

**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**

12-cv-00601-MOB-MKM

**NOTICE OF PROPOSED SETTLEMENT OF DIRECT PURCHASER
CLASS ACTION WITH TRW DEFENDANTS AND HEARING ON
SETTLEMENT APPROVAL AND REQUEST FOR ATTORNEYS' FEES AND
PAYMENT OF LITIGATION COSTS AND EXPENSES, AND CLAIM FORM**

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, OR ANY CO-CONSPIRATOR OF A DEFENDANT FROM JANUARY 1, 2003 THROUGH FEBRUARY 25, 2015.

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 that a proposed settlement has been reached between the Direct Purchaser Plaintiffs and Defendants TRW Deutschland Holding GmbH and TRW Automotive Holdings Corp. (collectively, "TRW"). Under the terms of the proposed settlement, TRW has made a payment in the amount of \$8 million (including accruing interest, the "TRW Settlement Fund"), and will cooperate with Direct Purchaser Plaintiffs in the prosecution of claims against the remaining Defendants.

TRW denies Direct Purchaser Plaintiffs' allegations and has asserted defenses to Direct Purchaser Plaintiffs' claims. TRW, despite its belief that it is not liable for the claims asserted and that it has good defenses thereto, has nevertheless agreed to settle this matter to avoid further expense, inconvenience, and the distraction of burdensome and protracted litigation, and to obtain the releases, orders, and judgment contemplated by the Settlement Agreement, and to put to rest with finality all claims that have been or could have been asserted against TRW with respect to Occupant Safety Systems based on the allegations in the Action.

The Court has not issued any findings or rulings on the merits of Plaintiffs' claims or Defendants' defenses.

You were previously notified of the existence of this class action, the nature of the Plaintiffs' claims, and a settlement with Autoliv Inc., Autoliv ASP, Inc., Autoliv B.V. & Co. KG, Autoliv Safety Technology, Inc., and Autoliv Japan Ltd. (collectively, "Autoliv") in the amount of \$35.6 million, plus accruing interest. That settlement was approved by the Court in an Order dated January 7, 2015. The proposed TRW settlement, when added to the Autoliv settlement, brings the total settlements in this case to \$43.6 million, plus accruing interest (the "OSS Settlement Fund").

This litigation is part of coordinated legal proceedings involving Occupant Safety Systems purchased in the United States **directly** from a Defendant or any co-conspirator of a Defendant. "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. These proceedings do not relate to, and have no effect upon, cases involving any other product or purchaser.

If you purchased Occupant Safety Systems in the United States directly from a Defendant or any co-conspirator of a Defendant during the period from January 1, 2003 through February 25, 2015 (the "Class Period"), you are a member of the TRW Settlement Class and have the rights and options summarized here:

- You may remain in the TRW Settlement Class and be eligible to receive a share of the TRW Settlement Fund;
- You may exclude yourself from the TRW Settlement Class, in which case you will **not** be bound by the TRW settlement and will **not** be eligible to share in the TRW Settlement Fund;
- If you do not exclude yourself from the TRW Settlement Class, you may object to the proposed TRW settlement at your own expense;
- If you have remained in either the TRW Settlement Class or the Autoliv Settlement Class, you have the right to object, at your own expense, to the proposed plan of distribution of the OSS Settlement Fund, or to Plaintiffs' counsel's request for an award of attorneys' fees and litigation expenses. 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
- You may share in a distribution of the OSS Settlement Fund by completing and submitting the attached Claim Form, postmarked no later than August 10, 2015.

WHO IS IN THE TRW SETTLEMENT CLASS?

On April 9, 2015, the Court certified a Direct Purchaser TRW Settlement Class (the "TRW Settlement Class") for purposes of disseminating notice of the proposed TRW 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 current or former parents, subsidiaries or affiliates, or any co-conspirator of a Defendant from January 1, 2003 through February 25, 2015.

For purposes of the TRW Settlement Class definition set forth above, the following entities are Defendants and any co-conspirator of a Defendant:

Autoliv Inc.; Autoliv ASP, Inc.;
 Autoliv B.V. & Co. KG; Autoliv Japan Ltd.;
 Takata Corporation; TK Holdings, Inc.;
 Tokai Rika Co., Ltd.;
 TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.;
 Toyoda Gosei Co., Ltd.; Toyoda Gosei North
 America Corporation; TG Missouri Corporation;
 TRW Automotive Holdings Corp.; 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 TRW 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. to serve as "Settlement Class Counsel" for the TRW 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.

TRW and the other Defendants deny Plaintiffs' allegations and liability and have asserted defenses to Direct Purchaser Plaintiffs' claims. 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 TRW only. The Class Representative Plaintiffs are continuing to prosecute the case against the remaining Defendants.

WHAT RELIEF DOES THE PROPOSED SETTLEMENT PROVIDE?

Plaintiffs, on behalf of the TRW Settlement Class, have entered into a settlement agreement with TRW dated February 25, 2015 (the "Settlement Agreement") under which TRW has paid the amount of \$8 million into an escrow account. The Settlement Agreement gives TRW the right to reduce the Settlement Fund by as much as, but no more than, \$2.25 million based upon valid and timely requests for exclusion by members of the TRW Settlement Class.

TRW 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 TRW of certain documents and data potentially relevant to Plaintiffs' claims; (b) interviews with certain of TRW's employees; (c) declarations and affidavits from TRW's employees; (d) depositions and trial testimony of certain of TRW's employees; and (e) meetings between Settlement Class Counsel and TRW's counsel to provide proffers 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 TRW 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 TRW Settlement Class to enter into the proposed settlement and resolve this litigation as to TRW.

TRW, despite its belief that it is not liable for the claims asserted and that it has good defenses thereto, has nevertheless agreed to settle this matter to avoid further expense, inconvenience, and the distraction of burdensome and protracted litigation, and to obtain the releases, orders, and judgment contemplated by the Settlement Agreement, and to put to rest with finality all claims that have been or could have been asserted against TRW with respect to Occupant Safety Systems based on the allegations in the Action.

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 TRW (and companies and people affiliated with TRW), and you are referred to the Agreement, which is on file with the Clerk of Court and is available on-line at www.autopartisantitrustlitigation.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 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 TRW SETTLEMENT CLASS AND WHAT HAPPENS IF I DO?

If you are a member of the TRW Settlement Class as defined above, you will automatically remain a Settlement Class member with respect to the TRW settlement unless you elect to be excluded. If you wish to remain in the TRW 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. **In order to share in the proceeds of the TRW or Autoliv settlements, however, you must complete and return the attached Claim Form.** 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 own expense.

If you are a member of the TRW Settlement Class and the proposed TRW settlement is approved and becomes effective, you will be bound by its terms, including the release provisions, whether or not you subsequently file a claim to receive a share of the TRW settlement proceeds.

HOW DO I FILE A CLAIM FORM AND HOW WILL THE SETTLEMENT FUNDS BE DISTRIBUTED?

If you wish to share in the OSS Settlement Fund proceeds, you must complete and timely submit a Claim Form. Any Settlement Class member who does not complete and timely submit a valid Claim Form will not be entitled to share in the settlement proceeds.

The OSS Settlement Fund, with accrued interest, less any amounts approved by the Court for payment of attorneys' fees, and litigation and administration costs and expenses (the "Net OSS Settlement Fund") and less any reductions based upon valid and timely requests for exclusion by members of the TRW Settlement Class, will be distributed among the members of the Settlement Class who submit timely and valid Claim Forms ("Claimants"). The Net OSS Settlement Fund will be distributed *pro rata* to all Claimants based upon their **direct** purchases (net of discounts and freight costs) in the United States from Defendants or any co-conspirator of a Defendant during the period from January 1, 2003 through February 25, 2015. Following the submission of Claim Forms by Settlement Class members, 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.

Please do not dispose of any document that reflects any payments for your direct purchases of Occupant Safety Systems in the United States from any Defendant or any co-conspirator of a Defendant during the period from January 1, 2003 through February 25, 2015. 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 THE TRW SETTLEMENT CLASS?

If you wish to exclude yourself from the TRW Settlement Class, you must send a request for exclusion, in writing, via certified mail, return receipt requested, **postmarked no later than June 24, 2015**, 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) or co-conspirator of any Defendant 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 TRW Settlement Class, you will not be bound by any decision concerning the TRW settlement and you may pursue individually any claims that you may have against TRW, but you will not be eligible to share in the TRW Settlement Fund.

REQUEST FOR ATTORNEYS' FEES AND EXPENSES

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 out-of-pocket costs and expenses incurred in prosecuting the case. To date, Settlement Class Counsel have not been paid any attorneys' fees for their work on this case since 2012. The request of Settlement Class Counsel for attorneys' fees will not exceed 30 percent of the Settlement Fund.

The application for attorneys' fees and litigation expenses will be filed on or before June 4, 2015. If you remained in the Autoliv Settlement Class, or remain a member of the TRW Settlement Class and you wish to object to the requests for fees and expenses 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?

The Court will hold a hearing on July 14, 2015, at 1:30 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 272, to determine whether to approve: the proposed TRW settlement; the proposed plan of distribution of settlement funds; and Plaintiffs' counsel's requests for an award of attorneys' fees and litigation expenses. The hearing may be continued without further notice so please check for any updates.

If you do not exclude yourself from the TRW Settlement Class and you wish to object to the proposed TRW settlement, you must do so in writing and at your own expense. If you remain in either the TRW Settlement Class or the Autoliv Settlement Class, you also have the right to object at your own expense, in writing, to the proposed plan of distribution of the OSS Settlement Fund, or to Plaintiffs' counsel's request for an award of attorneys' fees and litigation expenses. Any such objection must include the caption of this litigation, must be signed, and be **filed no later than June 24, 2015**, 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 June 24, 2015**:

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Counsel for the TRW Defendants

If you do not object to the proposed settlement or plan of distribution, or to Plaintiffs' counsel's requests for an award of attorneys' fees and litigation expenses, you do not need to appear at the hearing or take any other action at this time. **You must, however, complete and timely submit the Claim Form if you wish to share in the distribution of the OSS 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: Occupant Safety Systems Direct Purchaser Antitrust Litigation, PO 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. In addition, all documents filed in the case may be obtained through the Public Access to Court Electronic Records system, after registration and payment of the required fees. Questions concerning the proposed TRW 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: April 30, 2015

BY ORDER OF:

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