

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

**In Re: AUTOMOTIVE PARTS
ANTITRUST LITIGATION**

**Case No. 12-md-02311
Honorable Marianne O. Battani**

**PRODUCT(S):
INSTRUMENT PANEL CLUSTERS**

**THIS RELATES TO:
ALL DIRECT PURCHASER ACTIONS**

12-cv-00201-MOB-MKM

**NOTICE OF PROPOSED SETTLEMENT OF DIRECT PURCHASER
CLASS ACTION WITH YAZAKI DEFENDANTS, AND HEARING
ON SETTLEMENT APPROVAL AND SETTLEMENT CLASS
COUNSEL’S REQUEST TO USE A PORTION OF SETTLEMENT
PROCEEDS FOR LITIGATION EXPENSES**

TO: ALL DIRECT PURCHASERS OF MOTOR VEHICLE INSTRUMENT PANEL CLUSTERS IN THE UNITED STATES FROM ANY OF THE DEFENDANTS (OR THEIR CONTROLLED SUBSIDIARIES, AFFILIATES, OR JOINT VENTURES) FROM JANUARY 1, 1998 THROUGH DECEMBER 27, 2016.

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 Orders 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 Yazaki Corporation and Yazaki North America, Inc. (collectively, “Yazaki”). Under the terms of the proposed settlement, Yazaki will pay a total of \$7,700,000 (the “Yazaki Settlement Fund”) and provide cooperation to assist Plaintiff in the prosecution of the claims against the remaining Defendants.

The Notice is also to inform you that Settlement Class Counsel will make a request to use up to twenty percent (20%) of the Yazaki Settlement Fund for litigation expenses.

This litigation, and the proposed settlement, relate to Instrument Panel Clusters purchased **directly** from a Defendant. For purposes of the settlement, Instrument Panel Clusters (also referred to as meters) means the mounted array of instruments and gauges housed in front of the driver of a motor vehicle.

If you purchased one or more Instrument Panel Clusters in the United States directly from any of the Defendants identified below during the period from January 1, 1998 through December 27, 2016 (the “Class Period”), you are a member of the Yazaki Settlement Class (as defined below) and have the rights and options summarized here:

- You may remain in the Yazaki Settlement Class and be eligible to share in the Yazaki Settlement Fund under a claims procedure that will be instituted in the future;
- You may exclude yourself from the Yazaki Settlement Class, in which case you will **not** be bound by the settlement and will **not** be eligible to share in the Yazaki Settlement Fund;

- If you do not exclude yourself from the Yazaki Settlement Class, you may object in writing to the proposed Yazaki settlement and to the request to use a portion of the Yazaki Settlement Fund to pay for litigation expenses, and appear at the hearing at which the Court will consider whether the Yazaki settlement should be approved as fair, adequate, and reasonable and whether a portion of the Yazaki Settlement Fund may be used to pay for litigation 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 Yazaki Settlement Class. You should retain all your records of Instrument Panel Cluster purchases for use in the claims procedure that will be instituted at a later date.

WHO IS IN THE YAZAKI SETTLEMENT CLASS?

On March 21, 2017, the Court certified a Direct Purchaser Yazaki Settlement Class (the “Yazaki Settlement Class”) for purposes of disseminating notice of the proposed Yazaki settlement. The Yazaki Settlement Class is defined as follows:

All direct purchasers of motor vehicle Instrument Panel Clusters in the United States directly from any of the Defendants (or their controlled subsidiaries, affiliates or joint ventures) from January 1, 1998 through December 27, 2016.

For purposes of the Yazaki Settlement Class definition set forth above, the following are Defendants: Yazaki Corporation; Yazaki North America, Inc.; Continental Automotive Electronics LLC, Continental Automotive Korea Ltd. and Continental Automotive Systems, Inc. (collectively, “Continental”); Denso Corporation and Denso International America, Inc. (collectively, “Denso”) (Denso and Continental collectively may be referred to as the “non-settling Defendants”); and Nippon Seiki Co. Ltd., N.S. International Ltd., and New Sabina Industries, Inc. (collectively, “Nippon Seiki”).

Plaintiff ACAP, L.L.C., f/k/a Aguirre, Collins & Aikman, LLC has been appointed by the Court to serve as the Class Representative for the Yazaki 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 Co-Lead Counsel for the Direct Purchaser Yazaki Settlement Class (“Settlement Class Counsel”).

WHAT IS THIS LITIGATION ABOUT?

On February 8, 2012, Plaintiff filed a class action lawsuit against Yazaki on behalf of a class of direct purchasers of Instrument Panel Clusters, alleging that Yazaki engaged in a continuing conspiracy to rig bids and fix, raise, maintain, or stabilize prices at supra-competitive levels for Instrument Panel Clusters sold in the United States. Plaintiff further alleged that members of the proposed class paid artificially inflated prices for Instrument Panel Clusters and suffered antitrust injury to their business or property in violation of the federal antitrust laws. On January 15, 2013, Plaintiff filed a Consolidated Amended Class Action Complaint, which named Nippon Seiki and Denso as additional defendants. On February 25, 2015, Plaintiff filed the Second Consolidated Amended Class Action Complaint, naming the Continental Defendants. In 2014, the Court approved a \$5.25 million settlement with Nippon Seiki.

Yazaki denies Plaintiff’s allegations, and 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 Plaintiff’s claims or Defendants’ defenses. This is a settlement with Yazaki only. Plaintiff is continuing to prosecute the case against the remaining non-settling Defendants.

WHAT RELIEF DOES THE PROPOSED SETTLEMENT PROVIDE?

Plaintiff, on behalf of the Yazaki Settlement Class, has entered into a settlement with Yazaki dated December 27, 2016 under which Yazaki has agreed to pay \$7,700,000. The Settlement Agreement gives Yazaki the right to reduce the amount of the settlement, but under no circumstances to less than \$2,500,000, based on timely and valid requests for exclusion by members of the Yazaki Settlement Class.

Yazaki has also agreed to cooperate with Plaintiff in the prosecution of the lawsuit against the non-settling Defendants. The cooperation provided for under the terms of the Settlement Agreement includes: (a) providing an attorney proffer of facts regarding documents, witnesses, meetings, communications, agreements with competitors, events, background information and any other relevant, non-privileged topics; and (b) producing through affidavit(s) or declaration(s) and/or at trial a representative qualified to authenticate, establish as business records, or otherwise establish any other necessary foundation for admission into evidence any of Yazaki's Documents and transactional data produced or to be produced.

Settlement Class Counsel agreed to the proposed settlement to ensure a fair and reasonable resolution to this matter, and to provide benefits to the members of the Yazaki Settlement Class while recognizing the existence of complex, contested issues of law and fact; the risks inherent in such complex litigation; the likelihood that in the absence of settlement, future proceedings would take several years and be extremely costly; and the magnitude of the benefits resulting from the settlement in light of the possible range of recovery that could be obtained through further litigation, including the risk of no recovery. Settlement Class Counsel believe that it is in the best interests of the Yazaki Settlement Class to enter into the proposed settlement and resolve this litigation as to the Yazaki Defendants only.

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 Yazaki, and you are referred to the Settlement Agreement, which is on file with the Clerk of Court and available online at www.autopartsantitrustlitigation.com, for the complete terms of the settlement. The proposed settlement must receive final approval by the Court to become effective.

If you are a member of the Yazaki 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 the settlement, you may do so, but only in accordance with the procedures set forth below. If you do not object to the settlement, you do not need to take any action 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 Yazaki Settlement Class as defined above, you will automatically remain in the Yazaki Settlement Class unless you elect to be excluded. If you wish to remain in the Yazaki Settlement Class, you do not need to take any action and your interests will be represented by the Class Representative and by Settlement Class Counsel. 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 the Yazaki Settlement Class and the final judgment order dismissing Yazaki from the litigation becomes final and unappealable, you will be bound by that judgment.

As a member of the Yazaki Settlement Class, you will be eligible to share in the Yazaki 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 the Yazaki Settlement Fund proceeds. If you remain a member of the Yazaki Settlement Class, you will receive additional notice at a later date and you will have an opportunity to object to and be heard regarding the proposed plan of distribution at that time.

Do not dispose of any document that reflects your purchases of Instrument Panel Clusters in the United States directly from any Defendant during the period from January 1, 1998 through December 27, 2016. You may need those documents to complete a claim form in the future, which will be subject to verification if the settlement is approved or if damages are otherwise recovered from Yazaki or another Defendant.

Settlement Class Counsel are not currently seeking payment of attorneys' fees. In connection with seeking final approval, they will, however, seek permission from the Court to use up to twenty percent (20%) of the Yazaki Settlement Fund to pay litigation expenses, including, but not limited to, costs for experts, depositions, document reproduction and review, and other costs incurred in prosecuting the case.

At a later date, Settlement Class Counsel will ask the Court for an award of attorneys' fees and reimbursement of additional litigation expenses, as well as payment of incentive awards to the Class Representative for its service to the class. You will be sent notice and be given an opportunity to object and be heard by the Court when Settlement Class Counsel seek payment of attorneys' fees, reimbursement of litigation expenses, and incentive awards from the Yazaki Settlement Fund.

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

If you wish to exclude yourself from the Yazaki Settlement Class, you must send a request for exclusion, in writing, via certified mail, return receipt requested, postmarked no later than **February 5, 2018**, to Settlement Class Counsel, and to counsel for Yazaki, at the addresses set forth in the section of this Notice immediately following this one, and to the following address:

Instrument Panel Clusters Direct Purchaser Antitrust Litigation
P.O. Box 5110
Portland, OR 97208-5110

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 Instrument Panel Clusters during the Class Period, the Instrument Panel Clusters purchased, and the dollar amounts of those purchases. If you validly exclude yourself from the Yazaki Settlement Class you will not be bound by any decision concerning the Yazaki settlement and you may pursue individually any claims you may have against Yazaki, but you will not be eligible to share in the Yazaki Settlement Fund.

WHEN WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT AND HOW CAN I TELL THE COURT WHAT I THINK ABOUT THE SETTLEMENT?

The Court will hold a hearing on March 12, 2018, at 2:30 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 272, to determine whether the proposed Yazaki 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 to use up to twenty percent (20%) of the Yazaki Settlement Fund to pay litigation expenses. The hearing may be rescheduled, adjourned, or continued without further notice to you.

If you do not exclude yourself from the Yazaki Settlement Class and you wish to object to the settlement or to Settlement Class Counsel's request to use a portion of the Yazaki Settlement Fund for litigation 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 February 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 February 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
KOHNS, SWIFT & GRAF, P.C.
One South Broad Street, Suite 2100
Philadelphia, PA 19107
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 Yazaki Settlement Class

John M. Majoras
JONES DAY
51 Louisiana Avenue, N.W.
Washington, D.C. 20001-2113
Telephone: (202) 879-3939

Counsel for Yazaki

If you do not object to the proposed Yazaki settlement, or the request to use a portion of the Yazaki Settlement Fund for litigation 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: Instrument Panel Clusters Direct Purchaser Antitrust Litigation, P.O. Box 5110, Portland, OR 97208-5110.

The Settlement Agreement, 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 Agreement and certain other documents relevant to this litigation are available at www.autopartsantitrustlitigation.com. Questions concerning the proposed Yazaki 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: December 13, 2017

BY ORDER OF:

HONORABLE MARIANNE O. BATTANI
UNITED STATES DISTRICT JUDGE
The United States District Court for the Eastern
District of Michigan, Southern Division