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, LITIGATION COSTS AND EXPENSES, AND INCENTIVE AWARDS TO CLASS REPRESENTATIVES

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, and incentive awards to the class representatives, from the settlement fund created from the proceeds of the eight settlements that have been reached in the Direct Purchaser Actions. In support of this motion, Direct Purchaser Plaintiffs rely upon the accompanying brief, which is incorporated by reference.

DATED: June 19, 2017

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 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.
One South Broad Street, Suite 2100
Philadelphia, PA 19107
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 Direct Purchaser Plaintiffs

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DIRECT PURCHASER PLAINTIFFS' BRIEF IN SUPPORT OF THEIR MOTION FOR AN AWARD OF ATTORNEYS' FEES, LITIGATION COSTS AND EXPENSES, AND INCENTIVE AWARDS TO CLASS REPRESENTATIVES

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I. INTRODUCTION

Settlements with eight defendants (Lear, G.S. Electech, Tokai Rika, Fujikura, Sumitomo, Yazaki, Chiyoda and Leoni) have been obtained in the direct purchaser *Wire Harness Cases* through Plaintiffs' Counsel's exhaustive efforts over the past six years.[1] The combined amount of the settlements is between $90,626,000 and $257,801,000, depending on opt-outs.[2] That number will be determined by the number and identities of class members that request exclusion from the Settlement Classes. As set forth in Direct Purchaser Plaintiffs' Brief in Support of Motion for Final Approval (which is also being filed today), and in the Notice (attached as Exhibit 1), some of the settlement amounts are subject to reduction, or a settlement may be rescinded, based on certain numbers of valid requests for exclusion by Settlement Class members by July 7, 2017.[3]

Plaintiffs' Counsel have devoted a tremendous amount of effort and out-of-pocket expenses in pursuing these 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 have been used as the templates for the same orders in the other automotive parts cases), reviewed and analyzed millions of pages of Japanese and English documents, took

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

[2] The collective amount of settlement funds from the eight settlements may be referred to from time-to-time in this Brief as the "Settlement Fund."

[3] The specific terms applicable to each of these settlements are set forth in confidential letter agreements between these Defendants and the Settlement Classes that are available to the Court for in camera review upon its request.

the lead in preparing for and taking scores of interviews and depositions of Defendants' employees, both throughout the U.S. and in Japan, reviewed and produced the class representatives' documents and prepared for and defended Plaintiffs' depositions, briefed and argued two summary judgment motions, and negotiated eight settlements and prepared the settlement agreements and the attendant notices, orders, and preliminary and final approval documents. The work is, of course, not over with final settlement approval, as Plaintiffs' Counsel will be heavily involved in claims processing and the distribution of the settlement funds to the class member claimants. Moreover, Plaintiffs' Counsel are still actively litigating the case against the non-settling defendants.

Notably, although the *Wire Harness Cases* have been pending since 2011, and the Court has granted final approval for settlements with three Defendants, this is Plaintiffs' Counsel's first request for an award of attorneys' fees in those cases. With five additional settlements bringing the total number of settlements to eight, Plaintiffs' Counsel now respectfully move for an order: 1) awarding attorneys' fees of 30% of the settlement funds; 2) awarding an amount for reimbursement of litigation costs and expenses paid by Plaintiffs' Counsel totaling $2,110,483.67 (principally for experts, document storage and search capability, and deposition related expenses including translations, transcripts and videotapes, travel and lodging); 3) approving setting aside up to $7,500,000 from the Chiyoda, Fujikura, LEONI, Sumitomo, and Yazaki settlement proceeds for future payments of litigation expenses incurred in the prosecution of this litigation, and; 4) approving $50,000 incentive awards to each of the class representatives that, as part of their representation of the absent class members, expended considerable time and effort consulting with counsel, producing documents, and being deposed. For the reasons set forth herein, Plaintiffs' Counsel respectfully submit that the requested awards are fair both to the

class members and Plaintiffs' Counsel and reasonable under well-established Sixth Circuit precedent concerning awards of attorneys' fees in class action litigation and this Court's prior decisions awarding fees, litigation expenses and incentive awards in the *Automotive Parts Antitrust Litigation*.

II. BACKGROUND

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 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). The Court also ordered consolidation of the Direct Purchaser Actions and directed Direct Purchaser Plaintiffs to file a consolidated amended complaint (2:12-md-02311, Doc. No. 73), which they did.

The *Automotive Parts Antitrust Litigation* has become the most sprawling antitrust MDL litigation in modern memory. The *Wire Harness Cases*, which were the first filed cases in this MDL, have been enormously complex. Interim Lead Counsel, along with other firms working under their supervision, have devoted tens of thousands of hours developing and advancing the direct purchaser claims. The work done by Plaintiffs' Counsel includes, but is not limited to, the following:

[4] "Wire harnesses" are electrical distribution systems used to direct and control electronic components, wiring, and circuit boards in motor vehicles. "Wire Harness Products," for purposes of the proposed settlement, 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.

- 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[5] 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 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 through the use of predictive coding software;

- Drafting, responding to, and arguing discovery motions;

[5] There are three indirect purchaser plaintiff groups in this litigation: the "Auto Dealer Plaintiffs," the "End-Payor Plaintiffs," and the "Truck and Equipment Dealer Plaintiffs." Ford was also a plaintiff in an individual case against Fujikura.

- 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 United States 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, and working with the claims administrator to design and send notices to the members of the Settlement Classes and to create and maintain a settlement website.

Denso and Furukawa have not settled, and their summary judgment motions have been fully briefed and argued. Assuming denial, class certification and trial will be next.

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

The Court has already granted final approval to three settlements. The first, reached in May 2014 with Defendant Lear Corporation in the amount of $4,750,000, was granted final approval on January 7, 2015 (2:12-cv-00101, Doc. No. 217). The second was with the G.S. Electech Defendants (on April 26, 2016), and the third was with the Tokai Rika Defendants on (July 5, 2016), in the amounts of $3,100,000 and $800,000, respectively. The Court granted final approval to the G.S. Electech and Tokai Rika settlements in separate orders entered on February 6, 2017. (2:12-cv-00101, Doc. Nos. 401, 402). While Plaintiffs' Counsel have not yet sought a fee or reimbursement of their out-of-pocket costs from these first three settlements, the Court did authorize the use of $950,000 from the Lear settlement and $780,000 from the G.S. Electech and

Tokai Rika settlements to pay for Direct Purchaser Plaintiffs' future litigation expenses (2:12-cv-00101, Doc. Nos. 232, 400).

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

The Court has granted preliminary approval to five proposed settlements with the following Defendant groups:

- A settlement with Fujikura Ltd. and Fujikura Automotive America LLC (collectively, "Fujikura") dated October 26, 2016, which was preliminarily approved on January 4, 2017 (2:12-cv-00101, Doc. No. 377), under which Fujikura has agreed to pay up to $9,500,000;

- A settlement with Sumitomo Electric Industries, Ltd., Sumitomo Wiring Systems, Ltd., Sumitomo Electric Wiring Systems, Inc., K&S Wiring Systems, Inc., and Sumitomo Wiring Systems (U.S.A.), Inc. (collectively, "Sumitomo"), dated December 13, 2016, which was preliminarily approved on March 2, 2017 (2:12-cv-00101, Doc. No. 433), under which Sumitomo has agreed to pay $25,421,000;

- A settlement with Yazaki Corporation and Yazaki North America, Inc. (collectively, "Yazaki") dated December 27, 2016, which was preliminarily approved on March 2, 2017 (2:12-cv-00101, Doc. No. 431), under which Yazaki has agreed to pay up to $212,080,000;

- A settlement with Chiyoda Manufacturing Corporation ("Chiyoda") dated December 27, 2016, which was preliminarily approved on March 2, 2017 (2:12-cv-00101, Doc. No. 432), under which Chiyoda has agreed to pay $1,150,000; and

- A settlement with LEONI Wiring Systems, Inc. and Leonische Holding Inc. (collectively, "LEONI") dated February 28, 2017, which was preliminarily approved on April 6, 2017 2017 (2:12-cv-00101, Doc. No. 466), under which LEONI has agreed to pay $1,000,000.

Additionally, all of the settling Defendants have agreed to cooperate with Plaintiffs' Counsel in the continued pursuit of the claims against the non-settling defendants. The terms and conditions of these five settlements, and the circumstances under which some of the settlement payments could be reduced or the settlement rescinded, are set forth separately and more fully in Direct Purchaser Plaintiffs' Motion for Final Approval.

C. Class Notice.

In an order dated May 5, 2017 (the "Notice Dissemination Order," 2:12-cv-00101, Doc. No. 474), the Court approved the dissemination of notice to the members of the eight settlement classes (the "Notice").[6] As required by Fed. R. Civ. P. 23(h), the Notice (copy attached as Exhibit 1) informed class members that Plaintiffs' Counsel would request attorneys' fees, payment of expenses and incentive payments for the class representatives from the settlement funds, and explained how class members could object to the requests:

> **REQUEST FOR ATTORNEYS' FEES AND EXPENSES AND INCENTIVE AWARDS**
>
> 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 its inception in 2011. The request of Settlement Class Counsel for attorneys' fees will not exceed thirty (30) percent of the Wire Harness Settlement Fund. Settlement Class Counsel will also seek incentive awards to the Class Representatives in the amount of $50,000 each.
>
> The application for attorneys' fees and litigation costs and expenses, and incentive awards for the Class Representatives, will be filed on or before June 19, 2017. If you remained in any of the G.S. Electech, Lear, or Tokai Rika Settlement Classes, or remain in any of the Chiyoda, Fujikura, LEONI, Sumitomo, or Yazaki Settlement Classes, and you wish to object to the requests for attorneys' fees and litigation costs and expenses, or incentive awards, 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.

[6] Consistent with paragraph 15 of the Notice Dissemination Order, a Declaration or Affidavit confirming that notice to the Settlement Class was disseminated in compliance with the Court's orders will be filed at least 10 days prior to the Fairness Hearing.

(*Id.* at 6). The deadline for objections is July 7, 2017, and Plaintiffs' Counsel have not received any objections thus far. Plaintiffs' Counsel will provide the Court with a final report on any objections and responses thereto 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). As discussed above, 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. What remains is for the Court to determine whether the requested fee is reasonable and fair to the class members and Plaintiffs' Counsel under the circumstances. As discussed below, Plaintiffs' Counsel believe their attorneys' fees request of 30% of the settlement funds is fair to the class members and reasonable under applicable law.

A. The Percentage Of The Recovery Method Previously Employed By The Court In This MDL 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. *See In re Automotive Parts Antitrust Litig.*, 2016 WL 8201516, at *1 (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"); 2:12-cv-00102, Doc. No. 523 (same); 2:12-cv-00102,

Doc No. 401 (same); 2:12-cv-00601, Doc. No. 128 (same). Plaintiffs' Counsel respectfully request that the Court apply the same method here, which is well within the Court's discretion. *Rawlings v. Prudential-Bache Properties, Inc.*, 9 F.3d 513, 516 (6th Cir. 1993); *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).[7]

B. The Requested Fee Constitutes A Fair and Reasonable Percentage of the Settlement Fund

Plaintiffs' Counsel request a fee of 30% of the proceeds of the eight 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 paid through April 30, 2017, and approval of a separate amount for future payments of litigation expenses incurred in the prosecution of this litigation.

1. The Fee Award Should Be Calculated Before the Separate Award Of Litigation Costs And Expenses

The Settlement Fund consists of the proceeds of the eight settlements plus interest, less any reductions or withdrawals for opt-outs, as explained more fully in the Motion for Final Approval. There is ample precedent for application of the selected percentage to the settlement fund *before* the separate award of litigation costs and expenses from the fund. *See, e.g., In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *17; *In re Foundry Resins Antitrust Litig.*, No. 2:04-md-1638 (S.D. Ohio Mar. 31, 2008) (Exhibit 2); *Delphi*, 248 F.R.D. at 505 (attorneys' fees awarded on gross settlement fund); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 531-535 (E.D. Mich. 2003) (awarding costs in addition to percentage of the fund fee); *In re ATI*

[7] At the Court's request, Direct Purchaser Plaintiffs previously submitted a brief on attorneys' fees generally. *See* Direct Purchaser Class Plaintiffs' Memorandum of Law Regarding Attorneys' Fees, 2:12-md-02311-MOB-MKM (Doc. No. 1399) (June 14, 2016). Plaintiffs' Counsel's fee request is consistent with the approach we suggested in that brief.

Tech., Inc. Sec. Litig., 2003 WL 1962400, at *6 (E.D. Pa. 2003) (awarding fee of 30% of gross settlement fund plus $51,318.87 in costs). The reason for calculating attorneys' fees based on the gross amount of the settlement fund, including that portion of the fund that goes to pay litigation costs, is straightforward: the costs for which Plaintiffs' Counsel seek reimbursement were incurred for the benefit of the Class to secure the settlement fund. Because the litigation costs were incurred in pursuit of the settlement fund itself, and were necessary to its creation, the recovery of those costs pursuant to the settlement is a benefit to the Settlement Classes that should be counted in valuing the settlement fund in calculating attorneys' fees.

2. The Requested Fee Award Is Well Within The Range Of Reasonableness.

The requested 30% fee is well within the range of fee awards approved as reasonable by this Court, and many others. To date in the *Automotive Parts Litigation*, the Court has approved two fee awards of one-third of the settlement fund in question, finding that percentage to be reasonable. *See* 2016 WL 8201516, at *2 (awarding Truck and Equipment Dealer Plaintiffs 1/3 of a $4,616,499 settlement fund in Wire Harness and Occupant Safety System cases); 12-cv-00102-MOB-MKM Doc. 401 (awarding Auto Dealer plaintiffs 1/3 of a $55,500,504 settlement fund in Wire Harnesses).[8]

The requested 30% 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*,

[8] The Court has also awarded lower percentages, but the circumstances in those cases are markedly different. In one of those instances, the settlement occurred at an early stage of the litigation and the interim fee reflected a positive multiple of the lodestar as of the time of the settlement (2:12-cv-00601, Doc. No. 128) (awarding Direct Purchaser Plaintiffs a 25% fee for a 2.09 multiplier in *Occupant Safety Systems*). By contrast, in the *Wire Harness Cases*, even assuming no reduction to the Settlement Fund due to opt-outs, a fee of 30% would result in Plaintiffs' Counsel receiving substantially less than the value of their lodestar, resulting in a negative multiplier. In the other instance, the Court approved a 20% fee for the Automobile Dealer Plaintiffs' second request and reserved ruling on the remainder of the requested fee. 2:12-cv-00102, Doc. No. 523.

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 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 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) (Exhibit 3) (30% of $30 million fund); *In re Foundry Resins Antitrust Litig.*, Case No. 2:04-md-1638 (S.D. Ohio Mar. 31, 2008) (one-third of $14.1 million fund) (Exhibit 2).[9] Accordingly, Plaintiffs' Counsel's fee request is fully supported by the decisions in those (and other) cases.

[9] *See, e.g.*, *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) (Exhibit 4); *Standard Iron Works v. Arcelormittal*, 2014 WL 7781572, at *1 (N.D. Ill. Oct. 22, 2014) (attorneys' fee award of one-third of $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,

3. Even In So-Called "Mega Fund" Cases, Courts Routinely Award Fees of 30% and Above.

Fee awards in cases resulting in settlements of $100 million or more – so-called "mega fund" cases – provide further support for Plaintiffs' Counsel's fee request. 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 to counsel. But counsel should be incentivized to maximize the recovery to the class. Moreover, there are numerous decisions awarding fees of 30% in mega-fund cases, particularly where, as here, a lodestar "cross-check" reveals that there is no possibility of a windfall. *See, e.g., Polyurethane Foam, supra* (awarding 30% of $148.7 million settlement fund where counsel would still be "under water" relative to lodestar); *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 Linerboard Antitrust Litig.*, 2004 WL 1221350 (E.D. Pa.,

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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"); *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).

June 2, 2004) (30% of $202 million awarded, a 2.66 multiplier); *In re OSB Antitrust Litig.*, Master File No. 06-826 (E.D. Pa.) (fee of one-third of $120 million in settlement funds) (Exhibit 5); *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 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). When applied to the facts of this case, these factors indicate that the fee requested constitutes fair and reasonable compensation for Plaintiffs' Counsel's efforts.

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

The result achieved for the class is the principal consideration. *E.g.*, *Delphi,* 248 F.R.D. at 503. Here, as more fully discussed in the Plaintiffs' brief filed in support of final approval of the five pending settlements, Plaintiffs' Counsel have achieved excellent recoveries on behalf of the Settlement Classes. The recovery for the class members is in cash available for distribution, rather than in coupons, future discounts or injunctive relief, which can be difficult to quantify. A claim form for class members to use to obtain their *pro-rata* share of the settlement funds was mailed to them with the Notice.

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

Some courts apply a lodestar "cross-check" on the reasonableness of a fee calculated as a percentage of the fund. *See 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 had to expend 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 is substantially less than Plaintiffs' Counsel's total lodestar.

To calculate a reasonable fee under the lodestar method, a court must first determine the base amount of the fee by multiplying 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). In addition to the tasks undertaken by Interim Lead Counsel set forth above, other law firms performed tasks at the request of Interim Lead Counsel. The single largest task performed by these other firms was the review, analysis and coding of millions of pages of Japanese and English documents produced by Defendants, for which Interim Lead Counsel imposed a cap of $350 per hour for the review of English-language documents and a cap of $400 per hour for the review of Japanese-language documents. In addition to assisting in the massive document review project, some of the firms were also assigned depositions and performed discrete research or drafting assignments. At all times, the involvement of these firms was supervised by Interim Lead Counsel and managed with an eye toward efficiency, and avoiding duplication.

As the Declarations submitted by the various law firms set forth,[10] Plaintiffs' Counsel have expended 179,646.20 hours through April 30, 2017. Applying the historical rates charged by counsel to the hours expended yields a "lodestar" value of $81,407,770.00.[11] If the Court were to award the requested fee, Plaintiffs' Counsel would be receiving a negative multiplier of approximately 0.95 on their lodestar, assuming no reduction of the Settlement Fund for opt-outs. Positive multipliers vary, but in the Sixth Circuit they have been as high as 6. *Cardinal*, 528 F. Supp. 2d at 767-68 (approving multiplier of 6, and observing that "[m]ost courts agree that the typical lodestar multiplier" in a large class action "ranges from 1.3 to 4.5."). In *Prandin*, 2015 WL 1396473, at *4, the fee award amounted to a 3.01 multiplier. Here, the fact that Plaintiffs' Counsel are substantially "under water" on a lodestar basis under the best-case scenario strongly supports the requested percentage. Notably, any reductions for opt-outs would push the multiplier further into negative territory. For example, assuming opt-outs reduce the Settlement Fund to the lower part of the settlement range (*i.e.*, $90,626,000), a fee award of 30% would result in a negative lodestar multiplier of approximately 0.33.

The work done by Plaintiffs' counsel is described above. 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 (and in the case of the Denso and Furukawa Defendants, continue to mount), an extraordinarily vigorous defense, requiring Plaintiffs' Counsel to expend

[10] Exhibit 6.

[11] 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.

considerable effort and ingenuity in prosecuting this litigation and obtaining the excellent recovery for the Settlement Classes.

Given the excellent result achieved, the complexity of the claims and defenses, the real risk of non-recovery, the formidable defense teams, the delay in receipt of payment (nearly six years), the substantial experience and skill of Plaintiffs' Counsel, and the negative multiplier on the lodestar, the resulting fee from a 30% award would be reasonable compensation for Plaintiffs' Counsel's work.

3. The Requested Fee Is Fair and Reasonable Given the Real Risk That Plaintiffs' Counsel Could Have Received No Compensation For Their Efforts If the Litigation Had Not Been Successful.

The risk factor attempts to compensate class counsel in contingent fee litigation for the possibility that they may end up 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 Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19 (risk of non-payment a factor supporting the requested fee). Here, because Plaintiffs' Counsel are "under water," there is no risk premium to justify. Indeed, far from requesting a premium, Plaintiffs' Counsel are seeking to be compensated for less than all of their time. Accordingly, this factor also supports approval.

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*, 218 F.R.D. at 534 (internal quotation marks omitted). *Accord*, *Delphi,* 248 F.R.D. at 504.

The DOJ specifically did not seek restitution from any of the settling Defendants because it recognized that civil cases would potentially provide for recovery of actual damages. (Exhibit 7 at 9-11). In this regard, the substantial recovery Plaintiffs' Counsel obtained is necessary to make clear to businesses that antitrust violations will be the subject of vigorous private civil litigation, which will deter such conduct in the future. Thus, society as a whole – to the extent that an economy composed of competitive markets is superior to one in which free competition is stifled by collusion – stands to benefit from the work Plaintiffs' Counsel have performed.

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

It will certainly come as no surprise to the Court 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). This case is no exception, as Plaintiffs' Counsel have been required to, *inter alia*, investigate the global automotive parts industry, draft several complaints, brief and argue multiple motions to dismiss, review millions of pages of documents in both Japanese and English, take over 50 depositions (most of which required Japanese translators), and negotiate valuable settlements. The case against the remaining Defendants continues.

6. Skill and Experience of Counsel

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 6219188, 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 across the board is top-notch, including several "AmLaw 100" firms. All the firms representing Defendants have excellent reputations in the antitrust bar, significant experience, and extensive resources at their disposal.

In the final analysis though, as a district court in Florida has 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). As explained *supra*, a very substantial cash benefit was obtained for the Settlement Classes in this case, 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 (nearly six years), the substantial experience and skill of Plaintiffs' Counsel, and the negative multiplier on the lodestar, and the societal benefit of this litigation, the resulting fee from a 30% award would be reasonable compensation for Plaintiffs' Counsel's work.

IV. THE COURT SHOULD REAFFIRM INTERIM LEAD COUNSEL'S AUTHORITY TO DETERMINE FEE ALLOCATIONS

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: …. i. 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 file this joint fee petition and ask the Court to reaffirm that they are authorized to allocate any fees awarded by the Court among Plaintiffs' Counsel.

Plaintiffs' Counsel have worked collectively on this litigation under the supervision of Interim Lead Counsel appointed by the Court. Courts generally approve 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 it relieves the Court of the "difficult task of assessing counsels' relative contributions."

[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").

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 would retain 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 in the amount of $2,110,483.67. These expenses have been incurred by the law firms separately from the funds approved by the Court in connection with the Lear, G.S. Electech, and Tokai Rika settlements for use in defraying future litigation expenses.[13] 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 6. These expenses

[13] The Court previously authorized Plaintiffs' Counsel to use up to $1,730,000 from the Lear, G.S. Electech and Tokai Rika settlements to pay Direct Purchaser Plaintiffs' litigation expenses (2:12-cv-00101, Doc. Nos. 232, 400), including for experts, depositions, and document reproduction and review. Plaintiffs' Counsel are not seeking reimbursement for any of the litigation expenses that were paid for with the funds from these settlements. They are only seeking an award for expenses separately paid and incurred by Plaintiffs' Counsel.

were reasonable and necessary to pursue the case and to obtain the substantial settlements reached in this litigation.

VI. ALLOWING SETTLEMENT CLASS COUNSEL TO USE UP TO 10% OF THE SETTLEMENT PROCEEDS FOR EXPENSES IS APPROPRIATE

In view of the ongoing litigation against the remaining Defendants, Plaintiffs' Counsel request that they be permitted to use a portion of the Chiyoda, Fujikura, LEONI, Sumitomo, and Yazaki settlements to pay expenses in the Wire Harness Products litigation. Specifically, Plaintiffs' Counsel ask the Court to approve setting aside up to $7,500,000 for future payments of litigation expenses incurred in the prosecution of this litigation. This is consistent with the Court's previous Orders in MDL 2311 approving setting aside portions of other settlement funds for future payments of litigation expenses incurred in the prosecution of the litigation.

The Notice previously approved by the Court expressly informed members of the Settlement Classes that counsel will request that they be permitted to use up to 10% of the Chiyoda, Fujikura, LEONI, Sumitomo, and Yazaki settlement proceeds (up to a maximum amount of $7.5 million) to pay future litigation expenses, including expenses incurred for economic experts, depositions, costs related to document reproduction and review, and other costs incurred in prosecuting this case against the non-settling Defendants. *See* Exhibit 1 at 6.

Neither Plaintiffs' Counsel's request, nor the granting of such a request, is unusual. Indeed, the *Manual for Complex Litigation, Fourth* §13.21 (2004), provides that "partial settlements may provide funds needed to pursue the litigation…." *See, e.g., In re Packaged Ice*, 2011 WL 717519, at *13-14 (approving class counsel's request to use proceeds from early settlement to pay litigation expenses); *Linerboard*, 292 F. Supp. 2d at 643 (noting that a partial "settlement provides class plaintiffs with an immediate financial recovery that ensures funding to pursue the litigation against the non-settling defendants"); *In re Corrugated Container Antitrust*

Litig., 556 F. Supp. 1117, 1146 (S.D. Tex. 1982) ("the nonrefundable amount of $187,500 made available to plaintiffs by this settlement provided a substantial sum to help defray plaintiffs' expenses at a time when their trial preparation costs were mounting rapidly").

Numerous other courts have granted requests to use a portion of settlement proceeds for the continued prosecution of litigation. For example, in *Newby v. Enron Corp.*, 394 F.3d 296, 302-03 (5th Cir. 2004), the Fifth Circuit affirmed an order providing for the establishment of a $15 million litigation expense fund from the proceeds of a partial settlement. In *In re Chocolate Confectionary Antitrust Litig.*, No. 1:08–MDL–1935, 2011 WL 6981200, at *3 (M.D. Pa. Dec. 12, 2011), the court authorized plaintiffs to utilize the settlement fund to pay "such expenses as may reasonably be incurred in the prosecution of the Class Action." In *In re Pressure Sensitive Labelstock Antitrust Litig.*, 584 F. Supp. 2d 697, 702 (M.D. Pa. 2008), the court approved class counsel's request for an award of $500,000 to pay outstanding and future litigation costs. *See also In re WorldCom, Inc. Sec. Litig.*, 02 CIV 3288(DLC), 2004 WL 2591402, at *22 (S.D.N.Y. Nov. 12, 2004) (creating a $5 million fund for the continuation of the litigation against the non-settling defendants).

This Court has previously approved similar requests in this litigation (2:12-cv-00101, Doc. Nos. 232, 400), as well as in *Instrument Panel Clusters* (2:12-cv-00201, Doc. No. 109) and *Occupant Safety Systems* (2:12-cv-00601, Doc. No. 111). Plaintiffs' Counsel respectfully request that they be permitted to use up to 10% of the Chiyoda, Fujikura, LEONI, Sumitomo, and Yazaki settlement proceeds for the payment of litigation expenses in the future.

VII. AN AWARD OF INCENTIVE PAYMENTS TO THE CLASS REPRESENTATIVES IS APPROPRIATE.

The Sixth Circuit has noted that incentive awards may be appropriate under some circumstances, although it has never explicitly approved or disapproved of them. *Shane Group,*

Inc. v. Blue Cross Blue Shield of Michigan, 825 F.3d 299, 311 (6th Cir. 2016); *Hadix v. Johnson*, 322 F.3d 895, 897 (6th Cir. 2003). In surveying decisions from other courts, the Court of Appeals in *Hadix* explained:

> Numerous courts have authorized incentive awards. These courts have stressed that incentive awards are efficacious ways of encouraging members of a class to become class representatives and rewarding individual efforts taken on behalf of the class. Yet applications for incentive awards are scrutinized carefully by courts who sensibly fear that incentive awards may lead named plaintiffs to expect a bounty for bringing suit or to compromise the interest of the class for personal gain.

Hadix v. Johnson, 322 F.3d at 897 (internal citations omitted).

This is not a case where the class representatives compromised the interests of the class for personal gain. None of the class representatives were promised incentive awards. Each settlement was negotiated by Plaintiffs' Counsel and then presented to the class representatives for their review and approval without discussion of incentive awards, which evinces that such awards were not the reason the representative plaintiffs approved these settlements. *Hillson v. Kelly Servs. Inc.*, 2017 WL 279814, at *6 (E.D. Mich. 2017). Moreover, this is not a case where the requested incentive awards will dwarf the amounts that class members will receive through the claims process; indeed, some class members will receive hundreds of thousands or even millions of dollars.[14]

Additionally, the class representatives devoted a significant amount of time and effort in representing the interests of the class members, including but not limited to the following:

[14] In cases where courts have rejected incentive awards, the awards were so disproportionately large relative to the cash benefits to the class that the courts called the class representative's adequacy into question. *In re Dry Max Pampers Litig.*, 724 F.3d 713, 722 (6th Cir. 2013) (reversing $1000 payments to representatives when class members received "nearly worthless injunctive relief"); *Machesney, v. Lar-Bev of Howell, Inc.*, 2017 WL 2437207, at *11 (E.D. Mich. Jun. 2017) (rejecting $15,000 incentive payment that was "30 times more than the maximum that any class member could receive under the proposed settlement"). The same is not true here.

- Assisting counsel in developing an overall understanding of the automotive parts industry generally and Wire Harness Products in particular;
- Meeting with counsel (in-person and telephonically) to discuss preservation of electronic and hard-copy documents and taking steps to implement preservation plans;
- Meeting with counsel (in-person and telephonically) to discuss collecting more than 1.2 million documents for review and potential production to Defendants;
- Working with counsel to respond to multiple sets of interrogatories served by Defendants and Defendants' written correspondence seeking additional information regarding same;
- Working with counsel and consultants to provide transactional data requested by Defendants, as well as numerous follow-ups to address Defendants' questions pertaining to the data;
- Meeting with counsel (in-person and telephonically) on multiple occasions to prepare for depositions and sitting for their depositions;
- Reviewing pleadings and keeping apprised of the status of the litigation; and
- Reviewing the details of each settlement and conferring with counsel to determine whether the settlements were in the best interests of the class.

Finally, incentive awards in the amount of $50,000 are not uncommon in lengthy, highly complex antitrust cases such as this. Indeed, on December 7, 2015, the Court awarded $50,000 to each of the Auto Dealer class representatives "for their effort and service to the members of the settlement classes in bringing these cases and helping move the cases to settlements that benefit the absent class members." 2:12-cv-00102, Doc. No. 401 at. 5. *See also In re Prandin Direct Purchaser Antitrust Litig.*, 2015 WL 1396473, at *5 (granting each class representatives an award of $50,000 each); *See also In re Skelaxin (Metaxalone) Antitrust Litig.*, 2014 WL 2946459, at *1 (same). Like the class representatives in the Auto Dealer cases, the class representatives here put in great effort and provided commendable service on behalf of the members of the settlement classes and helped create the settlement funds. The requested awards are fair to the class and appropriate.

VIII. CONCLUSION

For the foregoing reasons, Plaintiffs respectfully request that their Motion for an Award of Attorneys' Fees, Litigation Costs and Expenses, and Incentive Awards to Class Representatives should be granted.

DATED: June 19, 2017

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 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.
One South Broad Street, Suite 2100
Philadelphia, PA 19107
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 Direct Purchaser Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that on June 19, 2017, I electronically filed the foregoing paper 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

By: /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