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

IN RE AUTOMOTIVE PARTS ANTITRUST LITIGATION	**Case No. 12-MD-02311** **Honorable Sean F. Cox**
IN RE: OXYGEN SENSORS	**2:15-cv-03101-SFC-RSW** **2:15-cv-12918-SFC-RSW**
THIS RELATES TO: **ALL DIRECT PURCHASER ACTIONS**	

ORDER AND FINAL JUDGMENT

Direct Purchaser Plaintiffs All European Auto Supply, Inc. and Irving Levine Automotive Distributors, Inc. (collectively, the "Direct Purchaser Plaintiffs"), on behalf of themselves and the DENSO Oxygen Sensors Settlement Class members, and Defendants DENSO Corporation, DENSO International America, Inc., DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation), DENSO Automotive Deutschland GmbH, DENSO Products & Services Americas, Inc. (f/k/a DENSO Sales California, Inc.), ASMO Co., Ltd., ASMO North America, LLC, ASMO Greenville of North Carolina, Inc., and ASMO Manufacturing, Inc. (collectively, "DENSO" or the "DENSO Defendants"), entered into a Settlement Agreement to fully and finally resolve the Settlement Class's claims against DENSO and the other Releasees. On April 24, 2019, as amended May 23, 2019, the Court entered an Order granting preliminary approval of the proposed DENSO settlement (the "Preliminary Approval Order"). By Order dated May 24, 2022, the Court authorized the Direct Purchaser Plaintiffs to disseminate notice of the proposed settlements with

the DENSO and the NGK Defendants, the fairness hearing, and related matters to the Settlement Classes (the "Notice Order"). (2:15-cv-03101, ECF No. 98). Notice was provided to the Settlement Classes pursuant to the Notice Order and the Court held a fairness hearing on September 15, 2022.

Having considered the Direct Purchaser Plaintiffs' Motion for Final Approval of Proposed Settlements with the NGK and DENSO Defendants and Proposed Plan for Distribution of Settlement Funds, oral argument presented at the fairness hearing, and the complete record in this matter,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Court has jurisdiction over the subject matter of this litigation.

2. Terms capitalized in this Order and Final Judgment and not otherwise defined herein have the same meanings as those used in the DENSO Settlement Agreement.

3. The Notice Order outlined the form and manner by which the Direct Purchaser Plaintiffs would (and subsequently did) provide the DENSO Oxygen Sensors Settlement Class with notice of the DENSO settlement, the fairness hearing, and related matters. The notice program included individual notice via first class mail to members of the DENSO Oxygen Sensors Settlement Class who could be identified through reasonable efforts, as well as the publication of a summary notice in *Automotive News.* Additionally, an Informational Press Release targeting automotive industry trade publications was issued nationwide via PR Newswire's "Auto Wire." Finally, a copy of the Notice was (and remains) posted on-line at www.AutoPartsAntitrustLitigation.com. Proof that mailing, publication and posting conformed with the Notice Order has been filed with the Court. This notice program fully complied with Fed. R. Civ. P. 23, and the requirements of due process. It provided due and adequate notice to the DENSO Oxygen Sensors Settlement Class.

4. The settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm's-length negotiations, which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

5. The settlement was entered into by the parties in good faith.

6. Final approval of the settlement with DENSO is hereby granted pursuant to Fed. R. Civ. P. 23(e), because it is "fair, reasonable, and adequate" to the DENSO Oxygen Sensors Settlement Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the DENSO Oxygen Sensors Settlement Class's reaction to the settlement, and the result achieved.

7. The DENSO Oxygen Sensors Settlement Class provisionally certified by the Court in the Preliminary Approval Order is hereby certified as a class pursuant to Rule 23 of the Federal Rules of Civil Procedure and is composed of: "All individuals and entities who purchased Oxygen Sensors in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through February 4, 2019. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities." The Court adopts and incorporates herein all findings made under Rule 23 in its Preliminary Approval Order.

8. The Court's certification of the DENSO Oxygen Sensors Settlement Class as provided herein is without prejudice to or waiver of the rights of any Defendant to contest certification of any other class proposed in these coordinated actions. The Court's findings in this Order shall have no effect on the Court's ruling on any motion to certify any class in these actions or on the Court's rulings concerning any Defendant's motion, and no party may cite or refer to the

Court's approval of the DENSO Oxygen Sensors Settlement Class as persuasive or binding authority with respect to any motion to certify any such class or any defendant's motion.

9. The entities identified on Exhibit "A" hereto have timely and validly requested exclusion from the DENSO Oxygen Sensors Settlement Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this settlement.

10. The Action and all Released Claims are hereby dismissed with prejudice with respect to the Releasees and without costs. The Releasors are barred from instituting or prosecuting, in any capacity, an action or proceeding that asserts a Released Claim against any of the Releasees. This dismissal applies only in favor of DENSO and the other Releasees.

11. The Escrow Account, plus accrued interest thereon, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

12. Neither the DENSO Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

13. This Order and Final Judgment does not settle or compromise any claims by the Direct Purchaser Plaintiffs or the DENSO Oxygen Sensors Settlement Class against any other Defendant or other person or entity other than DENSO and the other Releasees, and all rights against any other Defendant or other person or entity are specifically reserved.

14. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the DENSO Settlement Agreement; (c) any application for distribution of funds,

attorneys' fees or reimbursement of expenses made by Direct Purchaser Plaintiffs' Counsel; and (d) the distribution of the settlement proceeds to DENSO Oxygen Sensors Settlement Class members, including any service awards for the Class Representatives.

15. Pursuant to Fed. R. Civ. P. 54, the Court finds that there is no just reason for delay and hereby directs the entry of judgment as to DENSO.

IT IS SO ORDERED.

Dated: September 22, 2022

s/Sean F. Cox
Sean F. Cox
U. S. District Judge

EXHIBIT A

AUTOMOTIVE PARTS ANTITRUST LITIGATION, CASE NO. 2:12-MD-02311,
OXYGEN SENSORS, 2:15-cv-03101-SFC-RSW; 2:15-cv-12918-SFC-RSW

REQUESTS FOR EXCLUSION FROM THE DIRECT
PURCHASER DENSO SETTLEMENT CLASS

BMW
BMW Manufacturing Co., LLC, along with its parent company (Bayerische Motoren Werke Aktiengesellschaft) and affiliated entities (including BMW of North America, LLC and BMW Consolidation Services Co., LLC)

HONDA
American Honda Motor Co., Inc., Honda of America Manufacturing, Inc., Honda Manufacturing of Indiana, LLC, Honda Manufacturing of Alabama, LLC, Honda Trading Corp., and related entities

TOYOTA
Toyota Motor Corporation; Toyota Motor Engineering & Manufacturing North America, Inc. and its subsidiaries; Toyota Motor Sales U.S.A., Inc.; TABC, Inc.; Toyota Motor Manufacturing, Kentucky, Inc.; Toyota Motor Manufacturing, Northern Kentucky, Inc.; Toyota Motor Manufacturing, Indiana, Inc.; Toyota Motor Manufacturing, Mississippi, Inc.; Toyota Motor Manufacturing, Texas, Inc.; Toyota Motor Manufacturing, West Virginia, Inc.; Toyota Motor Manufacturing, Alabama, Inc.; Toyota Motor Manufacturing California, Inc.; Toyota Motor Canada, Inc.; Toyota Motor Manufacturing Canada, Inc.; Canadian Autoparts Toyota Inc.; Toyota Motor Manufacturing de Baja California, S. de R.L. de C.V.; Toyota Motor Manufacturing de Guanajuato, S.A de. C.V.; New United Motor Manufacturing, Inc.; Toyota Motor Engineering; Toyota Motors of America; Toyota Motor North America, Inc.; Toyota Motor North America, Inc.; Toyota Motor Manufacturing: Toyota Motor Corporate Service; Bodine Aluminum, Inc.; Toyota Motor Asia Pacific Engineering & Manufacturing Co., Ltd. and its subsidiaries; Toyota Motor Thailand Co., Ltd. and its subsidiaries; PT, Toyota Motor Manufacturing Indonesia and its subsidiaries; Assembly Services Sdn. Bhd and its subsidiaries; Toyota Motor Vietnam Co., Ltd, and its subsidiaries; Toyota Motor Philippines Corp. and its subsidiaries; and Toyota Kirloskar Motor Private Ltd. and its subsidiaries

SUBARU CORPORATION
Subaru Corporation, f/k/a Fuji Heavy Industries Ltd. and its subsidiaries with the exception of Subaru of Indiana Automotive, Inc.

SUBARU OF INDIANA
Subaru of Indiana Automotive, Inc.

NISSAN
Nissan Motor Co., Ltd. and Nissan North America, Inc., along with their subsidiaries and majority-owned affiliates

SUZUKI
Suzuki Motor Corporation and Suzuki Motor USA, LLC, along with companies in which Suzuki Motor Corporation directly or indirectly owns the majority of voting rights, excluding Maruti Suzuki India Limited

GENERAL MOTORS General Motors LLC ("GM"), General Motors Company, and General Motors Holdings LLC, along with all their subsidiaries (in which GM directly or indirectly owns 50% or more of the voting rights) and majority-owned affiliates **FORD** Ford Motor Company on behalf of itself and all of its wholly owned divisions, subsidiaries, and affiliates	