

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

**IN RE AUTOMOTIVE PARTS ANTITRUST  
LITIGATION**

**CASE NO. 12-MD-02311**

**In Re: HEATER CONTROL PANELS CASES**

**HON. MARIANNE O. BATTANI**

**THIS RELATES TO:**

**2:12-cv-00401-MOB-MKM**

**ALL DIRECT PURCHASER ACTIONS**

**2:17-cv-11109-MOB-MKM**

**NOTICE**

**NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTION WITH SUMITOMO, ALPS AND TOKAI RIKA DEFENDANTS, AND HEARING ON:**

- (1) APPROVAL OF PROPOSED SETTLEMENTS;**
- (2) PLAN OF DISTRIBUTION OF THE SETTLEMENT FUND; AND**
- (3) MOTION OF SETTLEMENT CLASS COUNSEL FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION COSTS AND EXPENSES, AND INCENTIVE PAYMENTS TO THE CLASS REPRESENTATIVES**

**TO:** ALL INDIVIDUALS AND ENTITIES THAT PURCHASED HEATER CONTROL PANELS IN THE UNITED STATES DIRECTLY FROM ONE OR MORE DEFENDANTS, ANY CURRENT OR FORMER SUBSIDIARY OF ANY DEFENDANT, OR ANY ALLEGED CO-CONSPIRATORS OF THE DEFENDANTS FROM JANUARY 1, 2000 THROUGH MARCH 23, 2017.

PLEASE READ THIS NOTICE CAREFULLY. YOUR LEGAL RIGHTS MAY BE AFFECTED BY LITIGATION NOW PENDING IN THIS COURT.

**WHAT IS THE PURPOSE OF THIS NOTICE AND WHY WAS IT SENT TO ME?**

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Eastern District of Michigan, Southern Division (the "Court"). The purpose of this Notice is to inform you of a hearing before the Court to consider:

- (1) Proposed settlements with Defendants Sumitomo Electric Industries, Ltd., Sumitomo Wiring Systems, Ltd., and Sumitomo Electric Wiring Systems, Inc. (collectively, "Sumitomo"); Defendants Alps Electric Co., Ltd., Alps Electric (North America), Inc., and Alps Automotive Inc. (collectively, "Alps"); and Defendants Tokai Rika Co., Ltd. and TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc. (collectively, "Tokai Rika") (all Defendants referenced in this paragraph are collectively referred to as the "Settling Defendants");
- (2) A proposed plan of distribution of Sumitomo, Alps and Tokai Rika settlement proceeds to Settlement Class members and a proposed Claim Form that you may submit in order to share in the settlement proceeds; and
- (3) Settlement Class Counsel's motion for an award of attorneys' fees and reimbursement of litigation costs and expenses, and incentive payments to the Class Representatives.

This Notice provides information concerning the proposed settlements, the proposed plan of distribution, and the motion for attorneys' fees and reimbursement of litigation costs and expenses, and incentive payments. The Notice also advises you of your rights to participate in the settlement claims process; exclude yourself from any or all of the Settlement Classes; and object to the terms of the proposed settlements, the plan of distribution, and the requests for fees, costs and expenses, and incentive payments to the Class Representatives in connection with the Court hearing on these matters.

## BACKGROUND

Plaintiff has reached settlements with the Sumitomo Defendants, the Alps Defendants and the Tokai Rika Defendants totaling \$5,704,000. Under the terms of the proposed settlements, Sumitomo will pay a total of \$579,000 (the "Sumitomo Settlement Fund"), Alps will pay a total of \$3,250,000 (the "Alps Settlement Fund"), and Tokai Rika will pay a total of \$1,875,000 (the "Tokai Rika Settlement Fund") (the three settlement funds are collectively referred to as the "HCP Settlement Fund"), and all of the Settling Defendants will provide cooperation to assist Plaintiffs in the prosecution of the claims against the remaining Defendants.

This litigation, and the proposed settlements, are part of coordinated legal proceedings involving a number of parts used in motor vehicles. This litigation and the proposed settlements relate solely to Heater Control Panels purchased in the United States **directly** from a Defendant or any co-conspirator of a Defendant. For purposes of the proposed settlements, Heater Control Panels (also referred to as climate control panels) means the operational panels with buttons and switches controlling the climate of the interior environment of the vehicle and are typically located in the center of a motor vehicle. These proposed settlements do not relate to, and have no effect upon, cases involving any product other than Heater Control Panels.

If you are a member of the Sumitomo, Alps or Tokai Rika Settlement Classes (defined below), you have the rights and options summarized here:

- You may remain in any or all of the Sumitomo, Alps and Tokai Rika Settlement Classes and be eligible to share in the Sumitomo, Alps and/or Tokai Rika Settlement Funds under a claims procedure that will be instituted in the future;
- You may exclude yourself from the any or all of the Sumitomo, Alps and Tokai Rika Settlement Classes, in which case you will **not** be bound by any settlement from which you exclude yourself and will **not** be eligible to share in the proceeds of that settlement;
- If you remain in the Sumitomo or Alps or Tokai Rika Settlement Classes, you may object to that proposed settlement, to the proposed plan of distribution of the HCP Settlement Fund, or to Settlement Class Counsel's request for an award of attorneys' fees and reimbursement of litigation costs and expenses, and incentive payments to the Class Representatives. You may also appear at the hearing where the Court will consider these matters;
- You may enter an appearance in the litigation through your own counsel at your own expense; and
- Any Settlement Class member who wishes to participate in the distribution of the Sumitomo, Alps and Tokai Rika Settlement Funds must complete and submit a copy of the Claim Form, **postmarked no later than November 21, 2018**.

## WHO IS IN THE SETTLEMENT CLASSES?

The Court has provisionally certified a Direct Purchaser Sumitomo Settlement Class ("Sumitomo Settlement Class"), Direct Purchaser Alps Settlement Class (the "Alps Settlement Class"), and a Direct Purchaser Tokai Rika Settlement Class (the "Tokai Rika Settlement Class") for the purpose of disseminating notice of the proposed Sumitomo, Alps and Tokai Rika settlements.

The Sumitomo Settlement Class is defined as follows:

All individuals and entities (excluding Defendants and their present and former parents, subsidiaries, and affiliates) that purchased Heater Control Panels in the United States directly from one or more Defendants, any current or former subsidiary of any Defendant, or any alleged co-conspirator of the Defendants from January 1, 2000 through December 13, 2016.

The Alps Settlement Class is defined as follows:

All individuals and entities (excluding Defendants and their present and former parents, subsidiaries, and affiliates) that purchased Heater Control Panels in the United States direct from one or more Defendants from January 1, 2000 through March 23, 2017.

The Tokai Rika Settlement Class is defined as follows:

All individuals and entities who purchased Heater Control Panels in the United States directly from one or more of the Defendants or their co-conspirators (or their controlled subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 23, 2017. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

For purposes of the Settlement Class definitions set forth above, the Defendants are Alps Electric Co., Ltd.; Alps Electric (North America), Inc.; Alps Automotive Inc.; Denso Corporation; Denso International America, Inc.; Sumitomo Electric Industries, Ltd.; Sumitomo Wiring Systems, Ltd.; Sumitomo Electric Wiring Systems, Inc.; Tokai Rika Co., Ltd.; and TRAM, Inc.

Plaintiff Tiffin Motor Homes, Inc. has been appointed by the Court to serve as “Class Representative” for the Sumitomo, Alps and Tokai Rika Settlement Classes. The Court has appointed the law firms of Freed Kanner London & Millen LLC, Kohn, Swift & Graf, P.C., Preti, Flaherty, Beliveau & Pachios LLP, and Spector Roseman & Kodroff, P.C. to serve as “Settlement Class Counsel” for the Settlement Classes.

## WHAT IS THIS LITIGATION ABOUT?

In 2012, Plaintiff filed a class action lawsuit against Denso on behalf of a class of direct purchasers of Heater Control Panels, alleging that Denso engaged in a conspiracy to suppress and eliminate competition by agreeing to fix, maintain, or stabilize prices, rig bids and allocate the supply of Heater Control Panels sold in the United States. Plaintiff further alleged that as a result of the conspiracy, it and other direct purchasers of Heater Control Panels were injured by paying more than they would have paid in the absence of the alleged illegal conduct. In 2013, Plaintiff filed an Amended Class Action Complaint naming Sumitomo and Tokai Rika as additional defendants. In 2017, Plaintiff filed a separate Class Action Complaint, naming the Alps defendants.

Sumitomo, Alps and Tokai Rika all deny Plaintiff’s allegations and liability, and have asserted defenses to Plaintiff’s claims. Defendants have agreed to settle this matter to avoid the expense and burden of further litigation. The Court has not issued any findings or rulings with respect to the merits of Plaintiff’s claims or Defendants’ defenses. These settlements are with Sumitomo, Alps and Tokai Rika only. Plaintiff is continuing to prosecute the case against the Denso Defendants.

## WHAT RELIEF DO THE PROPOSED SETTLEMENTS PROVIDE?

Plaintiff, on behalf of the Sumitomo Settlement Class, entered into a settlement agreement with Sumitomo on December 13, 2016 (the “Sumitomo Settlement Agreement”), under which Sumitomo has agreed to pay \$579,000. Pursuant to the Sumitomo Settlement Agreement, Sumitomo also agreed to cooperate with Plaintiff in the prosecution of the lawsuit against non-settling Defendants.

Plaintiff, on behalf of the Alps Settlement Class, entered into a settlement with Alps on March 23, 2017 (the “Alps Settlement Agreement”), under which Alps agreed to pay \$3,250,000. The Alps Settlement Agreement gives Alps the right to reduce the amount of the settlement, but in no event to an amount less than \$500,000, based on valid requests for exclusion by certain members of the Alps Settlement Class. Alps has also agreed to cooperate with Plaintiff in the continuing prosecution of non-settling Defendants.

Plaintiff, on behalf of the Tokai Rika Settlement Class, entered into a settlement agreement with Tokai Rika on February 27, 2018 (the “Tokai Rika Settlement Agreement”), under which Tokai Rika has agreed to pay \$1,875,000. The Tokai Rika Settlement Agreement gives Tokai Rika the right to reduce the amount of the settlement, but in no event to an amount less than \$1,650,000, based on valid requests for exclusion by certain members of the Tokai Rika Settlement Class. Tokai Rika has also agreed to cooperate with Plaintiff in the continuing prosecution of non-settling Defendants.

This Notice is only a summary of the terms of the proposed settlements. The Sumitomo, Alps and Tokai Rika Settlement Agreements contain other important provisions, including the release of certain claims against Sumitomo, Alps and Tokai Rika (and companies and people affiliated with them). For the complete terms of the settlements, you are referred to the settlement agreements, which are on file with the Clerk of Court and are available on-line at [www.AutoPartsAntitrustLitigation.com](http://www.AutoPartsAntitrustLitigation.com). The proposed settlements must receive final approval by the Court to become effective.

If you wish to object to the approval of any of the settlements, you may do so, but only in accordance with the procedures set forth below. If you do not object to a settlement, you do not need to take any action at this time to indicate your support for, or lack of objection to, that settlement.

### **HOW DO I REMAIN IN THE SETTLEMENT CLASSES, WHAT HAPPENS IF I DO, AND HOW DO I FILE A CLAIM FORM?**

If you are a member of any of the Sumitomo, Alps or Tokai Rika Settlement Classes as defined above, you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in a Settlement Class, you do not need to take any action at this time with respect to that Settlement Class and your interests will be represented by the Class Representatives and by Settlement Class Counsel. **In order to share in the proceeds of any of the Sumitomo, Alps or Tokai Rika settlements, however, you must complete and timely return a copy of the Claim Form that is included with this Notice. Any Claim Form submitted electronically must be submitted on or before November 21, 2018. Any Claim Form submitted via mail must be postmarked on or before November 21, 2018.** You will have no responsibility to individually pay attorneys' fees or expenses. Any such fees and expenses will be paid solely from amounts obtained from the Defendants, whether by settlement or judgment, and must be approved by the Court after notice to you and a hearing. If you choose, you may also have your own attorney enter an appearance on your behalf and at your expense.

If you remain in any of the Sumitomo, Alps or Tokai Settlement Classes and the proposed settlement with that Defendant is approved and becomes effective, you will be bound by its terms, including the release provisions, whether or not you receive a share of the settlement proceeds attributable to that settlement.

### **HOW WILL THE SETTLEMENT FUNDS BE DISTRIBUTED?**

The HCP Settlement Fund, with accrued interest, less any amounts approved by the Court for payment of attorneys' fees, litigation and settlement administration costs and expenses, and incentive payments to Class Representatives, and less any reductions based upon valid requests for exclusion by members of the Alps or Tokai Rika Settlement Classes (the "Net HCP Settlement Fund"), will be distributed among the members of the Settlement Classes who complete and timely return a copy of the Claim Form that is included with this Notice. Any Claim Form submitted electronically must be submitted **on or before November 21, 2018**. Any Claim Form submitted via mail must be **postmarked on or before November 21, 2018**. The Net HCP Settlement Fund will be distributed pro rata to all Claimants based upon their **direct** purchases in the United States from Defendants or their co-conspirators during the applicable Class Period(s). The distribution will take place as soon as practicable after review, determination, and audit of the Claim Forms by the Settlement Administrator and approval by the Court of the Settlement Administrator's recommendations as to the amounts to be paid to the Claimants.

**Do not dispose of any document that reflects your purchases of Heater Control Panels in the United States directly from any Defendant during the period from January 1, 2000 through March 23, 2017. You may need those documents to complete and substantiate your Claim Form, which will be subject to inquiry and verification.**

### **WHAT IF I DO NOT WANT TO REMAIN IN ONE OR MORE OF THE SETTLEMENT CLASSES?**

You may exclude yourself from any or all of the three Settlement Classes. If you wish to exclude yourself from any or all of the Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than October 5, 2018**, to Settlement Class Counsel, and to counsel for Settling Defendants, at the addresses set forth below, and to the following address:

Heater Control Panels Direct Purchaser Antitrust Litigation  
P.O. Box 3518  
Portland, OR 97208-3518

Your request for exclusion must identify the Settlement Class or Classes from which you are seeking exclusion and must include the full name and address of the purchaser (including any predecessor or successor entities and any trade names). You are also requested to identify the Defendant(s) from which you purchased Heater Control Panels during the Class Period for the Settlement Class from which you seek exclusion, the Heater Control Panels purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from any or all of the three Settlement Classes, you will not be bound by any decision concerning the Settlement Class or Classes from which you exclude yourself and you may pursue individually any claims you may have against that Defendant (at your own expense), but you will not be eligible to share in the settlement proceeds attributable to that Defendant.

## REQUEST FOR ATTORNEYS' FEES AND EXPENSES, AND INCENTIVE PAYMENTS

The Court has appointed the law firms identified above as Settlement Class Counsel. These law firms, together with other firms that have worked on this litigation, will file a petition for an award of attorneys' fees and reimbursement of their costs and expenses in prosecuting the case. The request of Settlement Class Counsel for attorneys' fees will not exceed 33 1/3 percent of the HCP Settlement Fund.

Settlement Class Counsel will also request incentive payments to Tiffin Motor Homes, Inc. and SLTNTRST LLC, who were appointed by the Court to serve as Class Representatives for the Sumitomo and Alps Settlement Classes, in the total amount of \$75,000.

The application for attorneys' fees and litigation costs and expenses and incentive payments will be filed on or before September 17, 2018. If you remain a member of any of the three Settlement Classes and you wish to object to the requests for fees and expenses or incentive payments, you must do so in writing in accordance with the procedures for objections set forth below. If you do not oppose any of these requests, you do not need to take any action in that regard.

## WHEN WILL THE COURT CONSIDER THESE MATTERS AND HOW CAN I TELL THE COURT WHAT I THINK ABOUT THE SETTLEMENTS?

The Court will hold a hearing on **November 8, 2018, at 12:00 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 to approve the proposed Sumitomo, Alps and Tokai Rika settlements; the proposed plan of distribution of the HCP Settlement Fund; and Settlement Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation costs and expenses and incentive payments. The hearing may be rescheduled, continued or adjourned, and the courtroom assigned for the hearing may be changed, without further notice to you.

If you remain a member of the Sumitomo, Alps or Tokai Rika Settlement Classes and you wish to object to that proposed settlement, or to the proposed plan of distribution of the HCP Settlement Fund, or to Settlement Class Counsel's requests for an award of attorneys' fees and reimbursement of litigation costs and expenses, and incentive payments, you must do so in writing and at your own expense. Any such objection must include the caption of this litigation, must be signed, and must be **filed no later than October 5, 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 October 5, 2018**:

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

Joseph C. Kohn  
KOHNSWIFT & 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 04112-9546  
Telephone: (207) 791-3000

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

*Co-Lead Counsel for the Direct Purchaser Settlement Classes*

Marguerite M. Sullivan  
LATHAM & WATKINS LLP  
555 Eleventh Street NW, Suite 1000  
Washington, D.C. 20004  
Telephone: (202) 637-1027

*Counsel for the Sumitomo Defendants*

Anita F. Stork  
COVINGTON & BURLING LLP  
One Front Street  
35<sup>th</sup> Floor  
San Francisco, CA 94111  
Telephone: (415) 591-6000

*Counsel for the Alps Defendants*

W. Todd Miller  
BAKER & MILLER PLLC  
2401 Pennsylvania Ave., NW  
Suite 300  
Washington, D.C. 20037  
Telephone: (202) 663-7820

*Counsel for the Tokai Rika Defendants*

If you do not object to any of the proposed settlements, or to the related matters set forth above, you do not need to appear at the hearing or take any other action at this time. **You must, however, complete and timely submit a Claim Form if you wish to share in the distribution of the HCP Settlement Fund.**

**WHAT SHOULD I DO IF I WANT ADDITIONAL INFORMATION OR IF MY ADDRESS CHANGES?**

If this Notice reached you at an address other than the one on the mailing label, or if your address changes, please send your correct address to Heater Control Panels Direct Purchaser Antitrust Litigation, P.O. Box 3518, Portland, OR 97208-3518.

The Settlement Agreements, Complaints, and other public documents filed in this litigation are available for review during normal business hours at the offices of the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and through the Court's Public Access to Court Electronic Records (PACER) system after registration and payment of a modest fee. Copies of the Settlement Agreements and certain other documents relevant to this litigation are available at [www.AutoPartsAntitrustLitigation.com](http://www.AutoPartsAntitrustLitigation.com). Questions concerning the proposed Sumitomo and/or Alps and/or Tokai Rika settlements, this Notice, or the litigation may be directed to any of the Settlement Class Counsel identified above.

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

Dated: August 16, 2018

BY ORDER OF:

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