for the website is www.AutoPartsAntitrustLitigation.com/Bearings.

11. Between September 13, 2021 and November 3, 2021, there were 999 page views and 256 unique visitors to the settlement website.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 8th day of November 2021 in McMinnville, Oregon.

Tiffany Shroyer

Tiffany Shroyer
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. SEAN F. COX
In Re: BEARINGS CASES	
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS	2:12-cv-00501-SFC-RSW 2:15-cv-12068-SFC-RSW

**NOTICE OF SETTLEMENT CLASS COUNSEL'S
REQUEST FOR AN AWARD OF ATTORNEYS' FEES**

TO: ALL DIRECT PURCHASERS OF BEARINGS IN THE UNITED STATES DIRECTLY FROM ANY OF THE DEFENDANTS FROM JANUARY 1, 2000 THROUGH MARCH 21, 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 purpose of this Notice is to inform you of Settlement Class Counsel's request for an award of attorneys' fees and a hearing thereon, and to provide information about that request. The Notice also advises you of your rights to object to the request.

BACKGROUND

Plaintiffs brought antitrust claims against bearings manufacturers. The litigation and the settlement with the Schaeffler Defendants relate to both automotive and industrial machinery Bearings purchased **directly** from a Defendant.

You were previously notified of the existence of this litigation, the nature of the Plaintiffs' claims, and a \$16,538,888 settlement (the "Schaeffler Settlement Fund") with Defendants Schaeffler Group USA Inc., Schaeffler Technologies AG & Co. KG (formerly Schaeffler Technologies GmbH & Co. KG), and FAG Kugelfischer GmbH (collectively, "Schaeffler"). On November 15, 2017, the Court approved the settlement and certified a Schaeffler Settlement Class.

At that time, Plaintiffs did not seek an award of attorneys' fees in connection with the Schaeffler settlement approval process, but they did ask the Court to permit them to use up to 20 percent of the Schaeffler settlement proceeds to pay litigation expenses, which included costs for expert witnesses, depositions, document reproduction and review, and other costs incurred in prosecuting the case. The Court granted Plaintiffs' motion by Order dated November 27, 2017.

Plaintiffs continued to prosecute the litigation against the remaining Defendants. Plaintiffs alleged that the Defendants engaged in anti-competitive conduct, including coordinated price increases to recover increased steel costs from all of their customers. Plaintiffs reviewed millions of pages of documents, took and defended scores of depositions both in the United States and overseas, and worked extensively with their experts in support of their motion for certification of a class of direct purchasers of Bearings from the Defendants in the United States and with respect to injury and damages.

Following extensive motion practice, depositions of the parties' experts, and hearings, the Court denied Defendants' motions to exclude the reports and testimony of Plaintiffs' experts. Subsequently, the Court denied Plaintiffs' class certification motion. Plaintiffs sought leave to appeal the Court's class decision, but that petition was denied.

WHO IS IN THE SCHAEFFLER SETTLEMENT CLASS?

The Schaeffler Settlement Class is defined as follows:

All individuals and entities (excluding any Defendant and its present and former parents, subsidiaries, and affiliates) that purchased Bearings in the United States directly from one or more Defendant from January 1, 2000 through March 21, 2017.

For purposes of the Schaeffler Settlement Class definition, the Defendants are: Schaeffler Group USA Inc.; Schaeffler Technologies GmbH & Co. KG (now Schaeffler Technologies AG & Co. KG); FAG Kugelfischer GmbH; JTEKT Corporation; Koyo Corporation of U.S.A.; Koyo France SA.; Koyo Deutschland GmbH; Nachi-Fujikoshi Corp.; Nachi America Inc.; Nachi Technology, Inc.; Nachi Europe GmbH; NSK Ltd.; NSK Americas, Inc.; NSK Europe Ltd.; NSK Corporation; AB SKF; SKF GmbH; SKF USA Inc.; NTN Corporation; NTN USA Corporation; NTN Walzlager GmbH; and NTN-SNR Roulements SA.

WHAT ARE SETTLEMENT CLASS COUNSEL REQUESTING?

Plaintiffs DALC Gear & Bearing Supply Corp., McGuire Bearing Company, and Sherman Bearings, Inc. were appointed by the Court to serve as Class Representatives for the Schaeffler Settlement Class. The Court 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 Class. These firms, together with other firms including Cera LLP and Cohen Milstein Sellers & Toll PLLC, which worked extensively with Co-Lead Settlement Class Counsel on this case, are referred to collectively as "Settlement Class Counsel."

On August 20, 2020, the Court granted Settlement Class Counsel's motion for reimbursement of litigation costs and expenses in the amount of \$6.5 million and authorized service awards of \$50,000 to the class representatives. No attorneys' fees for this settlement have been previously requested or awarded.

Settlement Class Counsel, together with other law firms that have worked on this litigation, now intend to file a motion for an award of attorneys' fees for their efforts in prosecuting this case since its inception, which will be available for you to review on the website for this litigation at www.AutoPartsAntitrustLitigation.com/Bearings. Settlement Class Counsel are requesting a fee award in the amount of one-third of the net Schaeffler Settlement Fund, which is currently approximately \$6.6 million.

If you are a member of the Schaeffler Settlement Class and you wish to object to the request for an award of attorneys' fees you must do so in writing in accordance with the procedures for objections set forth below. If you do not oppose Settlement Class Counsel's request, you do not need to do anything.

WHEN WILL THE COURT CONSIDER THIS MATTER AND HOW CAN I TELL THE COURT WHAT I THINK?

The Court will hold a hearing on November 18, 2021, at 2:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 272 (or such other courtroom as may be assigned for the hearing), to determine whether to approve Settlement Class Counsel's request for an award of attorneys' fees. If the Court believes that it is appropriate, the hearing may be conducted remotely by telephone or other electronic means. If the Court decides to hold the hearing remotely, Settlement Class Counsel will post that information on the website for this litigation (www.AutoPartsAntitrustLitigation.com/Bearings) and provide any 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. The Court may rule on the papers if no objections are timely filed.

If you remained a member of the Schaeffler Settlement Class and you wish to object to Settlement Class Counsel's request for an award of attorneys' fees, you must do so in writing at your own expense. Any objection must include the caption of this litigation, must be signed, and must be **filed no later than October 18, 2021**, 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 18, 2021**:

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Co-Lead Settlement Class Counsel

If you do not object to Settlement Class Counsel's request for an award of attorneys' fees, you do not need to appear at the hearing or take any other action.

WHAT SHOULD I DO IF I WANT MORE INFORMATION?

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 for a modest fee. Copies of the Settlement Agreements and certain other documents relevant to this litigation are available at www.AutoPartsAntitrustLitigation.com/Bearings. Questions concerning the Schaeffler settlement and Settlement Class Counsel's request for an award of attorneys' fees or anything else in this Notice 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: September 13, 2021

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 Bearings (Direct Purchaser)*

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:

9.20.2021 – Automotive News

X *Kathleen Komraus*

(Signature)

Media & Design Manager

(Title)

Automotive News

SEPTEMBER 20, 2021

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\$169/YEAR; \$6/COPY



MOTOR BELLA PREVIEW

An auto show is being held in the Motor City this week. Look past the shortage of big debuts and think of it as a template for a reimagined Detroit show of the future. | PAGES 18-26 |

Group 1's reach grows in deal for Prime stores

Move would boost digital and geographic footprint

Melissa Burden
mburden@crain.com

Group 1 Automotive Inc., in what would be one of largest dealership transactions in history and the second megadeal of the year, will expand its U.S. store count by a quarter and significantly increase its presence in the Northeast upon acquiring Prime Automotive Group, planned by late November.

The deal to buy the troubled Prime is Group 1's largest transaction to date, and it would accelerate the consolidation among dealership owners that's been a hallmark of the buy-sell market in 2021.

DONE DEALS
Publicly held Group 1 of Dealership buy-sell deals ramp up, with strong year end in sight | PAGE 32 |

Publicly held Group 1 of Houston, the nation's fourth-largest dealership group, said last week that it had signed an agreement to buy 30 dealerships, three collision centers and real estate for \$880 million from Prime, one of the largest privately owned groups in the country. The deal gives Group 1, which has a heavy concentration in Texas, increased geographic diversification and an additional base to build out AcceleRide, its digital retailing tool.

An announcement revealing Prime's destiny has been long anticipated. Prime's majority owner, GPB Capital Holdings, an alternative-asset management firm, has been marred by scandal and numerous lawsuits and faces allegations of conducting a Ponzi-like scheme by the U.S. Securities and Exchange Commission. The SEC in February filed a lawsuit against the firm, former CEO David Gentile

see **PRIME**, Page 42



future product pipeline

|| PART 9 OF AN 11-PART SERIES

Jeep SUVs, Ram's 1500 pickup and Dodge muscle cars are slated to go electric. But Fiat might soon be out of juice in the U.S.

| PAGES 28-29 |

AUTOMOTIVE NEWS ILLUSTRATION

RIPE FOR REVIVAL

New CEO Feuell stokes new hope for a Chrysler comeback

Vince Bond Jr.
vbond@crain.com

It was just 10 years ago when the Chrysler brand starred in one of the most memorable ads in automotive history.

Rapper Eminem touted the 200 sedan amid an inspirational narrative celebrating Detroit's resilience during a time of economic turmoil. It was a story of resurgence.

Today, Chrysler could use some of the hopeful energy that emanated from that Emmy-winning Super Bowl spot — and it has a new leader at the helm who dealers hope can shift the product-starved brand's fortunes in the Stellantis era.

Christine Feuell, a former global marketing strategist at Ford Motor Co., took over as CEO of Chrysler last week. She has the task of reviving a brand that has

been relegated to the declining minivan and large car segments for years as consumers gravitated to crossovers instead.

Some dealers see the move as a sign that Stellantis will give Chrysler the care — and investment — it needs after years of uncertainty about its future.

"I think it shows they're focusing their attention on what's important to them," Nick Grava, marketing and sales director for Grava Chrysler-Dodge-Jeep-Ram-SRT in Medford, Mass., told *Automotive News*. "It's going to take the full attention of someone to really give it the dedicated space to really expand and find its footing in the market."

Dave Kelleher, the

Stellantis National Dealer Council chairman, is impressed by the experience Feuell brings to Chrysler.

She most recently was chief commercial officer at Honeywell Intelligated after holding marketing leadership roles at seating supplier Adient and Johnson Controls. Feuell is the first woman to run one of the Fiat Chrysler Automobiles brands since Laura Soave's brief stint as North American head of Fiat ended in 2011.

Kelleher said the hiring shows that Stellantis is serious about

see **FEUELL**, Page 42

Feuell: Ex-Ford marketing strategist now leads the product-starved Chrysler brand




SIMONIZ
WHAT'S IN YOUR F&I DEPARTMENT?
GlassCoat
Ceramic Paint Protection
"The oldest name in car care with over 70% brand awareness."
Contact: Ben Fiorentini at bfiorentini@simoniz.com or (603) 531-1625

Tesla vet's goal: U.S.-based battery industry

Co-founder works to shift component production from Asia

Tom Randall
Bloomberg

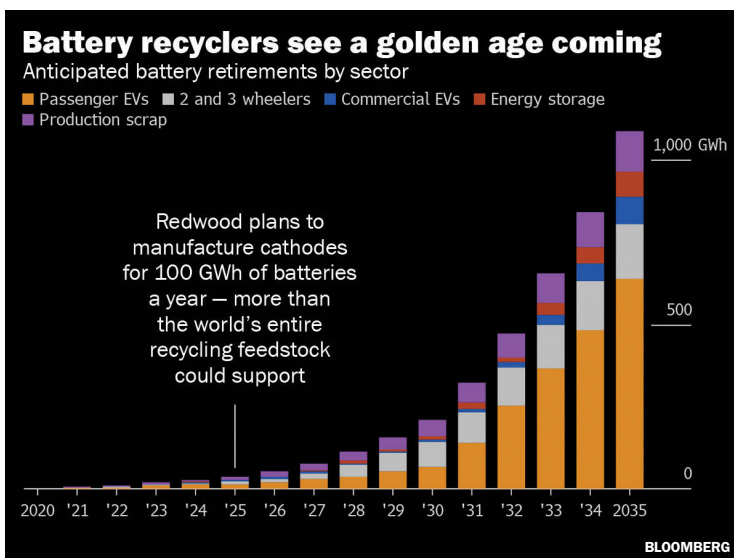
Redwood Materials Inc., the battery recycling company created by Tesla Inc. co-founder J.B. Straubel, has been keeping a big secret: It isn't really a recycling company.

Sure, Redwood has risen quickly to become the biggest lithium ion battery recycler in the U.S. But Straubel didn't leave Tesla in 2019 just to clean out America's junk drawers. His broader goal, described to Bloomberg for the first time, is to move a huge chunk of the battery-component industry from Asia to the U.S.

"It's both inspiring and terrifying to see so many nations and car companies announcing their shift to electric vehicles," Straubel said. "But there's a massive gap in what needs to happen."

To fill that gap, Straubel has set out to build one of the largest battery materials factories in the world. Redwood, which operates three facilities in Nevada, is searching for a location farther east to build a million-square-foot factory. At a cost of more than \$1 billion, according to Straubel, the addition will enable Redwood to become a major U.S. producer of cathodes. (Every battery has two electrodes, an anode and a cathode, between which trillions of charged lithium atoms travel. It's the cathode that largely determines a battery's cost, performance and environmental footprint.)

Straubel says the U.S. factory will produce material for 100 gigawatt-hours of batteries a year by the end of



2025 — enough for about 1.3 million long-range vehicles a year, on par with the biggest producers in Asia. By 2030, the facility will ramp up to 500 GWh a year, he says. At today's prices, that's \$25 billion of cathodes a year. Redwood plans to build a similar operation in Europe by 2023.

"These numbers sound insane, but when you look at what the market needs, I'm like holy cow — is this even aggressive enough?" Straubel says. "Somebody's got to do this. In fact, we need at least four companies doing similarly aggressive, crazy things all in the same timeline."

EVs make up just 4 percent of passenger-vehicle sales today, but the big flip is coming. At least 15 countries and 31 cities have announced timelines to phase out sales of internal combustion vehicles, beginning with Norway in 2025. Last month, President Joe Biden signed an executive order targeting half of U.S. auto sales to be electric by 2030. General

Motors has pledged to electrify all of its vehicles by 2035.

These EV promises are predicated on the economic force of falling battery prices. Every time the global supply of batteries doubles, the price of making them drops about 18 percent, according to data tracked by BloombergNEF. It's a learning curve driven by large investments in battery manufacturing such as Tesla's Gigafactory in Nevada. There's one glaring exception to this rule: battery materials.

China accounts for more than 80 percent of global battery components and materials production, BloombergNEF data show. While planned battery factories in the U.S. and Europe will help challenge Asia's dominance, they'll remain dependent on the region without huge new investments in basic battery components.

More than recycling

Straubel left Tesla, in part, because of his growing alarm over a looming



Straubel: Cathode factory will be Redwood's biggest endeavor by far

choke point in the global supply chain. Automakers were finally paying attention to battery manufacturing, he said, but were less interested in the components that go into them.

Redwood is pursuing three types of operation: recycling, manufacturing copper foils for anodes and producing cathodes. Recycling is done at headquarters in Carson City, Nev. The company recently broke ground on a 100-acre site in Story County, Nev., to make the delicate copper foils, a component in short supply. A cathode factory will be its biggest endeavor by far, Straubel says.

The company's target of 100 GWh in 2025 means it can no longer rely on recycled materials alone. Unlike some consumer electronics, there's a long lag between when EVs are made and when their batteries are ready to be recycled. The reuse of packs in secondary applications can further delay that. Today, EVs account for less than 10 percent of Redwood's recycling stock.

In the decades to come, Straubel is confident that recycled materials will be used for "close to 100 percent" of the world's battery production. Recycling is profitable, he said, and eventually companies that don't integrate recycling with refining and production won't be able to compete on cost.

Challengers are equally confident in the outlook, including Worcester, Mass.-based Battery Resources Inc., Canadian startup Li-Cycle Holdings Corp. and incumbents such as China's GEM Co.

Redwood's move into cathode production is a major development for the EV industry, according to BloombergNEF analyst James Frith. Not only is the cathode the biggest driver of costs, but it's the most polluting part of battery production. Consolidating the supply chain in the U.S. — and the technological improvements that will come with it — will dramatically reduce emissions.

"It would be one of the biggest cathode facilities in the world," Frith said. "If you're getting rid of that long supply chain, and you're not having to do as much virgin refining, you're cutting a huge chunk out of those emissions."

166 iPhones of cobalt

While companies wait for the first big wave of EVs to reach retirement, consumer electronics provide an effective substitute. For example, batteries from those devices contain considerably higher levels of cobalt, one of the most expensive and controversial

inputs for batteries. It would take 6,147 recycled iPhone batteries to provide enough lithium for a Tesla Model Y but just 166 iPhones to provide enough cobalt, according to BloombergNEF calculations.

In the U.S., it takes about 16,000 miles of driving before an EV becomes a net positive for the environment, according to BloombergNEF. Redwood's plan would nearly cut that in half, according to Frith. Consolidating the supply chain in the U.S. and using half recycled material would cut the emissions from battery-pack manufacturing by at least 41 percent.

Urban mining

Since Straubel left Tesla, Redwood has taken over more than half of the U.S. market for lithium ion battery recycling. It struck battery-waste deals with Amazon.com Inc., electric bus maker Proterra Inc., Specialized Bicycle Components Inc. and an exclusive deal with the largest electronics consolidator in North America, Electronics Recycling Services.

Before Redwood, most U.S. recycling shops simply ground up the batteries into a crude powder known as "black mass" for easy transportation, then shipped those materials overseas to be refined and processed, according to Jeffrey Spangenberg, director of the Department of Energy's ReCell Center for battery recycling research. That's better than not recycling at all, but it still takes a heavy environmental toll and doesn't reduce dependence on foreign suppliers.

"We want to buy these materials once and then keep them here," he said. "The recycler and the manufacturer together — if that can be done under one roof, then we're answering two questions at once."

There's a reason Straubel is being listened to: He was the mastermind behind Tesla's battery strategy from the first time Elon Musk approached him, following an engineering talk at Stanford University in 2003.

When Straubel left Tesla, he took with him Kevin Kassekert, another key confidant of Musk, as COO of the new company. Kassekert was in charge of building Tesla's sprawling Gigafactory in Sparks, Nev.

Now, he aims to do the same thing for battery materials at Redwood. "In 2013, there wasn't any major battery manufacturing in the U.S.," Kassekert said. "Fast-forward eight years, and there's not a lot of battery component manufacturing in the U.S. We're focused on filling that void."

Redwood has raised roughly \$740 million in two investment rounds since 2020. Investors include Goldman Sachs Asset Management, Amazon's Climate Pledge Fund and Bill Gates' Breakthrough Energy Ventures. A \$700 million capital raise in July valued Redwood at about \$3.7 billion.

Straubel declined to disclose the size of his personal stake — he was a major investor in each funding round. "This is fun and rewarding to me, it's where I want to invest."

The company's next steps, he said, will require significantly more money than it has raised so far, and options are being explored. But he's not ready yet for an initial stock offering.

"It's not off the table, but we'd prefer to grow the company in other ways for a little bit longer." **AN**

LEGAL NOTICE

IF YOU PURCHASED BEARINGS IN THE UNITED STATES DIRECTLY FROM JTEKT, NACHI, NSK, NTN, SCHAEFFLER, OR SKF BETWEEN JANUARY 1, 2000 AND MARCH 21, 2017, YOUR LEGAL RIGHTS MAY BE AFFECTED BY PROCEEDINGS RELATED TO A SETTLEMENT WITH THE SCHAEFFLER DEFENDANTS

A \$16.54 million settlement was approved by the Court in *In re Automotive Parts Antitrust Litigation*, Master File No.12-md-02311, 2:12-cv-00501 (E.D. Mich.), and DALC Gear & Bearing Supply Corp., et al. v. Koyo France SA, et al., No. 2:15-12068 (E.D. Mich.), with Defendants Schaeffler Group USA Inc., Schaeffler Technologies AG & Co. KG (formerly Schaeffler Technologies GmbH & Co. KG), and FAG Kugelfischer GmbH (collectively, "Schaeffler" or the "Schaeffler Defendants"). Settlement Class Counsel have requested an award of attorneys' fees out of the net settlement proceeds.

What is the lawsuit about? This class action litigation involves Bearings purchased in the United States directly from a Defendant (as defined below). This litigation relates to automotive and industrial machinery bearings.

You were previously notified of the existence of this class action, the nature of the Plaintiffs' claims, and the proposed settlement with the Schaeffler Defendants. The Court has approved the settlement with Schaeffler.

Who is included? The Direct Purchaser Schaeffler Settlement Class is defined as follows:

All individuals and entities (excluding any Defendant and its present and former parents, subsidiaries, and affiliates) that purchased Bearings in the United States directly from one or more Defendant from January 1, 2000 through March 21, 2017.

For purposes of the Schaeffler Settlement Class definition, the Defendants are: Schaeffler Group USA Inc.; Schaeffler Technologies GmbH & Co. KG (now Schaeffler Technologies AG & Co. KG); FAG Kugelfischer GmbH; JTEKT Corporation; Koyo Corporation of U.S.A.; Koyo France SA.; Koyo Deutschland GmbH; Nachi-Fujikoshi Corp.; Nachi America Inc.; Nachi Technology, Inc.; Nachi Europe GmbH; NSK Ltd.; NSK Americas, Inc.; NSK Europe Ltd.; NSK Corporation; AB SKF; SKF GmbH; SKF USA Inc.; NTN Corporation; NTN USA Corporation; NTN Walzlager GmbH; and NTN-SNR Roulements SA.

The Class Representatives for the Schaeffler Settlement Class are DALC Gear & Bearing Supply Corp., McGuire Bearing Company, and Sherman Bearings, Inc. 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. are "Co-Lead Settlement Class Counsel" for the Settlement Class. These firms, together with other firms including Cera LLP and Cohen Milstein Sellers & Toll PLLC, which worked extensively with Co-Lead Settlement Class Counsel on this case, are referred to collectively as "Settlement Class Counsel."

Your rights may be affected. A Notice of Settlement Class Counsel's Request for an Award of Attorneys' Fees (the "Notice") was mailed to Schaeffler Settlement Class members on or about September 13, 2021. If you did not receive the Notice, you may obtain a copy on the internet at www.AutoPartsAntitrustLitigation.com/Bearings, or by calling or writing to the claims administrator: Bearings Direct Purchaser Antitrust Litigation, P.O. Box 4230, Portland, OR 97208-4230.

If you remained a member of the Schaeffler Settlement Class and you wish to object to Settlement Class Counsel's request for an award of attorneys' fees, you may do so by following the procedures set forth in the Notice. **Your objection must be filed no later than October 18, 2021.**

The Court has scheduled a hearing on November 18, 2021, to consider Settlement Class Counsel's request for an award of attorneys' fees. The hearing may be conducted remotely by telephone or other electronic means. If the hearing is held remotely, Settlement Class Counsel will post that information on the website for the direct purchaser litigation (www.AutoPartsAntitrustLitigation.com/Bearings) and give any class member that has informed the Court that it intends to participate the information required to do so remotely. The hearing may be rescheduled without further notice to you. The Court may rule on the papers if no objections are timely filed. If you believe you are a member of the Schaeffler Settlement Class, you are urged to obtain a copy of the Notice, which explains your rights.

If you have questions regarding the settlement or related matters you may contact any of the Settlement Class Counsel identified above.

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

Dated: September 20, 2021

BY ORDER OF:

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

EXHIBIT 2

6



Clerk of US Court Eastern District of MI, Southern Division,
Theodore Levin US Courthouse
231 West Lafayette Boulevard
Detroit MI, 48226

Subject: Case No. 12-MD-02311 HON. SEAN F. COX

“Attention Clerk of Court:
The address on the returned letter was sent to an address which is not Noble
Construction Equipment.

As such, consider this an objection to paying attorney fees because the attorneys do not
correctly determine the covered parties.

By the lawyers sending letters to incorrect addresses no response could be expected,
which would mistakenly indicate approval.”

Dated: September 21, 2021

Michelle Breske

Branch Manager, Terex Utilities
200 Edenway Drive
White House, TN 37188

RECEIVED
OCT 04 2021
SEAN F. COX
U.S. DISTRICT JUDGE

Terex Utilities
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Fax +1 615 616 1290
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UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION
In Re: BEARINGS CASES
THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS

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

**2:12-cv-00501-SFC-RSW
2:15-cv-12068-SFC-RSW**

**NOTICE OF SETTLEMENT CLASS COUNSEL'S
REQUEST FOR AN AWARD OF ATTORNEYS' FEES**

TO: ALL DIRECT PURCHASERS OF BEARINGS IN THE UNITED STATES DIRECTLY FROM ANY OF THE DEFENDANTS FROM JANUARY 1, 2000 THROUGH MARCH 21, 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 purpose of this Notice is to inform you of Settlement Class Counsel's request for an award of attorneys' fees and a hearing thereon, and to provide information about that request. The Notice also advises you of your rights to object to the request.

BACKGROUND

Plaintiffs brought antitrust claims against bearings manufacturers. The litigation and the settlement with the Schaeffler Defendants relate to both automotive and industrial machinery Bearings purchased directly from a Defendant.

You were previously notified of the existence of this litigation, the nature of the Plaintiffs' claims, and a \$16,538,888 settlement (the "Schaeffler Settlement Fund") with Defendants Schaeffler Group USA Inc., Schaeffler Technologies AG & Co. KG (formerly Schaeffler Technologies GmbH & Co. KG), and FAG Kugelfischer GmbH (collectively, "Schaeffler"). On November 15, 2017, the Court approved the settlement and certified a Schaeffler Settlement Class.

At that time, Plaintiffs did not seek an award of attorneys' fees in connection with the Schaeffler settlement approval process, but they did ask the Court to permit them to use up to 20 percent of the Schaeffler settlement proceeds to pay litigation expenses, which included costs for expert witnesses, depositions, document reproduction and review, and other costs incurred in prosecuting the case. The Court granted Plaintiffs' motion by Order dated November 27, 2017.

Plaintiffs continued to prosecute the litigation against the remaining Defendants. Plaintiffs alleged that the Defendants engaged in anti-competitive conduct, including coordinated price increases to recover increased steel costs from all of their customers. Plaintiffs reviewed millions of pages of documents, took and defended scores of depositions both in the United States and overseas, and worked extensively with their experts in support of their motion for certification of a class of direct purchasers of Bearings from the Defendants in the United States and with respect to injury and damages.



Following extensive motion practice, depositions of the parties' experts, and hearings, the Court denied Defendants' motions to exclude the reports and testimony of Plaintiffs' experts. Subsequently, the Court denied Plaintiffs' class certification motion. Plaintiffs sought leave to appeal the Court's class decision, but that petition was denied.

WHO IS IN THE SCHAEFFLER SETTLEMENT CLASS?

The Schaeffler Settlement Class is defined as follows:

All individuals and entities (excluding any Defendant and its present and former parents, subsidiaries, and affiliates) that purchased Bearings in the United States directly from one or more Defendant from January 1, 2000 through March 21, 2017.

For purposes of the Schaeffler Settlement Class definition, the Defendants are: Schaeffler Group USA Inc.; Schaeffler Technologies GmbH & Co. KG (now Schaeffler Technologies AG & Co. KG); FAG Kugelfischer GmbH; JTEKT Corporation; Koyo Corporation of U.S.A.; Koyo France SA.; Koyo Deutschland GmbH; Nachi-Fujikoshi Corp.; Nachi America Inc.; Nachi Technology, Inc.; Nachi Europe GmbH; NSK Ltd.; NSK Americas, Inc.; NSK Europe Ltd.; NSK Corporation; AB SKF; SKF GmbH; SKF USA Inc.; NTN Corporation; NTN USA Corporation; NTN Walzlager GmbH; and NTN-SNR Roulements SA.

WHAT ARE SETTLEMENT CLASS COUNSEL REQUESTING?

Plaintiffs DALC Gear & Bearing Supply Corp., McGuire Bearing Company, and Sherman Bearings, Inc. were appointed by the Court to serve as Class Representatives for the Schaeffler Settlement Class. The Court 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 Class. These firms, together with other firms including Cera LLP and Cohen Milstein Sellers & Toll PLLC, which worked extensively with Co-Lead Settlement Class Counsel on this case, are referred to collectively as "Settlement Class Counsel."

On August 20, 2020, the Court granted Settlement Class Counsel's motion for reimbursement of litigation costs and expenses in the amount of \$6.5 million and authorized service awards of \$50,000 to the class representatives. No attorneys' fees for this settlement have been previously requested or awarded.

Settlement Class Counsel, together with other law firms that have worked on this litigation, now intend to file a motion for an award of attorneys' fees for their efforts in prosecuting this case since its inception, which will be available for you to review on the website for this litigation at www.AutoPartsAntitrustLitigation.com/Bearings. Settlement Class Counsel are requesting a fee award in the amount of one-third of the net Schaeffler Settlement Fund, which is currently approximately \$6.6 million.

If you are a member of the Schaeffler Settlement Class and you wish to object to the request for an award of attorneys' fees you must do so in writing in accordance with the procedures for objections set forth below. If you do not oppose Settlement Class Counsel's request, you do not need to do anything.

WHEN WILL THE COURT CONSIDER THIS MATTER AND HOW CAN I TELL THE COURT WHAT I THINK?

The Court will hold a hearing on November 18, 2021, at 2:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 272 (or such other courtroom as may be assigned for the hearing), to determine whether to approve Settlement Class Counsel's request for an award of attorneys' fees. If the Court believes that it is appropriate, the hearing may be conducted remotely by telephone or other electronic means. If the Court decides to hold the hearing remotely, Settlement Class Counsel will post that information on the website for this litigation (www.AutoPartsAntitrustLitigation.com/Bearings) and provide any 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. The Court may rule on the papers if no objections are timely filed.

If you remained a member of the Schaeffler Settlement Class and you wish to object to Settlement Class Counsel's request for an award of attorneys' fees, you must do so in writing at your own expense. Any objection must include the caption of this litigation, must be signed, and must be **filed no later than October 18, 2021**, 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 18, 2021**:

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

Joseph C. Kohn
KOHN, SWIFT & 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.
2001 Market Street, Suite 3420
Philadelphia, PA 19103
Telephone: (215) 496-0300

Co-Lead Settlement Class Counsel

If you do not object to Settlement Class Counsel's request for an award of attorneys' fees, you do not need to appear at the hearing or take any other action.

WHAT SHOULD I DO IF I WANT MORE INFORMATION?

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 for a modest fee. Copies of the Settlement Agreements and certain other documents relevant to this litigation are available at www.AutoPartsAntitrustLitigation.com/Bearings. Questions concerning the Schaeffler settlement and Settlement Class Counsel's request for an award of attorneys' fees or anything else in this Notice 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: September 13, 2021

BY ORDER OF:

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





UTILITIES

200 Edenway
White House, TN 37188

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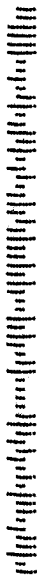


9/21/21

Clerk of US Court Eastern District of MI, Southern
Theodore Levin US Courthouse
231 West Lafayette BLVD
Detroit MI, 48226

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