

**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 Sean F. Cox**

**IN RE: HEATER CONTROL PANELS
IN RE: INSTRUMENT PANEL CLUSTERS
IN RE: WIRE HARNESS PRODUCTS**

**Case No. 2:12-cv-00401-SFC-RSW
Case No. 2:12-cv-00201-SFC-RSW
Case No. 2:12-cv-00101-SFC-RSW**

**THIS DOCUMENT RELATES TO:
DIRECT PURCHASER ACTIONS**

NOTICE

**NOTICE OF PROPOSED SETTLEMENTS OF DIRECT PURCHASER CLASS ACTIONS WITH
DENSO DEFENDANTS, AND HEARING ON:**

- (1) APPROVAL OF PROPOSED SETTLEMENTS; AND**
- (2) PLANS OF DISTRIBUTION OF SETTLEMENT FUNDS.**

TO: ALL INDIVIDUALS AND ENTITIES THAT PURCHASED HEATER CONTROL PANELS, INSTRUMENT PANEL CLUSTERS, OR WIRE HARNESS PRODUCTS IN THE UNITED STATES DIRECTLY FROM DEFENDANTS (OR THEIR PARENTS, SUBSIDIARIES, AFFILIATES OR JOINT VENTURES) FROM JANUARY 1, 1998 THROUGH MARCH 23, 2017.¹

PLEASE READ THIS NOTICE CAREFULLY. YOUR LEGAL RIGHTS MAY BE AFFECTED BY LITIGATION NOW PENDING IN THIS COURT.

WHAT IS THE PURPOSE OF THIS NOTICE AND WHY WAS IT SENT TO ME?

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Eastern District of Michigan, Southern Division (the “Court”). The purpose of this Notice is to inform you of a hearing before the Court to consider:

- (1) Proposed settlements with Defendants DENSO Corporation, DENSO International America, Inc., DENSO Korea Corporation (f/k/a separately as DENSO International Korea Corporation and DENSO Korea Automotive Corporation), DENSO Automotive Deutschland GmbH, DENSO Products & Services Americas, Inc. (f/k/a DENSO Sales California, Inc.), ASMO Co., Ltd., ASMO North America, LLC, ASMO Greenville of North Carolina, Inc., and ASMO Manufacturing, Inc. (collectively, “DENSO,” the “DENSO Defendants,” or the “Settling Defendants”) in the following cases: (a) *In Re: Heater Control Panels* (Case No. 2:12-cv-00401-SFC-RSW); (b) *In Re: Instrument Panel Clusters* (Case No. 2:12-cv-00201-SFC-RSW); and (c) *In Re: Wire Harness Products* (Case No. 2:12-cv-00101-SFC-RSW) (collectively, the three cases are referred to herein as the “DPP-DENSO Cases”); and
- (2) Proposed plans of distribution of the settlement proceeds from the DPP-DENSO Cases to Settlement Class members and proposed Claim Forms that you may submit to share in the proceeds from the settlements.

This Notice provides information concerning the proposed settlements and the proposed plans of distribution. The Notice also advises you of your rights to: participate in the settlement claims process; exclude yourself from any of the DPP-DENSO Settlement Classes; and object to the terms of the proposed settlements or the plans of distribution.

¹ As specifically defined below, the relevant time period differs for each motor vehicle part and Settlement Class.

BACKGROUND

Plaintiffs have reached settlements with the DENSO Defendants in the DPP-DENSO Cases totaling \$700,000.00, as follows: \$326,216.74 (“HCP Settlement Fund”), \$100,000.00 (“IPC Settlement Fund”), and \$273,783.26 (“Wire Harness Products Settlement Fund”). The Court has preliminarily approved each of these settlements.

This litigation and the proposed settlements are part of coordinated legal proceedings involving a number of parts used in motor vehicles. The proposed DPP-DENSO settlements relate solely to Heater Control Panels, Instrument Panel Clusters, and Wire Harness Products, respectively, that were purchased in the United States **directly** from a Defendant or any of its parents, subsidiaries, affiliates, or joint ventures.

The proposed settlements in the DPP-DENSO Cases do not relate to, and have no effect upon, cases involving any products other than Heater Control Panels, Instrument Panel Clusters, and Wire Harness Products.

If you are a member of any of the DPP-DENSO Settlement Classes (defined below), you have the rights and options summarized here:

- You may remain in any or all of the DPP-DENSO Settlement Classes and be eligible to share in the proceeds of, and be bound by the terms of, those settlements in which you elect to remain;
- You may exclude yourself from any or all of the DPP-DENSO Settlement Classes, in which case you will **not** be bound by any settlement from which you exclude yourself and will **not** be eligible to share in the proceeds of that settlement;
- If you remain in any or all of the DPP-DENSO Settlement Classes, you may object to the proposed settlement or to the proposed plan of distribution of the settlement fund in any or all of the DPP-DENSO Cases in which you remain. You may also appear at the hearing where the Court will consider these matters;
- If you remain in any or all of the DPP-DENSO Settlement Classes, you may enter an appearance through your own counsel at your own expense in any or all of the DPP-DENSO Cases in which you remain; and
- Any Settlement Class member who wishes to participate in the distribution of the DPP-DENSO Settlement Funds in any or all of the DPP-DENSO Cases must complete and submit a copy of the Claim Form in each of those cases in which they wish to participate on or before March 18, 2022. **If you previously submitted a Claim Form in the Heater Control Panels, Instrument Panel Clusters, or Wire Harness Products cases, and you wish to participate in the proposed settlement with DENSO for that case, you should not file a new Claim Form unless you wish to include additional purchases during the relevant class period that were not included in your prior submission(s).** If you are unsure if you previously submitted a Claim Form in the Heater Control Panels, Instrument Panel Clusters, or Wire Harness Products cases, please contact the Settlement Administrator by calling 1-877-845-2749.

WHO IS IN THE SETTLEMENT CLASSES?

The Court has provisionally certified the following Direct Purchaser Settlement Classes, for the purpose of disseminating notice of the proposed DPP-DENSO settlements.

The Heater Control Panels Settlement Class is defined as follows:

All individuals and entities who purchased Heater Control Panels in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through March 23, 2017. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

For purposes of the Heater Control Panels Settlement Class definition set forth above, the following entities are Defendants: DENSO Corporation; DENSO International America, Inc.; K & S Wiring Systems Inc.; Sumitomo Electric Industries, Ltd. and Sumitomo Electric Industries, Inc.; Sumitomo Electric Wiring Systems, Inc.; Sumitomo Electric Wintec America, Inc.; Sumitomo Wiring Systems, Ltd.; Sumitomo Wiring Systems (U.S.A.) Inc.; Tokai Rika Co., Ltd.; TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.; ALPS Electric Co., Ltd.; ALPS Electric (North America), Inc.; ALPS Automotive Inc.; and their parents, subsidiaries, and affiliates.

Heater Control Panels, also known as climate control panels, include all parts described in any complaint filed in *In Re: Heater Control Panels* (Case No. 2:12-cv-00401-SFC-RSW) before the date of this notice, but generally are defined as operational panels with buttons and switches that control the climate of the interior environment of the vehicle, as well as their respective components, modules, and assemblies for which they are a component.

Plaintiff Tiffin Motor Homes, Inc. has been appointed by the Court to serve as “Class Representative” for the Heater Control Panels Settlement Class.

The Instrument Panel Clusters Settlement Class is defined as follows:

All individuals and entities who purchased Instrument Panel Clusters in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 1998 through December 27, 2016. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

For purposes of the Instrument Panel Clusters Settlement Class definition set forth above, the following entities are Defendants: Continental Automotive Electronics LLC; Continental Automotive Systems, Inc.; Continental Automotive Korea Ltd., DENSO Corporation; DENSO International America, Inc.; Nippon Seiki Co. Ltd.; N.S. International, Ltd.; New Sabina Industries; Yazaki Corporation; Yazaki North America Inc.; S&T Daewoo Co., Ltd.; S&T Motiv Co., Ltd.; and their parents, subsidiaries, and affiliates.

Instrument Panel Clusters, also known as meters, include all parts described in any complaint filed in *In Re: Instrument Panel Clusters* (Case No. 2:12-cv-00201-SFC-RSW) before the date of this notice, but generally are defined as the mounted array of instruments and gauges housed in front of the driver of a motor vehicle, as well as their respective components, modules, and assemblies for which they are a component.

Plaintiff ACAP, L.L.C., f/k/a Aguirre, Collins & Aikman, LLC has been appointed by the Court to serve as “Class Representative” for the Instrument Panel Clusters Settlement Class.

The Wire Harness Products Settlement Class is defined as follows:

All individuals and entities who purchased Wire Harness Products in the United States directly from one or more Defendant(s) (or their subsidiaries, affiliates, or joint ventures) from January 1, 2000 through December 13, 2016. Excluded from the Settlement Class are Defendants, their present and former parent companies, subsidiaries, and affiliates, federal governmental entities and instrumentalities of the federal government, and states and their subdivisions, agencies and instrumentalities.

For purposes of the Wire Harness Settlement Class definition set forth above, the following entities are Defendants: Chiyoda Manufacturing Corp.; Delphi Automotive LLP; Delphi Automotive Systems, LLC; DPH Holdings Corp.; Delphi Furukawa Wiring Systems LLC; DENSO Corporation; DENSO International America, Inc.; Fujikura Automotive America, LLC; Fujikura Ltd.; American Furukawa, Inc.; Furukawa Electric Co., Ltd.; Furukawa Wiring Systems America, Inc.; G.S. Electech, Inc.; G.S. Wiring Systems, Inc.; G.S.W. Manufacturing Inc.; Kyungshin-Lear Sales and Engineering LLC; Lear Corporation; Leoni AG; Leoni Kabel GmbH; Leoni Wire Inc.; Leoni Wiring Systems, Inc.; Leonische Holding, Inc.; Leoni Bordnetz-Systeme GMBH; Mitsubishi Electric Automotive America, Inc.; Mitsubishi Electric Corp.; Mitsubishi Electric US Holdings, Inc.; K&S Wiring Systems, Inc.; Sumitomo Electric Industries, Ltd.; Sumitomo Electric Wintec America, Inc.; Sumitomo Electric Wiring Systems, Inc.; Sumitomo Wiring Systems (U.S.A.) Inc.; Sumitomo Wiring Systems, Ltd.; S-Y Systems Technologies Europe GmbH; Tokai Rika Co., Ltd.; TRAM, Inc. d/b/a Tokai Rika U.S.A. Inc.; Yazaki Corporation; Yazaki North America Inc.; and their parents, subsidiaries, and affiliates.

Wire Harness Products include all parts described in any complaint filed in *In Re: Wire Harness Products* (Case No. 2:12-cv-00101-SFC-RSW) before the date of this notice, but generally are defined as electrical distribution systems used to direct and control electronic components, wiring, and circuit boards in motor vehicles, as well as 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, and for each of the foregoing their respective components, modules, and assemblies for which they are a component.

Plaintiffs Paesano Connecting Systems, Inc.; Craft-Co Enterprises, Inc.; Findlay Industries, Inc.; Cesar-Scott, Inc.; Martinez Manufacturing, Inc.; South Star Corporation; and ACAP, L.L.C., f/k/a Aguirre, Collins & Aikman, LLC have been appointed by the Court to serve as “Class Representatives” for the Wire Harness Products Settlement Class.

The Court has appointed the law firms of Freed Kanner London & Millen LLC; Kohn, Swift & Graf, P.C.; Preti, Flaherty, Beliveau & Pachios LLP; and Spector Roseman & Kodroff, P.C. to serve as “Settlement Class Counsel” for all three of the DPP-DENSO Settlement Classes.

WHAT IS THIS LITIGATION ABOUT?

Beginning in 2011, class action complaints were filed on behalf of direct purchasers of various motor vehicle parts manufactured and sold by the DENSO Defendants in 17 cases (“Collective Actions”). The central allegation in each Collective Action case, including the three DPP-DENSO Cases, is that, in violation of Federal antitrust laws, the DENSO Defendants conspired to raise, fix, maintain, and stabilize prices of, rig bids for, and allocate the supply of certain motor vehicle parts sold in the United States. Plaintiffs further allege that because of the conspiracies, they and other direct purchasers of the motor vehicle parts at issue were injured by paying more for those products than they would have paid in the absence of the alleged illegal conduct.

DENSO denies these allegations and liability and has asserted defenses to those claims. The DENSO Defendants have agreed to settle this matter to avoid the expense and burden of further litigation. The Court has not issued any findings or rulings with respect to the merits of Plaintiffs’ claims or DENSO’s defenses. These settlements, if approved by the Court, will resolve Plaintiffs’ claims against DENSO in all but two of the Collective Action cases – *Oxygen Sensors* and *Spark Plugs*. Plaintiffs will seek final approval of the proposed settlements in those cases at a later date.

WHAT RELIEF DO THE PROPOSED SETTLEMENTS PROVIDE?

Plaintiffs, on behalf of settlement classes composed of direct purchasers of various motor vehicle parts in the Collective Actions, entered into a settlement agreement with the DENSO Defendants on February 4, 2019, that resolved the Collective Actions (“Global Settlement”). Under the terms of the proposed Global Settlement, the DENSO Defendants agreed to pay \$2,100,000.00. The Global Settlement resolved Plaintiffs’ claims in the three DPP-DENSO Cases for a total of \$700,000.00, as follows: \$326,216.74 (*Heater Control Panels*), \$100,000.00 (*Instrument Panel Clusters*), and \$273,783.26 (*Wire Harness Products*).

As part of the Global Settlement described above, the DENSO Defendants have agreed to provide specified cooperation with Settlement Class Counsel in the prosecution of claims against any remaining Defendant, should the need for such cooperation arise.

This Notice is only a summary of the terms of the proposed settlements. The settlement agreement in each DPP-DENSO Case contains other important provisions, including the release of certain claims against the DENSO Defendants (and companies and people affiliated with them). For the complete terms of the settlements, you are referred to the settlement agreements, which are on file with the Clerk of Court and are available on-line at www.AutoPartsAntitrustLitigation.com. The proposed DPP-DENSO settlements must receive final approval by the Court to become effective.

If you wish to object to the approval of any of the DPP-DENSO settlements, you may do so, but only in accordance with the procedures set forth below. If you do not object to a settlement, you do not need to take any action at this time to indicate your support for, or lack of objection to, that settlement.

HOW DO I REMAIN IN THE SETTLEMENT CLASSES AND WHAT HAPPENS IF I DO?

If you are a member of any or all of the DPP-DENSO Settlement Classes as defined above, you will automatically remain in that Settlement Class unless you elect to be excluded. If you wish to remain in a Settlement Class, you do not need to take any action at this time with respect to that Settlement Class, and your interests will be represented by the Class Representatives for the Settlement Class and by Settlement Class Counsel. If you remain in any of the DPP-DENSO Settlement Classes and that proposed settlement is approved and becomes effective, you will be bound by its terms, including the release provisions, whether or not you receive a share of the settlement proceeds attributable to that settlement.

You will have no responsibility to individually pay attorneys’ fees or expenses. Any such fees and expenses will be paid solely from amounts obtained from the DENSO Defendants, whether by settlement or judgment, and must be approved by the Court after notice to you and a hearing. If you choose, you may also have your own attorney enter an appearance on your behalf and at your expense.

HOW WILL THE SETTLEMENT FUNDS BE DISTRIBUTED?

The Settlement Fund in each DPP-DENSO Case, with accrued interest, less any amounts approved by the Court for settlement administration costs and expenses (the “Net Settlement Fund”), will be distributed among the members of that Settlement Class who complete and timely submit a copy of the Claim Form for that Case that is included with this Notice, **postmarked on or before March 18, 2022**.

The Net Settlement Fund in each DPP-DENSO Case will be distributed *pro rata* to all Claimants in that Case based upon their **direct** purchases of Heater Control Panels, Instrument Panel Clusters, and Wire Harness Products, respectively, in the United States from the Defendants and their parents, subsidiaries, affiliates, and/or joint ventures during the applicable time period, as defined above for that Case. The distribution in each DPP-DENSO Case will take place as soon as practicable after review, determination, and audit of the Claim Forms by the Settlement Administrator and approval by the Court of the Settlement Administrator's recommendations as to the amounts to be paid to the Claimants in that Case.

Do not dispose of any document that reflects your purchases of Heater Control Panels, Instrument Panel Clusters, or Wire Harness Products in the United States directly from the Defendants (or their parents, subsidiaries, affiliates, or joint ventures) during the applicable time period for each Settlement Class, as defined above. You may need those documents to complete and substantiate your Claim Forms, which will be subject to inquiry and verification. If you previously submitted a Claim Form in the *Heater Control Panels, Instrument Panel Clusters, or Wire Harness Products* cases, and you wish to participate in the proposed settlement with DENSO for that case, you should not file a new Claim Form in that Case unless you wish to include additional purchases during the relevant period that were not included in your prior submission(s).

WHAT IF I DO NOT WANT TO REMAIN IN ONE OR MORE OF THE SETTLEMENT CLASSES?

You may exclude yourself from any or all of the DPP-DENSO Settlement Classes. If you wish to exclude yourself from any or all of the DPP-DENSO Settlement Classes, you must send a request for exclusion, in writing, by certified mail, return receipt requested, **postmarked no later than January 7, 2022**, to Settlement Class Counsel, and to counsel for the DENSO Defendants, at the addresses set forth below, and to the following address:

DPP-DENSO Direct Purchaser Antitrust Litigation
P.O. Box 5110
Portland, OR 97208-5110

Your request for exclusion must identify the DPP-DENSO Settlement Class or Classes from which you are seeking exclusion and must include the full name and address of the purchaser (including any predecessor or successor entities and any trade names). For each DPP-DENSO Settlement Class for which you are requesting exclusion, you are also requested to identify: 1) the Defendant(s) (or parent, subsidiary, affiliate, or joint venture) from which you purchased the motor vehicle part during the relevant time period (defined above), 2) the motor vehicle part(s) purchased during the relevant time period (defined above), and 3) the dollar amount of your purchases. If you validly exclude yourself from any or all of the Settlement Classes, you will not be bound by any decision concerning the Settlement Class or Classes from which you exclude yourself and you may pursue individually any claims you may have against DENSO (at your own expense) in that specific DPP-DENSO Case, but you will not be eligible to share in the settlement proceeds attributable to that DPP-DENSO Case.

WHEN WILL THE COURT CONSIDER THESE MATTERS, AND HOW CAN I TELL THE COURT WHAT I THINK ABOUT THE SETTLEMENTS?

The Court will hold a hearing on February 17, 2022, at 2:00 p.m., at the Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, Courtroom 817 (or such other courtroom as may be assigned for the hearing), to determine whether to approve the proposed settlements and the proposed plan of distribution of the Settlement Fund in each DPP-DENSO Case. If the Court believes that it is appropriate, the hearing may be conducted remotely by telephone or other electronic means. If the Court determines to hold the hearing remotely, Settlement Class Counsel shall post that information on the website devoted to the direct purchaser litigation (www.AutoPartsAntitrustLitigation.com) and provide any DPP-DENSO Settlement Class member that has informed the Court that it intends to participate at the hearing the information required to do so remotely. The hearing may be rescheduled, continued, or adjourned, and the courtroom assigned for the hearing may be changed, without further notice to you.

If you remain a member of any or all of the DPP-DENSO Settlement Classes and you wish to object to the proposed settlement or proposed plan of distribution in any or all of the DPP-DENSO Cases, you must do so in writing and at your own expense. Any such objection must: 1) specify which DPP-DENSO settlement(s) are being objected to by including the caption of the specific DPP-DENSO Case to which you are objecting, 2) be signed, and 3) be **filed no later than January 7, 2022**, with the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and mailed to the following counsel, **postmarked no later than January 7, 2022**:

Steven A. Kanner
FREED KANNER LONDON
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Co-Lead Counsel for the Direct Purchaser Settlement Classes

Steven F. Cherry
WILMER CUTLER PICKERING
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1875 Pennsylvania Avenue, NW
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Telephone: (202) 663-6000

Counsel for the DENSO Defendants

If you do not object to any of the proposed settlements or to the proposed plans of distribution set forth above, you do not need to appear at the hearing or take any other action at this time. **You must, however, complete and timely submit a Claim Form for each DPP-DENSO Case if you wish to share in the distribution of that DPP-DENSO Settlement Fund and you have not previously submitted a complete Claim Form in that Case.**

WHAT SHOULD I DO IF I WANT ADDITIONAL INFORMATION OR IF MY ADDRESS CHANGES?

If this Notice reached you at an address other than the one on the mailing label, or if your address changes, please send your correct address to: DPP-DENSO Direct Purchaser Antitrust Litigation, P.O. Box 5110, Portland, OR 97208-5110.

The Settlement Agreements, Complaints, and other public documents filed in this litigation are available for review during normal business hours at the offices of the Clerk of Court, United States District Court for the Eastern District of Michigan, Southern Division, Theodore Levin United States Courthouse, 231 West Lafayette Boulevard, Detroit, MI 48226, and through the Court's Public Access to Court Electronic Records (PACER) system after registration and payment of a modest fee. Copies of the Settlement Agreements and certain other documents relevant to this litigation are available at www.AutoPartsAntitrustLitigation.com. Questions concerning the proposed DPP-DENSO Settlements, this Notice, or the litigation may be directed to any of the Settlement Class Counsel identified above.

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

Dated: November 18, 2021

BY ORDER OF:

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