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

In Re: AUTOMOTIVE PARTS ANTITRUST LITIGATION	:	Master File No. 12-md-02311 Honorable Marianne O. Battani
In Re: WIRE HARNESS CASES	:	
THIS DOCUMENT RELATES TO: ALL DIRECT PURCHASER ACTIONS	:	2:12-cv-00101-MOB-MKM 2:14-cv-13773-MOB-MKM

DIRECT PURCHASER PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND LITIGATION COSTS AND EXPENSES

Direct Purchaser Plaintiffs hereby move the Court, pursuant to Rules 23 and 54 of the Federal Rules of Civil Procedure, for an award of attorneys' fees and litigation costs and expenses from the settlement funds created from the proceeds of the settlements that have been reached with the Furukawa and Mitsubishi Electric Defendants in the Direct Purchaser Actions. In support of this motion, Direct Purchaser Plaintiffs rely upon the accompanying memorandum of law, which is incorporated by reference.

Dated: September 17, 2018

Respectfully submitted,

/s/David H. Fink

David H. Fink (P28235)
Darryl Bressack (P67820)
Nathan J. Fink (P75185)
FINK + ASSOCIATES LAW
38500 Woodward Ave, Suite 350
Bloomfield Hills, MI 48304
Telephone: (248) 971-2500

Interim Liaison Counsel for the Direct Purchaser Plaintiffs

Steven A. Kanner
William H. London
Michael E. Moskovitz
FREED KANNER LONDON
& MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500

Joseph C. Kohn
William E. Hoese
Douglas A. Abrahams
Craig W. Hillwig
KOHN, SWIFT & GRAF, P.C.
1600 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 238-1700

Gregory P. Hansel
Randall B. Weill
Michael S. Smith
PRETI, FLAHERTY, BELIVEAU
& PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112-9546
Telephone: (207) 791-3000

Eugene A. Spector
William G. Caldes
Jonathan M. Jagher
Jeffrey L. Spector
SPECTOR ROSEMAN & KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300

Interim Lead Counsel for the Direct Purchaser Plaintiffs

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

In Re: AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 12-md-02311 Honorable Marianne O. Battani
In Re: WIRE HARNESS CASES	
THIS DOCUMENT RELATES TO: ALL DIRECT PURCHASER ACTIONS	2:12-cv-00101-MOB-MKM 2:14-cv-13773-MOB-MKM

DIRECT PURCHASER PLAINTIFFS' MEMORANDUM IN SUPPORT OF THEIR MOTION FOR AN AWARD OF ATTORNEYS' FEES AND LITIGATION COSTS AND EXPENSES

TABLE OF CONTENTS

TABLE OF AUTHORITIES ii

STATEMENT OF ISSUES PRESENTED vi

STATEMENT OF CONTROLLING OR MOST APPROPRIATE AUTHORITIES vii

I. INTRODUCTION 1

II. BACKGROUND 3

A. SETTLEMENTS 5

1. The Lear, G.S. Electech, and Tokai Rika Settlements. 5

2. The Chiyoda, Fujikura, LEONI, Sumitomo and Yazaki Settlements. 5

3. The Furukawa and Mitsubishi Electric Settlements. 6

B. CLASS NOTICE 6

III. THE REQUESTED ATTORNEYS' FEES ARE REASONABLE 7

A. The Percentage of the Recovery Method Previously Employed by the Court is the Appropriate Method for Assessing the Fee Request. 8

B. The Requested Fee Constitutes a Fair and Reasonable Percentage of the Settlement Funds. 8

1. The Requested Fee Is Reasonable. 9

2. Even in So-Called "Mega Fund" Cases, Courts Routinely Award Fees of 30% or More. 11

C. Consideration of the Factors Identified by the Sixth Circuit Supports the Requested Fee. 12

1. Plaintiffs' Counsel Secured a Valuable Benefit for the Class. 12

2. A Lodestar Crosscheck Confirms That the Requested Fee is Reasonable. 13

3. The Requested Fee is Fair and Reasonable Given the Real Risk That Plaintiffs' Counsel Could Have Received No Compensation for Their Efforts. 14

4. Society Has an Important Stake in This Lawsuit and an Award of Reasonable Attorneys' Fees to Class Counsel. 16

5. The Complexity of This Case Supports the Requested Fee. 16

6. Skill and Experience of Counsel Support the Requested Fee. 17

IV. INTERIM LEAD COUNSEL WILL ALLOCATE THE FEES 18

V. REIMBURSEMENT OF LITIGATION EXPENSES 19

VI. CONCLUSION 20

TABLE OF AUTHORITIES

Page(s)

Cases

In re AremisSoft Corp., Sec. Litig.,
210 F.R.D. 109 (D.N.J. 2002) 10

In re Automotive Parts Antitrust Litig.,
12-MD-02311, 2:12-cv-00103 (E.D. Mich. June 20, 2016) 15

In re Automotive Parts Antitrust Litig.,
12-MD-02311, 2013 WL 2456584 (E.D. Mich. Jun. 6, 2013) 4

In re Automotive Parts Antitrust Litig.,
2016 WL 8201516 (E.D. Mich. Dec. 28, 2016) 8, 9

In re Automotive Refinishing Paint Antitrust Litig.,
2008 WL 63269 (E.D. Pa. Jan. 3, 2008) 19

Behrens v. Wometco Enters., Inc.,
118 F.R.D. 534 (S.D. Fla. 1988), *aff'd*, 899 F.2d 21 (11th Cir 1990) 17

Bessey v. Packerland Plainwell, Inc.,
2007 WL 3173972 (W.D. Mich. 2007) 9

Bowling v. Pfizer, Inc.,
102 F.3d 777 (6th Cir. 1996) 12

In Re Cardinal Health Inc. Sec. Litig.,
528 F. Supp. 2d 752 (S.D. Ohio 2007) 13

In re Cardizem, 218 F.R.D. 508 (E.D. Mich. 2003) 16, 19

In re Cendant Corp. Sec. Litig.,
404 F.3d 173 (3d Cir. 2005) 19

In re Copley Pharm., Inc. Albuterol Prods. Liab. Litig.,
50 F.Supp.2d 1141 (D. Wy. 1999), *aff'd*, 232 F.3d 900 (10th Cir. 2000) 19

In re Delphi Corp. Sec. Derivative & ERISA Litig.,
248 F.R.D. 483 (E.D. Mich. 2008) 8, 12, 16

In re Domestic Air Transp. Antitrust Litig.,
148 F.R.D. 297 (N.D. Ga. 1993) 18

In re: Domestic Drywall Antitrust Litig., 2018 WL 3439454 (E.D. Pa. July 17,
2018) 10, 11

In re FAO Inc. Sec. Litig.,
2005 WL 3801469 (E.D. Pa., May 20, 2005) 10

In re Fasteners Antitrust Litig.,
2014 WL 296954 (E.D. Pa. Jan. 27, 2014) 10

In re Flonase Antitrust Litig.,
951 F. Supp. 2d 739 (E.D. Pa. 2013) 11

In re Folding Carton Antitrust Litig.,
84 F.R.D. 245 (N.D. Ill. 1979) 16

In re Foundry Resins Antitrust Litig.,
Case No. 2:04-md-1638 (S.D. Ohio Mar. 31, 2008) 10

Gascho v. Global Fitness Holdings, LLC,
822 F.3d 269 (6th Cir. 2016) 8

In re Gen. Instrument Sec. Litig.,
209 F. Supp. 2d 423 (E.D. Pa. 2001) 11

Godshall v. Franklin Mint Co.,
2004 WL 2745890 (E.D. Pa., Dec. 1, 2004) 10

Heekin v. Anthem, Inc.,
2012 WL 5878032 (S.D. Ind. Nov. 20, 2012) 10

Hensley v. Eckerhart, 461 U.S. 424 (1983) 17

Ikon Office Solutions, Inc. Sec. Litig.,
194 F.R.D 166 (E.D. Pa. 2000) 12

Isabel v. City of Memphis,
404 F.3d 404 (6th Cir. 2005) 13

Jones v. Diamond,
636 F.2d 1364 (5th Cir. 1981), *overruled on other grounds*, *Int'l Woodworkers of Am. AFL-CIO and its Local No. 5-376 v. Champion Intern. Corp.*, 790 F.2d 1174 (5th Cir. 1986) 15

Klein v. PDG Remediation, Inc.,
1999 WL 38179 (S.D.N.Y., Jan. 28, 1999) 10

Lewis v. Wal-Mart Stores, Inc.,
2006 WL 3505851 (N.D. Okla., Dec. 4, 2006) 10

In re Linerboard Antitrust Litig.,
2004 WL 1221350 (E.D. Pa., June 2, 2004) 11, 18

In re Linerboard Antitrust Litig.,
292 F.Supp.2d 631 (E.D. Pa. 2003) 16

Missouri v. Jenkins,
491 U.S. 274 (1989) 14

New England Health Care Employees Pension Fund v. Fruit of the Loom, Inc.,
234 F.R.D. 627 (W.D. Ky. 2006), *aff'd*, 534 F.3d 508 (6th Cir. 2008) 10

In re OSB Antitrust Litig.,
Master File No. 06-826 (E.D. Pa.) 11

In re Packaged Ice Antitrust Litig.,
2011 WL 6209188 (E.D. Mich. Dec. 13, 2011) 8, 13, 15, 16, 17

Pennsylvania v. Delaware Valley Citizens' Council for Clean Air,
483 U.S. 711 (1987) 14

In re Plasma-Derivative Protein Therapies Antitrust Litig.,
1:09-cv-07666 (N.D. Ill. Jan. 22, 2014) 10

In re Polyurethane Foam Antitrust Litig.,
2015 WL 1639269 (N.D. Ohio Feb. 26, 2015) 10, 11, 17, 19

In re Prandin Direct Purchaser Antitrust Litig.,
2015 WL 1396473 (E.D. Mich. Jan. 20, 2015) 10

In re Prudential Ins. Co. Amer. Sales Practice Litig. Agent Actions,
148 F.3d 283 (3d Cir. 1998) 19

Rawlings v. Prudential-Bache Properties, Inc.,
9 F.3d 513 (6th Cir. 1993) 7

In re Ready-Mixed Concrete Antitrust Litig.,
2010 WL 3282591 (S.D. Ind. Aug. 17, 2010) 10

In re Refrigerant Compressors Antitrust Litig.,
MDL No. 2:09-md-02042 (E.D. Mich. June 16, 2014) 10

In re Skelaxin (Metaxalone) Antitrust Litig.,
2014 WL 2946459 (E.D. Tenn. Jun. 30, 2014) 10

In re Southeastern Milk Antitrust Litig.,
2013 WL 2155387 (E.D. Tenn. May 17, 2013) 10

Standard Iron Works v. Arcelormittal,
2014 WL 7781572 (N.D. Ill. Oct. 22, 2014) 10, 11

Thacker v. Chesapeake Appalachia, L.L.C.,
695 F. Supp. 2d (E.D. Ky. 2010) 9

In re Titanium Dioxide Antitrust Litig.,
2013 WL 6577029 (D. Md. Dec. 13, 2013)..11

In re Warfarin Sodium Antitrust Litig.,
391 F.3d 516 (3d Cir. 2004)..18

Williams v. Sprint/United Mgmt. Co,
2007 WL 2694029 (D. Kan., Sept. 11, 2007)..10

In re Wire Harness Cases,
2:12-cv-00101 (E.D. Mich.)... *passim*

Rules

Fed.R.Civ. P. 12(b)(6)..4

Fed. R. Civ. P. 23(g) 17

Fed. R. Civ. P. 23(h) 6, 7

Fed. R. Civ.P. 23(h)(1) and (2) 7

Fed. R. Civ.P. 30(b)(6)..5

STATEMENT OF ISSUES PRESENTED

1. Should the Court award Plaintiffs' Counsel attorneys' fees of one-third of the Furukawa and Mitsubishi Electric settlement funds?

   Suggested Answer: Yes

2. Should the Court award Plaintiffs' Counsel litigation costs and expenses from the Furukawa and Mitsubishi Electric settlement funds?

   Suggested Answer: Yes

STATEMENT OF CONTROLLING OR MOST APPROPRIATE AUTHORITIES

Fed. R. Civ. P. 23(h)

Fed. R. Civ. P. 54(d)

Bowling v. Pfizer, Inc., 102 F.3d 777 (6th Cir. 1996)

Rawlings v. Prudential-Bache Properties, Inc.,
9 F.3d 513 (6th Cir. 1993)

I. INTRODUCTION

Settlements with ten defendants (Lear, G.S. Electech, Tokai Rika, Fujikura, Sumitomo, Yazaki, Chiyoda, Leoni, Furukawa, and Mitsubishi Electric) have been obtained in the direct purchaser *Wire Harness Cases* through Plaintiffs' Counsel's exhaustive efforts over the past seven years.[1] The Court has granted final approval of the first eight settlements. Currently before the Court for final approval are two additional settlements, one with the Furukawa Defendants and the other with the Mitsubishi Electric Defendants, that total $19,680,320. Approval of the Furukawa and Mitsubishi Electric settlements will add nearly $20 million to the overall settlement funds.[2] Plaintiffs' Counsel are requesting an attorneys' fee award of one-third (33.33%) of the Furukawa and Mitsubishi Electric settlement amounts after deducting reimbursed litigation costs and expenses of $45,518.56, which is $6,538,388.88.

Plaintiffs' Counsel have devoted tremendous effort and incurred substantial out-of-pocket expenses in pursuing the claims on behalf of the class members. Between 2011 and now, Plaintiffs' Counsel have drafted complaints, successfully opposed nearly all of the Defendants' motions to dismiss, participated in negotiating the proposed case management, discovery, deposition and other orders that, once they were entered, have governed the conduct of the litigation (and which were used as templates for the same orders in the other automotive parts

---

[1] This motion is submitted by Interim Lead Counsel (which this Court also appointed as Settlement Class Counsel for each of the Settlement Classes as defined in the settlement agreements) and Liaison Counsel for the Direct Purchaser Plaintiffs, on behalf of themselves and the other law firms that worked on the litigation under their direction and supervision.

[2] The Court previously approved a plan of distribution in connection with the finally approved Wire Harness Products settlements. Plaintiffs anticipate filing a motion with the Court later this month seeking authorization to move forward with the plan of distribution. In connection with the motion for final approval of the Furukawa and Mitsubishi Electric settlements, Plaintiffs will also seek approval to distribute the funds from these settlements to the Settlement Class members.

cases), reviewed and analyzed millions of pages of Japanese and English documents, took the lead in preparing for and taking scores of interviews and depositions of Defendants' employees throughout the U.S. and in Japan, reviewed and produced the class representatives' documents and prepared for and defended their depositions, briefed and argued two summary judgment motions, negotiated ten settlements and prepared the settlement agreements and the attendant notices, orders, and preliminary and final approval documents, and worked with the claims administrator in connection with notice, claims, and preparations for distribution of the settlement funds. And the work will not end with final settlement approval. Plaintiffs' Counsel have been and will continue to be substantially involved in claims processing and the distribution of the settlement funds to the Class member claimants.

This is Plaintiffs' Counsel's second request for an award of attorneys' fees in the *Wire Harness Cases*. The first one was made and granted last year after Plaintiffs' Counsel had litigated the case through summary judgment with Denso and Furukawa and had negotiated eight settlements.[3] Plaintiffs' Counsel continued to litigate the case against the remaining Defendants and negotiated and entered into the settlements with Furukawa and Mitsubishi Electric. Now that two more settlements have been reached, Plaintiffs' Counsel respectfully move for an order: 1) awarding attorneys' fees of 33.33% of the Furukawa and Mitsubishi Electric settlement funds after deducting reimbursed litigation costs and expenses; and 2) awarding $45,518.56 in unreimbursed litigation costs and expenses. For the reasons set forth herein, Plaintiffs' Counsel respectfully submit that the requested awards are fair and reasonable under well-established Sixth Circuit precedent concerning awards of attorneys' fees in class action litigation and this Court's prior

[3] Order dated August 10, 2017 in *In re: Wire Harness Cases*, 2:12-cv-00101-MOB-MKM (Doc. No. 495).

decisions awarding fees, litigation expenses and incentive awards in the *Automotive Parts Antitrust Litigation*.

II. BACKGROUND

The background and litigation history of the *Wire Harness Cases*, which were the first cases filed in the *Automotive Parts Antitrust Litigation*, are well known to the Court and have been set forth most recently in the "Brief in Support of Direct Purchasers' Motion for Final Approval of Proposed Settlements with the Mitsubishi Electric and Furukawa Defendants and Proposed Plan for Distribution of Settlement Funds," filed concurrently with this motion, and will not be fully repeated here. This litigation began in 2011 when Plaintiffs filed lawsuits against Defendants on behalf of a class of direct purchasers of "Wire Harness Products."[4] On March 19, 2012, the Court appointed the undersigned law firms to serve as Interim Lead Counsel and Liaison Counsel for the Direct Purchaser Plaintiffs, with responsibility for making "all work assignments to plaintiffs' counsel to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort." (2:12-md-02311, Doc. No. 60). Thereafter, the direct purchaser cases were consolidated, and the multitude of tasks involved in organizing and litigating the pretrial aspects of the case were undertaken and completed.

In short order the *Automotive Parts Antitrust Litigation* evolved from the *Wire Harness Cases* into the most sprawling antitrust MDL litigation in modern memory. The *Wire Harness Cases*, which were the lead cases in the MDL, have been enormously complex. Interim Lead Counsel,

[4] "Wire Harness Products," for purposes of the proposed settlements, are wire harnesses and the following related products: automotive electrical wiring, lead wire assemblies, cable bond, automotive wiring connectors, automotive wiring terminals, high voltage wiring, electronic control units, fuse boxes, relay boxes, junction blocks, power distributors, and speed sensor wire assemblies used in motor vehicles. "Wire harnesses" are electrical distribution systems used to direct and control electronic components, wiring, and circuit boards in motor vehicles.

along with other firms working under their supervision, have devoted tens of thousands of hours to developing and advancing the direct purchaser claims. The work done by Plaintiffs' Counsel includes, but is not limited to, the following:

- Investigating the automotive parts industry generally, and the wire harness market specifically, and working with the class representatives to draft a comprehensive consolidated amended complaint (2:12-md-02311, Doc. No. 86);

- Coordinating with the Department of Justice ("DOJ") regarding discovery matters and other issues potentially related to the parallel criminal proceedings;

- Negotiating with Defendants and coordinating with the three indirect purchaser plaintiff groups and Ford Motor Company on discovery schedules, deposition protocols, and status reports to the Court;

- Briefing and arguing in opposition to multiple motions to dismiss, including a collective Rule 12(b)(6) motion, nearly all of which the Court denied. *See, e.g., In re Automotive Parts Antitrust Litig.,* 12-MD-02311, 2013 WL 2456584 (E.D. Mich. Jun. 6, 2013);

- Drafting and filing a Second Consolidated Amended Class Action Complaint (12-cv-00101, Doc. No. 103), and a Third Consolidated Amended Class Action Complaint (2:12-cv-00101, Doc. No. 260), which refined the claims and added parties;

- Attending multiple cooperation meetings with counsel for the DOJ amnesty applicant under the Antitrust Criminal Penalty Enhancement and Reform Act;

- Responding to a multitude of written discovery requests (including several sets of interrogatories and requests for production, and requests for admission), negotiating the scope of that discovery, and processing, reviewing and analyzing more than 1.2 million documents collected by the class representatives for potential production to the Defendants;

- Drafting discovery requests to all Defendants, followed by extensive meet-and-confer negotiations with counsel for each of the Defendant groups in coordination with the indirect purchaser plaintiff groups and Ford;

- Coordinating with the indirect purchaser plaintiffs to process more than 11.9 million English and foreign-language documents produced by the Defendants, and reviewing, analyzing and coding documents selected using predictive coding software;

- Drafting, responding to, and arguing discovery motions;

- Consulting with experts to analyze Defendants' transactional data, cost data, and other information produced in discovery to develop opinions relating to the wire harness market, antitrust impact, and damages, for purposes of class certification and trial;

- Preparing for and taking the depositions of more than 50 witnesses in both the U. S. and abroad, including depositions of multiple Rule 30(b)(6) designees per Defendant group and depositions in foreign languages;

- Preparing for and defending multiple-day depositions of corporate representatives for each of the class plaintiffs;

- Briefing and arguing in opposition to the motions for summary judgment filed by the Denso and Furukawa Defendants;

- Negotiating the settlements and preparing the settlement agreements and attendant notices, orders, preliminary and final approval briefs, and obtaining approvals from the Court:

- Working with the claims administrator to design and send notices to the members of the Settlement Classes, to create and maintain a settlement website; and

- Working with the claims administrator to review and evaluate claims and prepare for a distribution of the settlement funds to Settlement Class members.

A. SETTLEMENTS

1. The Lear, G.S. Electech, and Tokai Rika Settlements.

The first three settlements to receive final approval were with Lear, the G.S. Electech Defendants, and the Tokai Rika Defendants. The Court granted final approval of the Lear settlement on January 7, 2015. The Court granted final approval of the G.S. Electech and Tokai Rika settlements on February 6, 2017.

2. The Chiyoda, Fujikura, LEONI, Sumitomo and Yazaki Settlements.

On August 25, 2017, the Court granted final approval of settlements with Chiyoda, the Fujikura Defendants, the LEONI Defendants, the Sumitomo Defendants, and the Yazaki Defendants.

3. The Furukawa and Mitsubishi Electric Settlements.

Plaintiffs have achieved two additional settlements, one with the Furukawa Defendants and the other with the Mitsubishi Electric Defendants, that total $19,680,320. The Court granted preliminary approval of these settlements on July 27, 2018. The final fairness hearing is scheduled for November 8, 2018.

B. CLASS NOTICE

By order dated July 27, 2018, the Court approved the dissemination of notice to the members of the Furukawa and Mitsubishi Electric Settlement Classes (the "Notice"). On August 16, 2018, 7475 Notices were mailed, postage prepaid, to all potential Settlement Class members identified by Defendants. In addition, a copy of the Notice is posted on-line at www.autopartsantitrustlitigation.com. The Summary Notice was published in the national edition of the *Wall Street Journal* and *Automotive News* on August 27, 2018.[5]

As required by Fed. R. Civ. P. 23(h), the Notice (a copy of which is attached as Exhibit 1) informed the Settlement Class members that Plaintiffs' Counsel would request an award of attorneys' fees not to exceed one-third and litigation costs and expenses from the Furukawa and Mitsubishi Electric settlement funds, and explained how class members could object to the requests:

> **REQUEST FOR ATTORNEYS' FEES AND EXPENSES**
>
> The Court has appointed the law firms identified above (on page 3) as Settlement Class Counsel. These law firms, together with other firms that have worked on this litigation, will file a motion for an award of attorneys' fees and reimbursement of their costs and expenses incurred in prosecuting the case. The request of Settlement Class Counsel for attorneys' fees will not exceed one-

[5] A declaration or affidavit confirming that notice was disseminated to the Settlement Classes in accordance with the Preliminary Approval and Notice Order will be filed at least 10 days prior to the Fairness Hearing.

> third (33 1/3) percent of the proceeds of the Furukawa and Mitsubishi Electric Settlement Fund.
>
> The application for attorneys' fees and litigation costs and expenses will be filed on September 17, 2018. If you remain in either of the Furukawa or Mitsubishi Electric Settlement Classes, and you wish to object to the requests for attorneys' fees and litigation costs 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.

Exhibit 1 at 5-6.

The deadline for objections or requests for exclusion is October 5, 2018. To date there have been no objections to either of the settlements, the requested attorneys' fees, or the requested expense reimbursements. There have also been no exclusion requests. Plaintiffs' Counsel will provide the Court with a final report on any objections before the Fairness Hearing.

III. THE REQUESTED ATTORNEYS' FEES ARE REASONABLE

Rule 23(h) provides that "[i]n a certified class action, the court may award reasonable attorney's fees and nontaxable costs that are authorized by law or by the parties' agreement." Fed. R. Civ. P. 23(h). Plaintiffs' Counsel have complied with the requirements of Rule 23(h)(1) and (2), which provides for notice to the class of the attorneys' fees request and an opportunity to object. The next step is for the Court is to determine whether the requested fee is reasonable under the circumstances and fair to the class members and Plaintiffs' Counsel. *Rawlings v. Prudential-Bache Properties*, 9 F. 3d 513, 515-16 (6th Cir. 1993) (counsel should be "fairly compensated for the amount of work done as well as the results achieved."). As discussed below, Plaintiffs' Counsel believe their attorneys' fees request of one-third of the Furukawa and Mitsubishi Electric settlement funds is fair and reasonable under the circumstances and applicable law.

A. The Percentage of the Recovery Method Previously Employed by the Court is the Appropriate Method for Assessing the Fee Request.

As the Court has previously observed, Sixth Circuit law grants district courts discretion to select an appropriate method for determining the reasonableness of attorneys' fees in class actions. *In re Automotive Parts Antitrust Litig.*, 2016 WL 8201516, at *1 (E.D. Mich. Dec. 28, 2016) (citations omitted). *See generally Gascho v. Global Fitness Holdings, LLC*, 822 F.3d 269, 279 (6th Cir. 2016) (discussing the advantages and disadvantages of each method). In this MDL, the Court has used the "percentage-of-the-fund" method. *E.g.*, *In re Automotive Parts Antitrust Litig.*, *supra* (collecting cases) (holding that "the percentage-of-the-fund … method of awarding attorneys' fees is preferred in this district because it eliminates disputes about the reasonableness of rates and hours, conserves judicial resources, and aligns the interests of class counsel and the class members"). Plaintiffs' Counsel respectfully request that the Court apply the percentage-of-the-fund method here. *See Rawlings*, 9 F.3d at 516; *In re Packaged Ice Antitrust Litig.,* 2011 WL 6209188, at *16 (E.D. Mich. Dec. 13, 2011); *In re Delphi Corp. Sec. Derivative & ERISA Litig.*, 248 F.R.D. 483, 502 (E.D. Mich. 2008).

B. The Requested Fee Constitutes a Fair and Reasonable Percentage of the Settlement Funds.

Plaintiffs' Counsel request a fee of one-third of the proceeds of the Furukawa and Mitsubishi Electric settlements created by their efforts. As detailed below, there is extensive precedent to support the requested fee. Additionally, Plaintiffs' Counsel request reimbursement of litigation costs and expenses incurred from May 1, 2017, through July 31, 2018.[6]

---

[6]In its August 10, 2017 Order, the Court awarded costs and expenses from the inception of the case through April 30, 2017.

1. The Requested Fee Is Reasonable.

A one-third fee has been approved as reasonable by this Court, and many others. To date in the *Automotive Parts Litigation*, the Court has approved several fee awards of one-third of a settlement fund, finding that percentage to be reasonable. *See* 2016 WL 8201516, at *2 (E.D. Mich. Dec. 28, 2016) (awarding counsel for the Truck and Equipment Dealer Plaintiffs one-third of a $4,616,499 settlement fund in the *Wire Harness* and *Occupant Safety Systems* cases); 12-cv-00102-MOB-MKM (Doc. No. 401) (awarding counsel for the Auto Dealer Plaintiffs one-third of a $55,500,504 settlement fund in *Wire Harness*).[7]

The requested award is also consistent with a wealth of authority from this circuit and others approving class action fees in the range of 30% to one-third of a common fund. *See, e.g., Bessey v. Packerland Plainwell, Inc.*, 2007 WL 3173972, at *4 (W.D. Mich. 2007) ("Empirical studies show that, regardless whether the percentage method or the lodestar method is used, fee awards in class actions average around one-third of the recovery") (internal quotation marks omitted); *Thacker v. Chesapeake Appalachia, L.L.C.,* 695 F. Supp. 2d, 521, 528 (E.D. Ky. 2010) ("Using the percentage approach, courts in this jurisdiction and beyond have regularly determined that 30% fee awards are reasonable"). District courts in the Sixth Circuit and elsewhere have recently awarded 30% or more of settlement funds as reasonable attorneys' fees in antitrust cases. In the earlier fee application Plaintiffs' Counsel requested and the Court awarded 30% of the settlement funds from the first eight settlements in *Wire Harness* to Direct Purchaser Plaintiffs' Counsel. Order in 2:12-cv-00101 (Doc. No. 495). Other courts have also awarded fees in the one-

[7]The Court has also made fee awards that were below the one-third to thirty percent range. *See, e.g., Occupant Safety Systems*, 2:12-cv-00601 (Doc. No. 128) (awarding 25% of a $42.1 million fund).

third to 30% range. *E.g., In re Prandin Direct Purchaser Antitrust Litig.*, 2015 WL 1396473 (E.D. Mich. Jan. 20, 2015) (one-third of a $19 million fund); *In re Skelaxin (Metaxalone) Antitrust Litig.*, 2014 WL 2946459, *1 (E.D. Tenn. Jun. 30, 2014) (one-third of a $73 million fund); *In re Southeastern Milk Antitrust Litig.*, 2013 WL 2155387, at *8 (E.D. Tenn. May 17, 2013) (one-third of $158.6 million fund); *In re Foundry Resins Antitrust Litig.,* Case No. 2:04-md-1638 (S.D. Ohio Mar. 31, 2008) (one-third of a $14.1 million fund); *In re Polyurethane Foam Antitrust Litig.,* 2015 WL 1639269, at *7 (N.D. Ohio Feb. 26, 2015) (30% of a $148.7 million fund); *In re Refrigerant Compressors Antitrust Litig.,* MDL No. 2:09-md-02042 (E.D. Mich. June 16, 2014) (30% of a $30 million fund).[8] Plaintiffs' Counsel's current one-third fee request is fully supported by the circumstances of this case and the decisions in these (and other) cases.

---

[8] *See, e.g., In re: Domestic Drywall Antitrust Litig.,* 2018 WL 3439454, at *20 (E.D. Pa. July 17, 2018 (awarding one-third of $190 million settlement and $2.95 million in expenses)*; In re Plasma-Derivative Protein Therapies Antitrust Litig.*, 1:09-cv-07666 (N.D. Ill. Jan. 22, 2014) (awarding one-third interim fee from initial settlement in multi-defendant case); *Standard Iron Works v. Arcelormittal,* 2014 WL 7781572, at *1 (N.D. Ill. Oct. 22, 2014) (attorneys' fee award of one-third of a $163.9 million settlement); *In re Fasteners Antitrust Litig.*, 2014 WL 296954, *7 (E.D. Pa. Jan. 27, 2014) ("Co–Lead Counsel's request for one third of the settlement fund is consistent with other direct purchaser antitrust actions."); *Heekin v. Anthem, Inc.*, 2012 WL 5878032 (S.D. Ind. Nov. 20, 2012) (awarding one-third fee from $90 million settlement fund); *In re Ready-Mixed Concrete Antitrust Litig.*, 2010 WL 3282591, at *3 (S.D. Ind. Aug. 17, 2010) (approving one-third fee); *Williams v. Sprint/United Mgmt. Co,* 2007 WL 2694029, at *6 (D. Kan., Sept. 11, 2007) (awarding fees equal to 35% of $57 million common fund); *Lewis v. Wal-Mart Stores, Inc.,* 2006 WL 3505851, at *1 (N.D. Okla., Dec. 4, 2006) (awarding one-third of the settlement fund and noting that a "one-third [fee] is relatively standard in lawsuits that settle before trial."); *New England Health Care Employees Pension Fund v. Fruit of the Loom, Inc.,* 234 F.R.D. 627, 635 (W.D. Ky. 2006) ("[A] one-third fee from a common fund case has been found to be typical by several courts.") (citations omitted), *aff'd*, 534 F.3d 508 (6th Cir. 2008); *In re AremisSoft Corp., Sec. Litig.,* 210 F.R.D. 109, 134 (D.N.J. 2002) ("Scores of cases exist where fees were awarded in the one-third to one-half of the settlement fund.") (citations omitted); *Klein v. PDG Remediation, Inc.,* 1999 WL 38179, at *4 (S.D.N.Y., Jan. 28, 1999) ("33% of the settlement fund…is within the range of reasonable attorney fees awarded in the Second Circuit"); *Moore v. United States,* 63 Fed. CI. 781, 787 (2005) ("one-third is a typical recovery"); *In re FAO Inc. Sec. Litig.*, 2005 WL 3801469, at * 2 (E.D. Pa., May 20, 2005) (awarding fees of 30% and 33%); *Godshall v. Franklin Mint Co.*, 2004 WL 2745890, at *5 (E.D. Pa., Dec. 1, 2004) (awarding a 33% fee and noting that "[t]he requested percentage is in line with percentages awarded in other cases");

2. Even in So-Called "Mega Fund" Cases, Courts Routinely Award Fees of 30% or More.

Many fee awards in cases resulting in settlements of $100 million or more – so-called "mega fund" cases – also fall within the one-third to 30% percent range. And while it is sometimes argued in such cases that, as the amount of the recovery increases, the percentage of the fee should decrease to prevent "windfalls," counsel should be incentivized to maximize the recovery to the class. Moreover, there are numerous decisions awarding fees of one-third to 30% or more in mega-fund cases, particularly where, as here, a lodestar "cross-check" eliminates any concern about the attorneys unfairly receiving a large fee. *See, e.g., In re: Domestic Drywall Antitrust Litig.,* 2018 WL 3439454, at *20 (E.D. Pa. July 17, 2018 (awarding one-third of $190 million settlement and $2.95 million in expenses); *Standard Iron Works,* 2014 WL 7781572, at *1 (approving one-third of $163.9 million settlement fund for a 1.97 multiplier); *In re Titanium Dioxide Antitrust Litig.,* 2013 WL 6577029, at *1 (D. Md. Dec. 13, 2013) (one-third fee from $163.5 million fund); *In re Flonase Antitrust Litig.*, 951 F. Supp. 2d 739, 748-52 (E.D. Pa. 2013) (noting that "in the last two-and-a-half years, courts in eight direct purchaser antitrust actions approved one-third fees" and awarding one-third fee from $150 million fund, a 2.99 multiplier); *In re OSB Antitrust Litig.,* Master File No. 06-826 (E.D. Pa.) (fee of one-third of $120 million in settlement funds); *Polyurethane Foam, supra* (awarding 30% of $148.7 million settlement fund where counsel would still be "under water" relative to lodestar); *In re Linerboard Antitrust Litig.,* 2004 WL 1221350 (E.D. Pa., June 2, 2004) (30% of $202 million awarded, a 2.66 multiplier); *Ikon Office Solutions, Inc. Sec. Litig*., 194 F.R.D 166 (E.D. Pa. 2000) (fee of 30% of settlement of $109 million, a 2.7

In re Gen. Instrument Sec. Litig., 209 F. Supp. 2d 423, 433-44 (E.D. Pa. 2001) (awarding one-third of a $48 million settlement fund).

multiplier). The fees awarded in these mega-fund cases lend further support to the reasonableness of Plaintiffs' Counsel's request here.

C. Consideration of the Factors Identified by the Sixth Circuit Supports the Requested Fee.

Once the Court has selected a method for awarding attorneys' fees, the next step is to consider the six factors that the Sixth Circuit has identified to guide courts in weighing a fee award in a common fund case: 1) the value of the benefit rendered to the class; 2) the value of the services on an hourly basis; 3) whether the services were undertaken on a contingent fee basis; 4) society's stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others; 5) the complexity of the litigation; and 6) the professional skill and standing of counsel involved on both sides. *E.g., Bowling v. Pfizer, Inc.,* 102 F.3d 777, 780 (6th Cir. 1996); *In re Wire Harness Cases*, 2:12-cv-00101 (E.D. Mich.) at 3-5 (Doc. No. 495). When applied to the facts of this case, these factors indicate that the requested fee constitutes fair and reasonable compensation for Plaintiffs' Counsel's efforts in creating the common settlement funds.

1. Plaintiffs' Counsel Secured a Valuable Benefit for the Class.

The result achieved for the class is the principal consideration when assessing a fee request. *E.g., Delphi,* 248 F.R.D. at 503. Here, as more fully discussed in the Plaintiffs' memorandum filed in support of final approval of the settlements, Plaintiffs' Counsel have achieved excellent recoveries totaling $19,680,320 on behalf of the Settlement Classes.

2. A Lodestar Crosscheck Confirms That the Requested Fee is Reasonable.

When fees are awarded using the percentage-of-the-fund method, this Court and others have applied a lodestar "cross-check" on their reasonableness. *In Re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 754 (S.D. Ohio 2007); *In re Packaged Ice Antitrust Litig.,* 2011 WL 6209188, at *18. Use of a lodestar cross-check is optional, however, and because it is only a check, the court is not required to engage in detailed scrutiny of time records. *Cardinal*, 528 F. Supp. 2d at 767. Here, the amount of time Plaintiffs' Counsel have expended since the inception of the case in 2011 makes clear that the fee requested is well "aligned with the amount of work the attorneys contributed" to the recovery and does not constitute a "windfall." *See id.* To the contrary, the lodestar cross-check reveals that the requested fee from the Furukawa and Mitsubishi Electric settlements combined with the fees that the Court awarded last year is substantially less than Plaintiffs' Counsel's lodestar.

To calculate the lodestar, a court first multiplies the number of hours counsel reasonably expended on the case by their reasonable hourly rate. *See Isabel v. City of Memphis*, 404 F.3d 404, 415 (6th Cir. 2005). As described herein and in Plaintiffs' Counsel's earlier fee petition (Doc. No. 490 in 2:12-cv-00101-MOB-MKM), tens of thousands of hours have been spent litigating the case and achieving the settlements. The many tasks required were managed with an eye toward efficiency and avoiding duplication.

As the Declarations submitted by the law firms with the initial fee petition filed in June 2017 set forth,[9] Plaintiffs' Counsel expended 179,486.30 hours from inception through April 30, 2017. Applying the historical rates charged by Plaintiffs' Counsel to the hours expended yielded a

[9]The Declarations were attached to the June 2017 fee application as Exhibit 6, Doc. No. 490-7 in 2:12-cv-00101-MOM-MKM.

"lodestar" value of $81,407,770.00.[10] From May 1, 2017 through July 31, 2018, Plaintiffs' Counsel worked another 3,567.05 hours on the case. Applying historical rates to these additional hours results in a lodestar of $1,954,456.24. Thus, from inception through July 31, 2018, Plaintiffs' Counsel spent 183,053.30 hours on the case with a lodestar value of $83,362,225.91. Were the Court to award the requested fee, Plaintiffs' Counsel would receive approximately 41% of their lodestar, or in other words a negative multiplier of .41. Here, the fact that Plaintiffs' Counsel are substantially "under water" on a lodestar basis strongly supports the requested percentage.

The work done by Plaintiffs' counsel is described above and, for those firms that worked on the case after April 30, 2017, in the separate firm Declarations attached as Exhibit 2. Plaintiffs' Counsel submit that the hours expended on this case since inception, while substantial, are reasonable given the size, scope and complexity of this litigation. Defendants, who are represented by able counsel from large national defense firms, mounted an extraordinarily vigorous defense, requiring Plaintiffs' Counsel to expend considerable effort and ingenuity in prosecuting this litigation and obtaining the excellent recovery for the Settlement Classes.

3. The Requested Fee is Fair and Reasonable Given the Real Risk That Plaintiffs' Counsel Could Have Received No Compensation for Their Efforts.

It is true that Plaintiffs' Counsel have obtained settlements with other Defendants and have been awarded fees, but, as discussed above, Plaintiffs' Counsel will only recover a fraction of what they have invested in litigating the case. With respect to litigating the case against Furukawa and

[10] The United States Supreme Court has held that the use of current rates, as opposed to historical rates, is appropriate to compensate counsel for inflation and the delay in receipt of the funds. *Missouri v. Jenkins*, 491 U.S. 274, 282-84 (1989); *see also Pennsylvania v. Delaware Valley Citizens' Council for Clean Air*, 483 U.S. 711, 716 (1987). Plaintiffs' Counsel have nevertheless submitted their lodestar information at their lower historical rates, rather than at their current (higher) rates.

Mitsubishi Electric, they are represented by highly experienced and competent counsel. Absent the settlement, Plaintiffs believe that these Defendants and their counsel were prepared to defend this case through trial and appeal. Litigation risk is inherent in every case, and this is particularly true with respect to class actions. Therefore, while Plaintiffs are optimistic about the outcome of this litigation, they must acknowledge the risk that these Defendants could prevail with respect to certain legal or factual issues, reducing or eliminating any potential recovery. The risk factor attempts to compensate counsel in contingent fee litigation for having taken on the risk of receiving less than their normal hourly rates, or even nothing at all. *See, e.g. Jones v. Diamond*, 636 F.2d 1364, 1382 (5th Cir. 1981), *overruled on other grounds*, *Int'l Woodworkers of Am. AFL-CIO and its Local No. 5-376 v. Champion Intern. Corp*., 790 F.2d 1174 (5th Cir. 1986); *In re Wire Harness Cases*, 2:12-cv-00101 (E.D. Mich.) at 4 (Doc. 495) ("Direct Purchaser Plaintiffs' Counsel are operating on a contingency basis and bore a significant risk of non-payment in pursuing these claims."); *In re Packaged Ice Antitrust Litig.,* 2011 WL 6209188, at *19 (risk of non-payment a factor supporting the requested fee). In this case Plaintiffs' Counsel are only seeking to be compensated for 41% of the lodestar.

While Furukawa (Wire Harness Products) and Mitsubishi Electric (certain parts but not Wire Harness Products) pleaded guilty to antitrust violations, the Department of Justice did not seek recovery for the class members, leaving that up to Plaintiffs' Counsel. As this Court has observed, success is not guaranteed even in those instances where a settling defendant has pleaded guilty in a criminal proceeding brought by the DOJ, which is not required to prove impact or damages. *See, e.g., In re Automotive Parts Antitrust Litig.,* 12-MD-02311, 2:12-cv-00103, at 11 (E.D. Mich. June 20, 2016 (Doc. No. 497). In any event, because Plaintiffs' Counsel are seeking to be compensated for much less than all their time there is no risk premium.

4. Society Has an Important Stake in This Lawsuit and an Award of Reasonable Attorneys' Fees to Class Counsel.

It is well established that there is a "need in making fee awards to encourage attorneys to bring class actions to vindicate public policy (e.g., the antitrust laws) as well as the specific rights of private individuals." *In re Folding Carton Antitrust Litig.*, 84 F.R.D. 245, 260 (N.D. Ill. 1979). Courts in the Sixth Circuit weigh "society's stake in rewarding attorneys who [win favorable outcomes in antitrust class actions] in order to maintain an incentive to others . . . Society's stake in rewarding attorneys who can produce such benefits in complex litigation such as in the case at bar counsels in favor of a generous fee . . . Society also benefits from the prosecution and settlement of private antitrust litigation." *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 534 (E.D. Mich. 2003) (internal quotation marks omitted). *Accord, Delphi,* 248 F.R.D. at 504.

The DOJ did not seek restitution from any of the settling Defendants because it recognized that civil cases could provide for the recovery of damages by injured purchasers. In this regard, the substantial recovery Plaintiffs' Counsel obtained is necessary to makes it clear that antitrust violations will be the subject of vigorous private civil litigation to deter similar future conduct. Since society gains from competitive markets that are free of collusion, Plaintiffs' Counsel's work benefitted the public.

5. The Complexity of This Case Supports the Requested Fee.

The Court is aware that "[a]ntitrust class actions are inherently complex . . . ." *In re Cardizem*, 218 F.R.D. at 533. S*ee also In re Packaged Ice Antitrust Litig.,* 2011 WL 6209188, at *19; *In re Linerboard Antitrust Litig.,* 292 F.Supp.2d 631, 639 (E.D. Pa. 2003) ("An antitrust class action is arguably the most complex action to prosecute. The legal and factual issues involved are always numerous and uncertain in outcome.") (citations and internal quotation marks omitted). As the Court has observed, this case is no exception. Order dated August 10, 2017 in 2:12-cv-

00101-MOB-MKM, at 4 (Doc. No. 495).

6. Skill and Experience of Counsel Support the Requested Fee.

The skill and experience of counsel on both sides of the "v" is a factor that courts may consider in determining a reasonable fee award. *E.g., Polyurethane Foam,* 2015 WL 1639269 at * 7; *Packaged Ice,* 2011 WL 6209188, at *19. When the Court appointed Kohn, Swift & Graf, P.C.; Preti, Flaherty, Believeau & Pachios, L.L.P.; Freed Kanner London & Millen, L.L.C.; and Spector Roseman & Kodroff, P.C. as Interim Lead Counsel, it recognized that they have the requisite skill and experience in class action and antitrust litigation to effectively prosecute this litigation. *See* Fed. R. Civ. P. 23(g). In assessing this factor, courts also may look to the qualifications of the defense counsel opposing the class. Here, the quality of defense counsel for Furukawa (the Lane Powell and White & Case firms) and Mitsubishi Electric (the Jenner & Block firm) is first rate, as are the attorneys representing the other Defendants. All the firms representing Defendants have excellent reputations in the antitrust bar, considerable experience, and extensive resources at their disposal.

But in the final analysis, as courts have observed, "[t]he quality of work performed in a case that settles before trial is best measured by the benefit obtained." *Behrens v. Wometco Enters., Inc.*, 118 F.R.D. 534, 547-48 (S.D. Fla. 1988), *aff'd*, 899 F.2d 21 (11th Cir 1990). *See also Hensley v. Eckerhart*, 461 U.S. 424, 436 (1983) (the "most critical factor is the degree of success obtained."). As explained above and in the motion for final approval of the settlements, a very substantial cash benefit has been obtained for the Settlement Classes, which provides the principal basis for awarding the attorneys' fees sought by Plaintiffs' Counsel.

Given the excellent result achieved, the complexity of the claims and defenses, the work performed by Plaintiffs' Counsel, the real risk of non-recovery, the formidable defense teams, the delay in receipt of payment, the substantial experience and skill of Plaintiffs' Counsel, the negative

multiplier on the lodestar, and the societal benefit of this litigation, a one-third attorneys' fee award from the Furukawa and Mitsubishi Electric settlement funds would be reasonable compensation for Plaintiffs' Counsel's work.

IV. INTERIM LEAD COUNSEL WILL ALLOCATE THE FEES

In the Court's March 19, 2012 Order Appointing Interim Lead and Liaison Counsel for the Direct Purchaser Actions (Case No. 2:12-md-02311-MOB, Doc. No. 60), the Court ordered, among other things: "In particular, Direct Purchaser Interim Lead Counsel shall have the following responsibilities: … To coordinate the filing of a joint fee petition by plaintiffs' counsel and to allocate any fees awarded by the Court among plaintiffs' counsel…." Under that authority, Interim Lead Counsel have filed this joint fee petition.

Interim Lead Counsel appointed by the Court have supervised the collective work of Plaintiffs' Counsel on this litigation. This Court[11] and courts generally have approved joint fee applications that request a single aggregate fee award, with allocations to specific firms to be determined by the lead counsel, who know the most about the work done by each firm and the relative contribution each firm has made to the success of the litigation.[12] Interim Lead Counsel have directed this case from its inception and are best "able to describe the weight and merit of each [counsel's] contribution." *In re Linerboard Antitrust Litig.*, 2004 WL 1221350, at *17-18 (citation omitted, alteration in original); *see also In re Copley Pharm., Inc. Albuterol Prods. Liab. Litig.*, 50 F.Supp.2d 1141, 1148 (D. Wy. 1999), *aff'd*, 232 F.3d 900 (10th Cir. 2000). From an efficiency standpoint, leaving the allocation to Interim Lead Counsel makes good sense, because

[11] Order dated August 10, 2017 in 2:12-cv-00101-MOB-MKM, at 6 (Doc. No. 495).

[12] *See, e.g., In re Warfarin Sodium Antitrust Litig.*, 391 F.3d 516, 533 n.15 (3d Cir. 2004) (noting "the accepted practice of allowing counsel to apportion fees amongst themselves"); *In re Domestic Air Transp. Antitrust Litig.*, 148 F.R.D. 297, 357 (N.D. Ga. 1993) ("Ideally, allocation is a private matter to be handled among class counsel").

it relieves the Court of the "difficult task of assessing counsels' relative contributions." *In re Prudential Ins. Co. Amer. Sales Practice Litig. Agent Actions*, 148 F.3d 283, 329 n. 96 (3d Cir. 1998); *see also In re Cendant Corp. Sec. Litig*., 404 F.3d 173 (3d Cir. 2005) (lead counsel given substantial authority to allocate fees awarded by Court).

Plaintiffs' Counsel therefore request that the Court approve the aggregate amount of the fees requested, with the specific allocation of the fee among firms to be performed by Interim Lead Counsel. *See Polyurethane Foam, supra.* To the extent that there are disputes that cannot be resolved by counsel, the Court retains the jurisdiction necessary to decide them. *See In re Automotive Refinishing Paint Antitrust Litig.***,** 2008 WL 63269, at *8 (E.D. Pa. Jan. 3, 2008) (co-lead counsel to allocate fees, but the court retained jurisdiction to address any disputes).

V. REIMBURSEMENT OF LITIGATION EXPENSES

Plaintiffs' Counsel respectfully request reimbursement of litigation costs and expenses incurred from May 1, 2017 through July 31, 2018 of $45,518.56. As the court stated in *In re Cardizem*, "class counsel is entitled to reimbursement of all reasonable out-of-pocket litigation expenses and costs in the prosecution of claims and in obtaining settlement, including expenses incurred in connection with document productions, consulting with experts and consultants, travel, and other litigation-related expenses." 218 F.R.D. at 535. The expenses incurred by each law firm are set forth in the Declarations of counsel attached hereto as Exhibit 2. These expenses were reasonable and necessary to pursue the case and to obtain the substantial settlements reached in this litigation.

VI. CONCLUSION

For the foregoing reasons, Plaintiffs respectfully request that the Court grant their Motion for an Award of Attorneys' Fees and Litigation Costs and Expenses.

Dated: September 17, 2018

Respectfully submitted,

/s/ David H. Fink
David H. Fink (P28235)
Darryl Bressack (P67820)
Nathan J. Fink (P751850
FINK + ASSOCIATES LAW
100 West Long Lake Road, Suite 111
Bloomfield Hills, MI 48304
Telephone: (248) 971-2500

Interim Liaison Counsel

Steven A. Kanner
William H. London
Michael E. Moskovitz
FREED KANNER LONDON
& MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500

Joseph C. Kohn
William E. Hoese
Douglas A. Abrahams
Craig W. Hillwig
KOHN, SWIFT & GRAF, P.C.
1600 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 238-1700

Gregory P. Hansel
Randall B. Weill
Michael S. Smith
PRETI, FLAHERTY, BELIVEAU
& PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112-9546
Telephone: (207) 791-3000

Eugene A. Spector
William G. Caldes
Jonathan M. Jagher
SPECTOR ROSEMAN & KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300

Interim Co-Lead and Settlement Class Counsel

CERTIFICATE OF SERVICE

I hereby certify that on September 17, 2018, 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 counsel of record registered for electronic filing.

FINK + ASSOCIATES LAW

/s/ Nathan J. Fink

David H. Fink (P28235)
Darryl Bressack (P67820)
Nathan J. Fink (P75185)
38500 Woodward Ave, Suite 350
Bloomfield Hills, MI 48304
(248) 971-2500
dfink@finkandassociateslaw.com
dbressack@finkandassociateslaw.com
nfink@finkandassociateslaw.com