

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

<b>IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION</b>	<b>Master File No. 12-md-02311 Honorable Sean F. Cox</b>
<b>In Re: OCCUPANT SAFETY SYSTEMS</b>	
<b>THIS RELATES TO: ALL DIRECT PURCHASER ACTIONS</b>	<b>2:12-cv-00601-SFC-RSW 2:16-cv-10002-SFC-RSW</b>

**NOTICE**

**NOTICE OF PROPOSED SETTLEMENT OF DIRECT PURCHASER CLASS ACTION WITH JOSEPH J. FARNAN, JR., SOLELY AS TRUSTEE OF THE REORGANIZED TK HOLDINGS TRUST AND HEARING ON:**

- (1) APPROVAL OF PROPOSED SETTLEMENT; AND**
- (2) PLAN OF DISTRIBUTION OF THE SETTLEMENT FUND.**

**TO:** ALL DIRECT PURCHASERS OF OCCUPANT SAFETY SYSTEMS IN THE UNITED STATES FROM DEFENDANTS (OR THEIR CONTROLLED SUBSIDIARIES, AFFILIATES OR JOINT VENTURES) FROM JANUARY 1, 2003 THROUGH JUNE 25, 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) The proposed settlement with Joseph J. Farnan, Jr., solely as Trustee of the Reorganized TK Holdings Trust; and
- (2) A proposed plan of distribution of the TK Holdings settlement proceeds to Settlement Class members.

This Notice provides information concerning the proposed settlement and the proposed plan of distribution. The Notice also advises you of your rights to: participate in the settlement claims process; exclude yourself from the Settlement Class; and object to the terms of the proposed settlement and the plan of distribution.

**BACKGROUND**

You were previously notified of the existence of this class action, the nature of the Plaintiffs’ claims, and settlements in this litigation with the Autoliv, Tokai Rika, Toyota Gosei, and TRW Defendants totaling approximately \$62 million. The Court has granted final approval to each of those settlements and the settlement funds attributable to those settlements have been distributed to members of those settlement classes. Plaintiffs have now reached a proposed settlement with the TK Holdings Trustee.

On June 25, 2017, Defendant TK Holdings Inc., along with certain affiliated entities, filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. On November 27, 2017, Direct Purchaser Plaintiffs filed a proof of claim in the bankruptcy court. On February 21, 2018, the bankruptcy court entered an order confirming the Fifth Amended Joint Chapter 11 Plan of Reorganization of TK Holdings and its Affiliated Debtors (the “Plan”). The Plan established the Reorganized TK Holdings Trust (the “TK Holdings Trust”) with Joseph J. Farnan, Jr., as Trustee (the “TK Holdings Trustee”).

On August 28, 2019, the TK Holdings Trustee and Plaintiffs (on behalf of themselves and a class of direct purchasers of Occupant Safety Systems) entered into a settlement, which allows Plaintiffs' claim as a general unsecured, non-priority claim in the amount of \$84,000,000 under the Plan. On September 13, 2019, the Bankruptcy Court approved the Settlement Agreement.

This litigation and the proposed settlement relate solely to direct purchasers of Occupant Safety Systems in the United States from a Defendant, or its controlled subsidiaries, affiliates or joint ventures. The term "Occupant Safety Systems" refers to "seat belts, airbags, steering wheels or steering systems, safety electronic systems, and related parts and components." The proposed settlement does not relate to, and has no effect upon, cases involving any product other than Occupant Safety Systems.

If you are a member of the TK Holdings Settlement Class (defined below), you have the rights and options summarized here:

- You may remain in the Settlement Class and be eligible to share in the proceeds of, and be bound by the terms of, the TK Holdings settlement;
- You may exclude yourself from the TK Holdings Settlement Class, in which case you will **not** be bound by the settlement and will **not** be eligible to share in the proceeds of the settlement;
- If you remain in the TK Holdings Settlement Class, you may object to the proposed settlement or to the proposed plan of distribution of the TK Holdings Settlement Fund. 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 TK Holdings Settlement Fund must complete and submit a Claim Form on or before September 23, 2022. **If you previously submitted a Claim Form with respect to one of the prior settlements in this litigation, you should not file a new Claim Form unless you wish to include additional purchases during the TK Holdings Settlement Class Period that were not included in your prior Claim Form. If you are unsure whether you previously submitted a Claim Form, please contact the Settlement Administrator by calling 1-877-797-6093.**

## WHO IS IN THE SETTLEMENT CLASS?

The Court has provisionally certified a Direct Purchaser TK Holdings Settlement Class for the purpose of disseminating notice of the proposed settlement. The Settlement Class is defined as follows:

All direct purchasers of Occupant Safety Systems in the United States from one or more of the Defendants or their co-conspirators (or their controlled subsidiaries, affiliates or joint ventures) from January 1, 2003, through June 25, 2017.

For purposes of the Settlement Class definition, the following entities are Defendants:

Autoliv, Inc.; Autoliv ASP, Inc.; Autoliv BV & Co. KG; Autoliv Japan Ltd.; Takata Corp.; TK Holdings, Inc.; Tokai Rika Co., Ltd; TRAM Inc. d/b/a Tokai Rika U.S.A., Inc.; TRW Automotive Holdings Corp.; TRW Deutschland Holding GmbH; Toyoda Gosei Co., Ltd.; Toyoda Gosei North America Corp.; and TG Missouri Corp.

Plaintiffs Beam's Industries, Inc. and Findlay Industries, Inc., have been appointed by the Court to serve as "Class Representatives" for the TK Holdings 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. as "Settlement Class Counsel" for the proposed TK Holdings Settlement Class.

## WHAT IS THIS LITIGATION ABOUT?

In 2012, Direct Purchaser Plaintiffs filed a class action lawsuit on behalf of direct purchasers of Occupant Safety Systems. Plaintiffs allege that Defendants conspired to suppress and eliminate competition for Occupant Safety Systems by agreeing to raise, fix, maintain, and/or stabilize prices, rig bids, and allocate markets and customers for Occupant Safety Systems sold in the United States, in violation of federal antitrust laws. Plaintiffs further allege that as a result of the conspiracy, they and other direct purchasers of Occupant Safety Systems were injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct.

The TK Holdings Trust denies Plaintiffs' allegations and liability, but has 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 Plaintiffs' claims or the TK Holdings Trust defenses. The settlement, if approved by the Court, will fully resolve Plaintiffs' claims in this litigation.

## WHAT RELIEF DOES THE PROPOSED SETTLEMENT PROVIDE?

Plaintiffs, on behalf of themselves and the TK Holdings Settlement Class, entered into a settlement agreement with the TK Holdings Trustee, which allows Plaintiffs' claim as a general unsecured, non-priority claim in the amount of \$84,000,000 under the Plan.

Although the amount available for distribution will be significantly less than the allowed claim amount, Plaintiffs believe that considering the costs, risks and delay of continued litigation against a defendant in bankruptcy, the proposed settlement is fair, reasonable and adequate for the TK Holdings Settlement Class.

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 TK Holdings (and companies and people affiliated with TK Holdings). For the complete terms of the settlement, you are referred to the settlement agreement, which is on file with the Clerk of Court and available on-line at [www.AutoPartsAntitrustLitigation.com/OSS](http://www.AutoPartsAntitrustLitigation.com/OSS). The proposed settlement must receive final approval by the Court to become effective.

If you wish to object to the 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 TK Holdings Settlement Class as defined above, you will automatically remain in the Settlement Class unless you elect to be excluded. If you wish to remain in the Settlement Class, you do not need to take any action at this time with respect to the Settlement Class and your interests will be represented by the Class Representatives and by Settlement Class Counsel. If you remain in the TK Holdings Settlement Class and the proposed settlement with TK Holdings 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.

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.

## HOW WILL THE SETTLEMENT FUND BE DISTRIBUTED?

The TK Holdings Settlement Fund, with accrued interest, less any amounts paid for settlement administration costs and expenses (the "Net TK Holdings Settlement Fund"), will be distributed among the members of the Settlement Class who have either (1) previously submitted a valid Claim Form in connection with the prior settlements in this litigation and have not elected to exclude themselves from the TK Holdings Settlement Class or (2) complete and timely submit a copy of the Claim Form that is included with this Notice, **postmarked on or before September 23, 2022**.

The Net TK Holdings Settlement Fund will be distributed *pro rata* to all Claimants based upon the amount of their approved claims. 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 Occupant Safety Systems directly from any Defendant (or its controlled subsidiaries, affiliates, or joint ventures) during the period from January 1, 2003 through June 25, 2017. You may need those documents to complete and substantiate your Claim Form, which will be subject to inquiry and verification. If you previously submitted a Claim Form with respect to one of the prior settlements in this litigation, you should not file a new Claim Form unless you wish to include additional purchases during the TK Holdings Settlement Class Period that were not included in your prior Claim Form. If you do not have additional claim information, the information from your prior Claim Form will be used to determine the amount of your share of the TK Holdings Settlement Fund. Any Settlement Class member that did not previously submit a valid Claim Form or does not complete and timely submit a valid and timely Claim Form at this time will not be entitled to share in the TK Holdings settlement proceeds.**

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

You may exclude yourself from the Settlement Class. If you wish to exclude yourself from the Settlement Class, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than August 8, 2022**, to Settlement Class Counsel, and to Counsel for the TK Holdings Trustee, at the addresses set forth below, and to the following address:

Occupant Safety Systems 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) (or their controlled subsidiaries, affiliates, or joint ventures) from which you purchased Occupant Safety Systems during the Class Period, the Occupant Safety Systems purchased during the Class Period, and the dollar amount of your purchases. If you validly exclude yourself from the Settlement Class, you will not be bound by any decision concerning the Settlement Class and you will not be eligible to share in the settlement proceeds attributable to the TK Holdings settlement.

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

The Court will hold a hearing on **September 15, 2022, at 2:00 p.m.**, at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 817 (or such other courtroom as may be assigned for the hearing), to determine whether to approve the proposed settlement and the proposed plan of distribution of the TK Holdings Settlement Fund. If the Court believes that it is appropriate, the hearing may be conducted remotely by telephone or other electronic means. If the Court determines to hold the hearing remotely, Settlement Class Counsel shall post that information on the website devoted to the direct purchaser litigation ([www.AutoPartsAntitrustLitigation.com/OSS](http://www.AutoPartsAntitrustLitigation.com/OSS)) and provide any Settlement 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.

If you remain a member of the Settlement Class and you wish to object to the proposed settlement or to the proposed plan of distribution of the TK Holdings Settlement Fund 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 August 8, 2022**, with the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and mailed to the following counsel, **postmarked no later than August 8, 2022**:

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William H. London  
Michael E. Moskovitz  
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& MILLEN LLC  
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*Co-Lead Counsel for the Settlement Class*

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*Counsel for Joseph J. Farnan, Jr., Solely as Trustee of the Reorganized TK Holdings Trust*

If you do not object to the proposed settlement or to the proposed plan of distribution, 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 TK Holdings Settlement Fund and you have not previously submitted a valid Claim Form.**

**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, 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/OSS](http://www.AutoPartsAntitrustLitigation.com/OSS). Questions concerning the TK Holdings Settlement, this Notice, or the litigation may be directed to any of the Settlement Class Counsel identified above.

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

Dated: June 20, 2022

BY ORDER OF:

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