

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

**IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION**

**CASE NO. 12-MD-02311
HON. MARIANNE O. BATTANI**

In Re: OCCUPANT SAFETY SYSTEMS CASES

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

2:12-cv-00601-MOB-MKM

**SETTLEMENT CLASS COUNSEL’S REPORT ON DISSEMINATION
OF NOTICE OF PROPOSED SETTLEMENT BETWEEN THE DIRECT PURCHASER
PLAINTIFFS AND AUTOLIV DEFENDANTS AND CLASS MEMBERS’ RESPONSE**

Settlement Class Counsel submit the following report concerning the dissemination of notice pursuant to this Court's Order of July 9, 2014 (2:12-cv-00601, Doc. No. 97 at ¶ 17), and Settlement Class members' response to the notice program. As described more fully below, notice was disseminated in accordance with the Court's Order. Not a single objection was filed to either the proposed settlement or to Settlement Class Counsel's request to use a portion of the Settlement Fund to pay for litigation expenses, and only three opt-out requests were submitted.¹ Settlement Class Counsel respectfully submit that the absence of objections and small number of opt-outs militate strongly in favor of approval of the proposed settlement, and the litigation expense request.

I. DISSEMINATION OF NOTICE TO THE CLASS

A declaration by Erica Stevenson, a Project Manager employed by Epiq Class Action & Claims Solutions (“Epiq”), the Notice and Claims Administrator retained by Direct Purchaser

¹ As discussed below, pursuant to the terms of the Settlement Agreement, the Settlement Fund is subject to an 11.208% reduction as a result of these opt-outs.

Plaintiffs, describing the dissemination of notice to potential Settlement Class members is attached hereto as Exhibit 1.

Pursuant to the Court's Order, on August 29, 2014, Epiq caused 1,212 copies of the Notice of Proposed Settlement of Direct Purchaser Class Action With Autoliv Defendants and Hearing on Settlement Approval ("Notice") to be mailed to potential Settlement Class members by first class mail, postage prepaid. Exhibit 1 at ¶ 6. Epiq also re-mailed returned notices for which updated addresses were obtained. *Id.* at ¶ 7.

Also in accordance with the Court's July 9th Order, the Summary Notice of Proposed Settlement of Direct Purchaser Class Action With Autoliv Defendants and Hearing on Settlement Approval ("Summary Notice") was published in one edition of *Automotive News*, and in the national edition of *The Wall Street Journal*, on August 25, 2014. *Id.* at ¶ 9. In addition, a copy of the Notice was posted on-line at www.autopartsantitrustlitigation.com, a website dedicated to this litigation. *Id.* at ¶ 10.

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

II. OBJECTIONS TO THE PROPOSED SETTLEMENT AND EXPENSE REQUEST

The Notice advised that any objection to the proposed settlement, or to Settlement Class Counsel's request to use up to \$1 million from the Settlement Fund to pay for litigation expenses had to be filed with the Clerk by October 30, 2014, with copies mailed to Settlement Class Counsel and to Autoliv's counsel.

No objections were filed with the Court or sent to Settlement Class Counsel by the October 30, 2014 deadline. Additionally, Settlement Class Counsel have received no objections as of this date.

III. REQUESTS FOR EXCLUSION

The Notice further advised that requests for exclusion from the Settlement Class had to be sent to Settlement Class Counsel, postmarked no later than October 30, 2014.

Timely opt-out requests were submitted by the following three entities: Saab Automobile AB (aka Saab Automotive AB); Ford Motor Company; and AutoAlliance International, Inc.² As of this date, no additional request for exclusion has been received by Settlement Class Counsel.

As noted in the Memorandum in Support of Direct Purchaser Plaintiffs' Motion for Final Approval of Proposed Settlement With Autoliv Defendants (2:12-cv-00601, Doc. No. 102, page 4 n. 5), the Settlement Agreement provides that the \$40 million "Settlement Amount" shall be reduced if the total dollar amount of sales of Occupant Safety Systems by Autoliv during the Class Period to direct purchasers who timely exercise their right to request exclusion from the Settlement Class exceeds certain percentages.³ In accordance with the terms of the Settlement Agreement, based upon the opt-outs from the Settlement Class, the Settlement Fund is subject to an "Opt-Out Reduction" of 11.208%, which reduces the "Settlement Amount" from \$40,000,000.00 to \$35,516,800.00.

Settlement Class Counsel respectfully submit that, for the reasons set forth in the Memorandum in Support, the Autoliv settlement, which provides for the payment of \$35,516,800.00 and substantial cooperation by Autoliv, is fair, reasonable and adequate under the relevant criteria, and warrants final approval.

² The 8 specific entities on whose behalf Saab, Ford and AutoAlliance requested exclusion are set forth in Exhibit 2.

³ The settlement also gives both Autoliv and the plaintiffs the right to withdraw from the settlement if the total dollar amount of sales of Occupant Safety Systems by Autoliv during the Class Period to direct purchasers who timely exercise their right to request exclusion from the Settlement Class exceeds a certain percentage. Because this percentage was not exceeded, the withdrawal option may not be exercised.

IV. THE REACTION OF THE SETTLEMENT CLASS SUPPORTS APPROVAL OF THE SETTLEMENT AND LITIGATION EXPENSE REQUEST

The reaction of the class has been recognized repeatedly by courts within this Circuit and elsewhere as an important factor in evaluating the fairness, reasonableness, and adequacy of a proposed settlement. *E.g.*, *Sheick v. Auto. Component Carrier LLC*, No. 2:09-cv-14429, 2010 WL 4136958, at *22 (E.D. Mich. Oct. 18, 2010) (“scarcity of objections – relative to the number of class members overall – indicates broad support for the settlement among Class Members.”); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 527 (E.D. Mich. 2003) (“That the overwhelming majority of class members have elected to remain in the Settlement Class, without objection, constitutes the ‘reaction of the class,’ as a whole, and demonstrates that the Settlement is ‘fair, reasonable, and adequate.’”); *In re Delphi Corp. Sec., Deriv. & “ERISA” Litig.*, 248 F.R.D. 483, 499 (E.D. Mich. 2008) (small number of opt-outs or objections is indicative of the adequacy of the settlement); *Hyland v. HomeServices of America*, No. 3:05-CV-612-R., 2012 WL 1575310, at *7 (W.D. Ky. May 3, 2012) (absence of objectors weighs in favor of the settlement). *Accord In re Cendant Corp. Litig.*, 264 F.3d 201, 235 (3d Cir. 2001) (finding that “vast disparity between the number of potential class members who received notice of the Settlement and the number of objectors creates a strong presumption that this factor weighs in favor of the Settlement”); *In re Auto. Refinishing Paint Antitrust Litig.*, 617 F.Supp.2d. 336, 342 (E.D. Pa. 2007) (“The fact that an overwhelming majority of the Class did not file objections is a significant element to consider in determining the overall fairness of the settlements.”); *In re Residential Doors Antitrust Litig.*, No. 94-3744, Civ.A. 96-2125, MDL 1039, 1998 WL 151804, at *7 (E.D. Pa. April 2, 1998) (small number of exclusions and absence of objections “militates strongly in favor of approval” of proposed settlement).

In this action, notice of the proposed settlement was mailed to approximately 1,200 Settlement Class members, published in *Automotive News* and in *The Wall Street Journal*, and posted on-line. Not a single objection has been raised to either the terms of the proposed settlement or to Settlement Class Counsel's request to use up to \$1 million from the Settlement Fund to pay for litigation expenses, and only three opt-out requests were submitted. Such an overwhelmingly favorable response by members of the Settlement Class, which includes many sophisticated entities with the resources to litigate their claims independently, militates strongly in favor of approval of the proposed settlement and the litigation expense request.

V. CONCLUSION

Based upon the foregoing, and for the reasons set forth in Direct Purchaser Plaintiffs' Motion For Final Approval of Proposed Settlement With Autoliv Defendants and Request to Utilize Part of the Settlement Fund to Pay for Litigation Expenses, and the Memorandum in support thereof, it is respectfully requested that the Court grant final approval of both the proposed settlement and the litigation expense request.

DATED: November 12, 2014

Respectfully submitted,

/s/ David H. Fink

David H. Fink (P28235)

Darryl Bressack (P67820)

FINK + ASSOCIATES LAW

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on November 12, 2014, I electronically filed the foregoing document with the Clerk of the Court using the ECF system, which will send notification of such filing to all attorneys of record registered for electronic filing.

FINK + ASSOCIATES LAW

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EXHIBIT 1

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

IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION

In Re: OCCUPANT SAFETY SYSTEMS CASES

THIS RELATES TO:
ALL DIRECT PURCHASER ACTIONS

CASE NO. 12-MD-02311
HON. MARIANNE O. BATTANI

2:12-cv-00601-MOB-MKM

DECLARATION OF ERICA STEVENSON

I, Erica Stevenson, hereby declare as follows:

1. I am a Project Manager employed by Epiq Class Action & Claims Solutions (“Epiq”) in Beaverton, Oregon. I am familiar with the actions taken by Epiq with respect to the proposed settlement reached in this case between the Direct Purchaser Plaintiff and the Autoliv Defendants and the corresponding Class Notice program. This declaration is based upon my personal knowledge and information provided to me by Defendants, Plaintiff’s counsel, and associates and staff under my supervision, and is accurate and truthful to the best of my knowledge.

2. Epiq is a full-service data processing company and has been administering bankruptcies since 1985 and settlements since 1993, including settlements of class actions, mass tort matters, SEC and FTC disgorgement actions, and other major litigation. Our associates include technology experts, attorneys, paralegals, MBAs, and CPAs. Epiq has administered more than 1,000 settlements in some of the largest and most complex cases ever settled.

3. Epiq is a firm with more than 20 years of experience in data processing, claims processing, and settlement administration. Epiq’s class action case administration services

include coordination of all notice requirements, design of direct-mail notice, receipt and processing of opt-outs and objections by potential class members, coordination with the United States Postal Service, claims database management, claim adjudication, fund management, and distribution services. Epiq works with the settling parties, the Court, and the settlement class members in a neutral facilitation role, taking the negotiated terms of a settlement and implementing settlement administration services.

OVERVIEW OF EPIQ'S RESPONSIBILITIES IN THE SETTLEMENT

4. Epiq's responsibilities in connection with this Settlement included:

(a) printing the Court-approved Direct Purchaser Class Notice to be sent to potential Class Members;

(b) searching the National Change of Address ("NCOA") database for updated addresses, if any, for Class Members;

(c) mailing the Detailed Notice and where required, re-mailing, by first class mail to Class Members;

(d) causing the Summary Publication Notice to be placed in one edition of *Automotive News*, and in the national edition of *The Wall Street Journal*;

(e) establishing and maintaining a toll-free number with live Customer Representative support and an option to request a call back if called during non-business hours; and

(f) establishing and maintaining an informational website that provides Class Members access to the Settlement information.

CLASS NOTICE

5. Epiq received the Settlement Class Lists in July and August 2014. The Class Lists contained 1,346 potential Direct Purchaser Class Members. Epiq submitted the names and

addresses of those potential Class Members to cross-reference with the NCOA database for updated address information. By eliminating duplicate records and invalid mailing addresses, Epiq refined the database to include 1,212 names and addresses of potential Class Members.

6. On August 29, 2014, 2014 Epiq mailed the Direct Purchaser Class Notice, by first class mail, postage prepaid, to the 1,212 potential Class Members. A copy of the Direct Purchaser Class Notice sent to the potential Class Members is attached as Exhibit A.

7. As of November 7, 2014, 336 of the Direct Purchaser Class Notices mailed to potential Class Members were returned to Epiq as undeliverable. Epiq has re-mailed 100 Direct Purchaser Class Notices to addresses that were corrected through the U.S. Postal Service. 239 Direct Purchaser Class Notices remain undeliverable as an updated address was not available.

8. As of November 7, 2014, Epiq has received Requests for Exclusion from Saab Automobile AB (aka Saab Automotive AB); Ford Motor Company; and AutoAlliance International, Inc. The 8 specific entities on whose behalf Saab, Ford and AutoAlliance requested exclusion are set forth in Exhibit 2 to Settlement Class Counsel's Report on Dissemination of Notice.

PUBLICATION NOTICE

9. A Summary Publication Notice was published in one edition of *Automotive News*, and in the national edition of *The Wall Street Journal*, on August 25, 2014. A copy of the Summary Publication Notice is attached as Exhibit B.

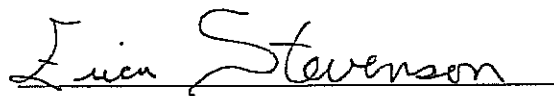
SETTLEMENT WEBSITE

10. On August 29, 2014, Epiq activated the settlement website. The URL of the website is www.autopartsantitrustlitigation.com. The website also contains a section specific to the Occupant Safety Systems settlement which provides general case information, frequently

asked question and answers, links to the Preliminary Approval Order, the Settlement Agreement, the Direct Purchaser Class Notice, and other settlement documents.

11. As of November 7, 2014, there have been 780 unique visits to the settlement website with 303 unique visits to the Occupant Safety Systems section.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 11 day of November, 2014 in Beaverton, Oregon.

A handwritten signature in cursive script that reads "Erica Stevenson". The signature is written in black ink and is positioned above a horizontal line.

Erica Stevenson, Project Manager
Epiq Class Action & Claims Solutions

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

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

CASE NO. 12-MD-02311
HON. MARIANNE O. BATTANI

2:12-cv-00601-MOB-MKM

**NOTICE OF PROPOSED SETTLEMENT OF DIRECT PURCHASER
CLASS ACTION WITH AUTOLIV DEFENDANTS
AND HEARING ON SETTLEMENT APPROVAL**

TO: ALL INDIVIDUALS AND ENTITIES WHO PURCHASED OCCUPANT SAFETY SYSTEMS IN THE UNITED STATES DIRECTLY FROM ONE OR MORE DEFENDANTS OR ANY OF THE DEFENDANTS' RESPECTIVE PARENTS, SUBSIDIARIES, OR AFFILIATES ("OSS Sellers") FROM JANUARY 1, 2003 THROUGH MAY 30, 2014.

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

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

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Eastern District of Michigan, Southern Division. The purpose of this Notice is to inform you of a proposed settlement with defendants Autoliv Inc., Autoliv ASP, Inc., Autoliv B.V. & Co. KG, Autoliv Safety Technology, Inc., and Autoliv Japan Ltd. (collectively, "Autoliv"). Under the terms of the proposed settlement, Autoliv has made a payment in the amount of \$40 million (the "Settlement Fund"), and will cooperate with Direct Purchaser Plaintiffs in the prosecution of the claims against the remaining defendants.

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

"Occupant Safety Systems," for purposes of the settlement, are seat belts, airbags, steering wheels or steering systems, safety electronic systems, and related parts and components. If you purchased Occupant Safety Systems in the United States directly from any OSS Seller during the period from January 1, 2003 through May 30, 2014 (the "Class Period"), you are a member of the Direct Purchaser Settlement Class and have the rights and options summarized here:

- You may remain in the Direct Purchaser Settlement Class and be eligible to share in the Autoliv Settlement Fund under a claims procedure that will be instituted in the future;
- You may exclude yourself from the Direct Purchaser Settlement Class, in which case you will **not** be bound by the settlement and will **not** be eligible to share in the Autoliv Settlement Fund;
- If you do not exclude yourself from the Direct Purchaser Settlement Class, you may object in writing to the proposed Autoliv settlement or the request to use a portion of the Settlement Fund to pay litigation expenses and appear at the hearing where the Court will determine whether the proposed settlement should be approved as fair, adequate, and reasonable, and whether a portion of the Settlement Fund may be used to pay 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 Direct Purchaser Settlement Class. You should retain all of your records of Occupant Safety Systems purchases for use in the claims procedure that will be instituted at a later date.

WHO IS IN THE DIRECT PURCHASER SETTLEMENT CLASS?

On July 9, 2014, the Court certified a Direct Purchaser Settlement Class for purposes of disseminating notice of the proposed Autoliv settlement, defined as follows:

All individuals and entities who purchased Occupant Safety Systems in the United States directly from one or more Defendants or any of the Defendants' respective parents, subsidiaries, or affiliates from January 1, 2003 through May 30, 2014.

For purposes of the Direct Purchaser Settlement Class definition set forth above, the following entities are defendants:

Autoliv Inc.; Autoliv ASP, Inc.;
Autoliv B.V. & Co. KG; Autoliv Japan Ltd.;
Autoliv Safety Technology, Inc.
Takata Corporation; TK Holdings, Inc.;
Tokai Rika Co., Ltd.;
TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.;
TRW Automotive Holdings Corporation; and
TRW Deutschland Holding GmbH.

Plaintiffs Beam's Industries, Inc. and Findlay Industries, Inc. have been appointed by the Court to serve as class representatives for the Direct Purchaser 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 & Willis, P.C. (hereinafter, "Settlement Class Counsel") to serve as Settlement Class Counsel for the Direct Purchaser Settlement Class.

WHAT IS THIS LITIGATION ABOUT?

In 2012, class action lawsuits were filed against Defendants by Plaintiffs, who are direct purchasers of Occupant Safety Systems. Plaintiffs allege that Defendants entered into a conspiracy to suppress and eliminate competition for Occupant Safety Systems by agreeing to fix, maintain, or stabilize prices, rig bids, and allocate the supply of Occupant Safety Systems, in violation of federal antitrust laws. Plaintiffs further allege that, as a result of the conspiracy, they and other direct purchasers of Occupant Safety Systems have been injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct, and they seek recovery of treble damages, together with reimbursement of costs and an award of attorneys' fees.

Autoliv and the other defendants deny Plaintiffs' allegations, and the Court has not issued any findings or rulings with respect to the merits of Plaintiffs' claims or Defendants' defenses. This is a partial settlement of the claims in the Complaint, as it is with Autoliv only. The class representative plaintiffs are continuing to prosecute the case against the remaining, non-settling, defendants.

WHAT RELIEF DOES THE PROPOSED SETTLEMENT PROVIDE?

Plaintiffs, on behalf of the Direct Purchaser Settlement Class, have entered into a settlement agreement with Autoliv dated May 30, 2014 (the "Settlement Agreement") under which Autoliv has paid the amount of \$40 million into an escrow account for the benefit of the Settlement Class. The Settlement Agreement gives Autoliv the right to reduce the Settlement Fund by as much as, but no more than, \$16 million depending upon the percentage of the total dollar volume of sales of Occupant Safety Systems by Autoliv during the Class Period to direct purchasers who timely exercise their right to request exclusion from the Settlement Class. Further, the settlement gives both Autoliv and the plaintiffs the right to withdraw from the settlement if the total dollar amount of sales of Occupant Safety Systems by Autoliv during the Class Period to direct purchasers who timely exercise their right to request exclusion from the Settlement Class exceeds a certain percentage.

Autoliv has also agreed to cooperate with plaintiffs in the prosecution of the lawsuit against the remaining defendants. The cooperation provided for under the Settlement Agreement includes: (a) the production by Autoliv of certain documents and data potentially relevant to plaintiff's claims; (b) interviews with certain of Autoliv's employees; (c) declarations and affidavits from Autoliv's employees; (d) depositions and trial testimony of certain of Autoliv's employees; and (e) meetings between Settlement Class Counsel and Autoliv's counsel to provide information relating to the Occupant Safety Systems industry and the alleged antitrust violations at issue in these actions.

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 Direct Purchaser Settlement Class 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 it is in the best interests of the Direct Purchaser Settlement Class to enter into the proposed settlement and resolve this litigation as to Autoliv.

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

If you are a member of the Direct Purchaser Settlement Class, and the proposed settlement is approved and becomes effective, you will be bound by its terms, including the release provisions. If you wish to object to approval of the 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 at this time to indicate your support for, or lack of objection to, the settlement.

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

If you are a member of the Direct Purchaser Settlement Class as defined above, you will automatically remain a Direct Purchaser Settlement Class member with respect to the Autoliv settlement unless you elect to be excluded. If you wish to remain in the Direct Purchaser Settlement Class, you do not need to take any action at this time and your interests will be represented by the class representatives and by Settlement Class Counsel. You will have no responsibility to individually pay attorneys' fees or expenses. Any 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 Direct Purchaser Settlement Class and the final judgment order dismissing Autoliv from the litigation becomes final and unappealable, you will be bound by that judgment.

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

Do not dispose of any document that reflects your direct purchases of Occupant Safety Systems in the United States from any defendant during the period from January 1, 2003 through May 30, 2014. You may need those documents to complete a claim form in the future, which would be subject to inquiry and verification, if the settlement is approved or if damages are otherwise recovered from Autoliv or another defendant.

Settlement Class Counsel are not seeking payment of attorneys' fees or reimbursement of litigation costs incurred by Settlement Class Counsel at this time. In connection with seeking final approval of the Autoliv settlement, plaintiffs will seek permission from the Court to use up to \$1.0 million from the Settlement Fund to pay plaintiffs' litigation expenses, including, but not limited to, costs for economic experts, depositions, costs related to 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 litigation expenses, as well as payment of incentive awards to the class representatives for their service to the class. When Settlement Class Counsel seek payment of attorneys' fees, reimbursement of litigation expenses, and incentive awards from the Settlement Fund, you will receive notice and be given an opportunity to object and be heard by the Court at that time.

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

If you wish to exclude yourself from the Direct Purchaser Settlement Class, you must send a request for exclusion, in writing, via certified mail, return receipt requested, **postmarked no later than October 30, 2014**, to Settlement Class Counsel at the addresses set forth below, and to the following address:

Occupant Safety Systems Direct Purchaser Antitrust Litigation
PO 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). You are also requested to identify the defendant(s) from which you purchased Occupant Safety Systems during the Class Period, the Occupant Safety Systems purchased, and the dollar amount of those purchases. If you validly exclude yourself from the Direct Purchaser Settlement Class, you will not be bound by any decision concerning the Autoliv settlement and you may pursue individually any claims that you may have against Autoliv, but you will not be eligible to share in the Settlement Fund created by the Autoliv settlement.

**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 December 3, 2014, at 1:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 272, to determine whether the proposed Autoliv settlement should be approved as fair, reasonable, and adequate. The Court will also consider at the hearing whether to approve plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' litigation expenses incurred in the prosecution of the case against the non-settling defendants. The hearing may be continued without further notice.

If you do not exclude yourself from the Direct Purchaser Settlement Class and you wish to object to the Settlement Agreement or plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' litigation expenses, you must do so in writing. Your objection must include the caption of this litigation, must be signed, and be filed **no later than October 30, 2014**, 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:

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Counsel for the Autoliv Defendants

If you do not object to the proposed Autoliv settlement or plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' 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: Occupant Safety Systems Direct Purchaser Antitrust Litigation, P.O. Box 5110, Portland, OR 97208-5110.

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. Copies of the Settlement Agreement and certain other documents relevant to this litigation are available at www.autopartsantitrustlitigation.com. Questions concerning the proposed Autoliv 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: August 29, 2014

BY ORDER OF:

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

LEGAL NOTICE

IF YOU PURCHASED OCCUPANT SAFETY SYSTEMS DIRECTLY FROM AUTOLIV, TAKATA, TOKAI RIKA, OR TRW BETWEEN JANUARY 1, 2003 AND MAY 30, 2014, YOUR LEGAL RIGHTS MAY BE AFFECTED BY A PROPOSED SETTLEMENT WITH THE AUTOLIV DEFENDANTS.

A proposed \$40 million settlement has been reached in *In re Automotive Parts Antitrust Litigation*, MDL 2311, 2:12-cv-00601-MOB-MKM (E.D. Mich.), with defendants Autoliv Inc., Autoliv ASP, Inc., Autoliv B.V. & Co. KG, Autoliv Safety Technology, Inc., and Autoliv Japan Ltd. (collectively, "Autoliv").

What is the lawsuit about? This class action is part of coordinated legal proceedings involving a number of parts used in motor vehicles. The litigation, and the proposed settlement, relate solely to Occupant Safety Systems purchased **directly** from a defendant (defined below). These proceedings do not relate to, and have no effect upon, cases involving any other product or purchaser.

"Occupant Safety Systems," for purposes of the settlement, are seat belts, airbags, steering wheels or steering systems, safety electronic systems and related parts and components.

Direct Purchaser Plaintiffs allege that defendants entered into a conspiracy with other defendant manufacturers of Occupant Safety Systems to suppress and eliminate competition for Occupant Safety Systems by agreeing to fix, maintain, or stabilize prices, rig bids, and allocate the supply of Occupant Safety Systems in violation of federal antitrust laws. Direct Purchaser Plaintiffs further allege that as a result of the conspiracy, they and other direct purchasers of Occupant Safety Systems were injured by paying more for those products than they should have paid, and seek recovery of treble damages, together with reimbursement of costs and an award of attorneys' fees.

Autoliv and the other defendants deny plaintiffs' allegations, and the Court has not issued any findings or rulings on the merits of plaintiffs' claims or defendants' defenses. This is a partial settlement of the claims in the Complaint, as it is with Autoliv only. The litigation is continuing against the remaining defendants.

Who is included? The Class is composed of all individuals and entities who purchased Occupant Safety Systems in the United States directly from any of the following defendants, or any of their respective parents, subsidiaries, or affiliates, from January 1, 2003 through May 30, 2014 (the "Class Period"): Autoliv Inc.; Autoliv ASP, Inc.; Autoliv B.V. & Co. KG; Autoliv Safety Technology, Inc.; Autoliv Japan Ltd.; Takata Corporation; TK Holdings, Inc.; Tokai Rika Co., Ltd.; TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.; TRW Automotive Holdings Corporation; and TRW Deutschland Holding GmbH.

A Notice of Proposed Settlement ("Notice") will be mailed to potential Direct Purchaser Settlement Class members on or about August 29, 2014. The Notice describes the litigation and options available to Direct Purchaser Settlement Class members with respect to the Autoliv settlement in more detail. If you do not receive the Notice you may obtain a copy on the internet at www.autopartsantitrustlitigation.com, or by calling or writing to the following Settlement Class Counsel:

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.
One South Broad Street, Suite 2100
Philadelphia, PA 19107
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
& WILLIS, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300

Co-Lead Counsel for the Direct Purchaser Settlement Class

What does the settlement provide? Autoliv has paid the amount of \$40 million (the "Settlement Fund") into an escrow account and will cooperate with plaintiffs in the prosecution of the claims against the remaining defendants.

Your rights may be affected. If you purchased Occupant Safety Systems in or into the United States directly from any defendant during the Class Period, you will automatically remain a Direct Purchaser Settlement Class member as to the Autoliv settlement unless you elect to be excluded. If you wish to remain in the Direct Purchaser Settlement Class, you do not need to take any action at this time and your interests will be represented by plaintiffs and by Settlement Class Counsel.

If you do not want to be bound by the Settlement, you must submit a written request for exclusion, **postmarked no later than October 30, 2014**. If you validly exclude yourself from the Direct Purchaser Settlement Class, you will not be bound by any decision concerning the Autoliv settlement and you can pursue individually any claims you may have against Autoliv, but you will not be eligible to share in the Settlement Fund created by the Autoliv settlement.

If you stay in the Settlement Class, you have the right to object to the proposed Autoliv settlement and to plaintiffs' request to utilize a portion of the Settlement Fund to pay for litigation expenses. Your objection must be **filed no later than October 30, 2014**.

The Court has scheduled a hearing on December 3, 2014, to consider whether to approve the proposed settlement and plaintiffs' request to utilize a portion of the Settlement Fund to pay plaintiffs' litigation expenses. The hearing may be continued without further notice.

If you believe you are a member of the Direct Purchaser Settlement Class, you are urged to obtain a copy of the detailed Notice, which discusses your rights regarding the Autoliv settlement.

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

Dated: August 25, 2014
BY ORDER OF: The United States District Court for the Eastern District of Michigan, Southern Division

EXHIBIT 2

EXHIBIT "2"

**AUTOMOTIVE PARTS ANTITRUST LITIGATION, 12-MD-02311,
OCCUPANT SAFETY SYSTEMS, 2:12-CV-00601-MOB-MKM**

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

Ford Motor Company One American Road Dearborn, MI 48126	Automotive Components Holding 17000 Rotunda Dr. Dearborn, MI 48120
Ford Motor Company of Canada Limited The Canadian Road P.O. Box 2000 Oakville, Ontario, Canada L6K 0C8	AutoAlliance International, Inc. 1 International Drive Flat Rock, MI 48134
Ford Motor Company S.A. de C.V. Paseo de Reforma 333 Col. Cuauhtemoc, 06500 Mexico, D.F.	Saab Automobile AB (aka Saab Automotive AB) Saab Automobile Tools AB Saab Automobile Powertrain AB