

**THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

In Re: PARKING HEATERS ANTITRUST
LITIGATION

Case No. 15-MC-940 (DLI) (JO)

THIS DOCUMENT RELATES TO:

All Direct Purchaser Class Actions

**NOTICE OF MOTION OF DIRECT PURCHASER
PLAINTIFFS FOR DISTRIBUTION OF SETTLEMENT FUNDS**

PLEASE TAKE NOTICE that, upon the Memorandum of Law in Support of the Motion of Direct Purchaser Plaintiffs for Distribution of Settlement Funds and the related Declarations and exhibits thereto, Plaintiffs Triple Cities Acquisition LLC d/b/a Cook Brothers Truck Parts, National Trucking Financial Reclamation Services, LLC, TrailerCraft Inc., and Myers Equipment Corporation (collectively, “Direct Purchaser Plaintiffs” or “DPPs”) will move this Court as soon as is convenient for the Court, before the Honorable James Orenstein, United States Magistrate Judge, at the United States Courthouse, 225 Cadman Plaza East, Courtroom 11D South, Brooklyn, New York, for entry of an order:

- (A) granting DPPs’ motion to distribute funds obtained as a result of settlements with Webasto Products North America, Inc., Webasto Thermo & Comfort North America, Inc., and Webasto Thermo & Comfort SE (collectively, “Webasto”) and Eberspaecher Climate Control Systems GmbH & Co. KG, Espar, Inc., and Espar Products Inc. (collectively, “Espar”) to eligible Class Members in the amounts listed in Exhibit A to the Declaration of Peter T. Sperry Regarding Notice and Claims Process, and Proposed

Class Distribution;

(B) authorizing a payment of \$159,903.96 from the Settlement Fund to pay Epiq Systems, Inc. for the work it has performed and for the work it will perform as the settlement administrator in this action; and

(C) entering any such other relief as the Court may deem just and appropriate.

A proposed final approval order is attached hereto as Exhibit 1.

Dated: January 27, 2020.

Respectfully submitted,

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On behalf of Direct Purchaser Plaintiffs and the Settlement Class

CERTIFICATE OF SERVICE

I hereby certify that on January 27, 2020, I caused a true and correct copy of the foregoing document to be served upon counsel of record via the Court's ECF filing system.

/s/ Seth R. Gassman
Seth R. Gassman

**THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

In Re: PARKING HEATERS ANTITRUST
LITIGATION

Case No. 15-MC-940 (DLI) (JO)

THIS DOCUMENT RELATES TO:

All Direct Purchaser Class Actions

**MEMORANDUM OF LAW IN SUPPORT OF DIRECT PURCHASER
PLAINTIFFS' MOTION TO DISTRIBUTE SETTLEMENT FUNDS**

I. FACTUAL BACKGROUND

On September 30, 2019, following an August 15, 2019 Report and Recommendation, the Court granted final approval of the Settlements between Direct Purchaser Plaintiffs (“DPPs”)¹ and Defendants Webasto² and Espar.³ DPPs now seek authorization to distribute funds from those settlements to eligible Class Members.

The Webasto settlement provided a gross fund of \$7,000,000 for the benefit of the Class, while the Espar settlement provided a gross fund of \$5,200,000 for the benefit of the Class (after a reduction made pursuant the Espar Settlement Agreement, ECF No. 146-2, Ex. 2 (Espar Settlement Agreement), Section X, from \$8,000,000 to account for private settlements between Espar and certain of its customers). After reducing the gross settlement funds to account for attorneys’ fees, reimbursement of attorney expenses, and incentive awards for the class representatives, as well as costs related to settlement administration and taxes and tax preparation, an estimated \$3,390,247.59 will be available to distribute to eligible Class Members from the net Espar Settlement Fund and \$4,564,847.59 will be available from the net Webasto Settlement Fund.⁴ *See* Declaration of Peter T. Sperry Regarding Notice and Claim Process, and Proposed Class Distribution (“Perry Decl.”), ¶¶ 12-13.

Epiq Systems, Inc. (“Epiq”) has acted as the settlement administrator in this action. In that capacity, Epiq has been engaged in the claims administration process, pursuant to which the

¹ Triple Cities Acquisition LLC d/b/a Cook Brothers Truck Parts, National Trucking Financial Reclamation Services, LLC, TrailerCraft Inc., and Myers Equipment Corporation (collectively, “Direct Purchaser Plaintiffs” or “DPPs”).

² Webasto Products North America, Inc., Webasto Thermo & Comfort North America, Inc., and Webasto Thermo & Comfort SE (collectively, “Webasto”).

³ Eberspaecher Climate Control Systems GmbH & Co. KG, Espar, Inc., and Espar Products Inc. (collectively, “Espar,” and with Webasto, “Defendants”).

⁴ The balances above include earned interest.

net Espar and Webasto Settlement Funds (collectively, the “net Settlement Fund”) are ready to be distributed to Settlement Class Members. *See generally*, Perry Decl., ¶¶ 14-16.

In addition, DPPs request that the Court authorize payment of outstanding Epiq invoices totaling \$128,424.00 for the work Epiq has done in this action to date, as well as the \$31,479.96 in future costs Epiq will require to complete its work in this matter. *See* Perry Decl., ¶ 12(c). The total cost due to Epiq of \$159,903.96 has already been deducted from the gross Settlement Funds to calculate the net Settlement Fund.

II. THE ADMINISTRATION PROCESS

Epiq was charged with various administrative tasks, including: disseminating notices; publishing summary notices; receiving and processing objections and requests for exclusion; responding to Class Member inquiries; establishing and maintaining a settlement website; and performing such other duties as may be directed by the Court or the parties. *See* Perry Decl ¶¶ 2-10.

To determine who is eligible to receive payment from the Settlement Fund, Epiq used the data Class Co-Lead Counsel provided, which Class Co-Lead Counsel received from Defendants based on Defendants’ purchasing data. *Id.* ¶ 4. Based on that data, Defendants had 331 customers who qualify as eligible Class Members for payment from the Settlement Fund. *Id.* Because none of the 331 eligible Class Members opted out of either settlement, *id.* ¶ 10, all 331 Class Members are eligible to receive payment from the Settlement Fund.

While claim forms were not required for eligible Class Members to receive payment from the Settlement Fund, Epiq nonetheless received 1,487 claims submissions. *Id.* ¶ 11. Epiq conducted the administrative tasks associated with collecting claim forms from claimants seeking compensation from the Settlement Fund, to the extent they were filed, and evaluating

and auditing those claim forms. *Id.* After a thorough audit of those claims, Epiq has determined that only one claim form was submitted from an eligible Class Member and it provided no new information relevant for payment. *Id.*

III. PROPOSED DISTRIBUTION

The net Settlement Fund shall be distributed to the 331 Settlement Class Members in proportion to their relevant purchases from defendants of Parking Heaters. See *In re Lloyd's Am. Tr. Fund Litig.*, No. 96 CIV.1262 RWS, 2002 WL 31663577, at *19 (S.D.N.Y. Nov. 26, 2002) (“*pro rata* allocations . . . are not only reasonable and rational, but appear to be the fairest method of allocating the settlement benefits.”); ECF No. 146-3 (Declaration of Cameron R. Azari, Esq., On Settlement Notice Plan And Notices), Ex. 2 (long-form notice), at 5 (“Each Class Member’s estimated payment amount will be calculated based on available Parking Heater sales records provided by Webasto and Espar”); Ex. 3 (short-form notice). To determine the appropriate calculation for each eligible Class Member, Epiq first calculated the amount owed to each eligible Class Member from the two different Settlement Funds. See Sperry Decl. ¶ 14.

First, Epiq calculated the distribution amount owed to each eligible Class Member for the Espar net Settlement Fund. See *id.* ¶ 14(a). Pursuant to paragraph 36 of the Espar settlement, Epiq began by identifying the eligible Class Members who had previously entered private settlements with Espar. See *id.* Epiq then determined whether each of these Class Members who had entered into a private settlement with Espar was eligible to receive payment under the terms of the Espar Settlement Agreement.⁵ *Id.* Epiq next combined the Webasto and Espar settlement

⁵ The Espar Settlement Agreement requires that such Class Members receive payment if they would receive a payment under the settlement to “the extent the amount a Settled Customer was paid by Espar pursuant to a private settlement, . . . is less than the amount that same Settled Customer would have received under this Settlement Agreement had it not settled separately with Espar (calculated based on the assumption that only that particular Settled Customer had not settled, but the other customer settlements remained in place, and using only the Settled Customers’ purchases from Espar as the basis for the calculation).” See Espar Settlement Agreement, ¶ 36

purchases for each eligible Class Member to determine the amount Class Members would receive from the net Espar Settlement Fund. *See* Sperry Decl. ¶ 14(a). Those Class Members that had entered into a private settlement with Espar, and who were eligible for payment from the Espar Settlement Fund, had their Class Member award reduced by the private settlement amount and the funds for other eligible Class Members were then adjusted to account for the inclusion of the additional claimants. *See id.*

Second, for the net Webasto Settlement Fund, Epiq divided the Webasto Settlement Fund by the combined total dollar amount of valid Parking Heaters sales by eligible Class Members identified in the both Espar and Webasto's purchase data during the Class Period, and then multiplied the resulting fraction by the amount of each total eligible Class Member's Parking Heater sales from Espar and/or Webasto.

Third, the amount owed each eligible Class Member from the two net Settlement Funds was then summed to arrive at the amount to be distributed to each eligible Class Member.

Epiq has completed the calculations to determine payments to eligible Class Members pursuant to the above methodology. The net Settlement Fund is now available for distribution to Settlement Class Members. The distribution will be made in the amounts reflected in this list attached as Exhibit A to the Sperry Declaration, which shows the following: information about each Class Member's purchases, identifying those Class Members by numbers as opposed to names for purposes of confidentiality, and Epiq's recommended allocation as determined according to the Plan of Allocation and the methodology described in the Sperry Declaration.

IV. CONCLUSION

For all of the foregoing reasons, DPPs respectfully request that the Court authorize distribution of the net Settlement Funds to eligible Class Members in the amounts listed in

Exhibit A to the Sperry Declaration. DPPs also respectfully request that the Court authorize payment to Epiq of \$159,903.96 for its notice and administrative work in this matter.

Dated: January 27, 2020

Respectfully submitted,

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On behalf of Direct Purchaser Plaintiffs and the Settlement Class

THE UNITED STATES DISTRICT COURT
FOR EASTERN DISTRICT OF NEW YORK

CASE NO. 1:15-MC-0940 (DLI) (JO)

In Re: Parking Heaters Antitrust Litigation

This document relates to:

All Direct Purchaser Class Actions

**DECLARATION OF PETER T. SPERRY REGARDING NOTICE
AND CLAIM PROCESS, AND PROPOSED CLASS DISTRIBUTION**

I, Peter T. Sperry, hereby declare as follows:

1. I am a Project Manager employed by Epiq Class Action & Claims Solutions, Inc. (“Epiq”) in Beaverton, Oregon. I am familiar with the actions taken by Epiq with respect to administering the Settlements reached in relation to the action, *In re Parking Heaters Antitrust Litigation*, No. 1:15-MC-00940 (DLI) (JO), and the corresponding proposed disbursement plan. This declaration is based upon my personal knowledge and information provided to me by staff under my or common supervision and is accurate and truthful to the best of my knowledge.

I. The Notice Plan

2. Epiq was appointed as the Settlement Administrator in the above-captioned litigation in accordance with terms outlined in the Settlement Agreement Between Direct Purchaser Plaintiffs and Espar Defendants (“Espar”) and the Settlement Agreement Between Direct Purchaser Plaintiffs and Webasto Defendants (“Webasto”).

3. The Settlement Agreements both define the “Settlement Class” as:

All persons or entities (but excluding federal and state government entities and Defendants, their officers, directors, and employees, as well as Defendants’ parents, predecessors, successors, subsidiaries, affiliates) that purchased Parking Heaters in the United States, its

territories or possessions, directly from any Defendant [Webasto and/or Espar], or from any of their parents, predecessors, successors, subsidiaries, or affiliates, at any time during the period from and including October 1, 2007 up to and including December 31, 2012.

4. On August 21, 2018, Epiq received from Class Co-Lead Counsel one file with 331 Settlement Class Member records for those entities that were identified as having directly purchased Parking Heaters directly from the Defendants Espar and/or Webasto. It is my understanding that Defendants' counsel provided this information to Class Co-Lead Counsel.

5. On October 1, 2018, Epiq sent a Detailed Notice to the 331 Settlement Class Member records via United States Postal Service ("USPS") first class mail. As of October 23, 2019, Epiq re-mailed 24 Detailed Notices and mailed 18 Detailed Notices to those who requested one via the toll-free telephone line.

6. In order to reinforce the mailed Notice to Settlement Class Members, on October 3, 2018, a Publication Notice was published in *Fleet Owner* Magazine as a ½ page ad unit. *Fleet Owner* is a monthly trucking magazine and source of information for executives and management personnel responsible for purchasing, operating and maintaining vehicles and equipment in truck and bus fleets consisting of five or more vehicles. *Fleet Owner* has an estimated circulation of 105,000.

7. To build additional reach and extend exposures, on October 1, 2018, a party-neutral Informational Release was issued to approximately 5,000 general media (print and broadcast) outlets and 5,400 online databases and websites throughout the United States. Additionally, the Informational Release was issued to PR Newswire's Trucking Microlist, which includes 206 trucking industry-focused publications, websites, and news outlets across the country. The Informational Release included the toll free number and Case Website address.

8. On September 28, 2018, a neutral, informational, settlement website with an easy to remember domain name, www.DirectParkingHeaterSettlement.com, was established where Settlement Class Members can obtain additional information and documents including the Settlement Agreements, Claim Form, Detailed Notice, a list of answers to frequently asked questions, and any other documents the Court may require. Settlement Class Members will also be able to input their unique ID number at the website to see their estimated payment amount (once calculated). The website address was prominently displayed in all Notices.

9. On September 28, 2018, a toll-free number, 1-888-396-9582, was established. Callers hear an introductory message and have the option to continue to get information about the Settlements in the form of recorded answers to frequently asked questions. This automated phone system is available 24 hours per day, 7 days per week.

10. The postmark deadline for Settlement Class Members to request exclusion from each Settlement was December 1, 2018, and the received deadline for timely postmarked exclusion requests was December 21, 2018. Epiq has received zero exclusions or objections to the Settlements

11. Class Members did not need to file a claim to receive a payment under the terms of the Settlement Agreements. However, a printable Claim Form was made available on the settlement website for claimants to request potential inclusion into the Settlements. In total, Epiq received 1,487 claims submissions. Of the claim submissions, only one (1) submission was made by a Class Member identified in the Settlement Class Member Records, though no new information was provided. Following discussions with Class Co-Lead Counsel, it was determined that the additional claim submissions were not supported by Defendant purchase data, and that claimant was denied inclusion within the Settlement Class.

II. Proposed Class Distribution

12. The Defendants agreed to pay a total of \$12.2 million to the Class Members. The terms of the Webasto Settlement provided a Settlement Amount of \$7 million. The terms of the Espar Settlement provided a Settlement Amount of \$5.2 million.¹ The Settlement Funds were then reduced in the following manner to determine funding available for eligible Settlement Class Members:

- a. Funding was first increased by anticipated earned interest on each Settlement Fund.
- b. The total Settlement Funds were then reduced by the approved Attorneys' Fees, in the amount of \$4,066,667.00, the approved litigation expenses in the amount of \$155,275.52, and the approved incentive awards for the four (4) Class Representatives, totaling \$60,000.00.²
- c. Finally, funds were further reduced by deducting outstanding administration fees and costs, totaling \$128,424.00, and anticipated future administrative fees and costs totaling \$31,479.96.

13. Following the reduction of the approved Attorneys' fees and expenses, approved incentive awards, and incurred and anticipated administrative fees and costs, Epiq estimates that \$3,390,247.59 will be available to eligible Class Members from the Espar Settlement Fund and \$4,564,847.59 from the Webasto Settlement Fund.

14. To determine the eligible Class Member awards, the following criteria was applied:
- a. Espar Settlement – (1) Pursuant to the Settlement Agreement Between Direct Purchaser Plaintiffs and Espar Defendants, paragraph 36, Epiq first identified those

¹ Espar originally agreed to a Settlement Amount of \$8 million, which was eventually reduced in accordance with Section X of the Settlement Agreement Between Direct Purchaser Plaintiffs and Espar Defendants (Dkt. 146-2).

² These amounts were approved in the Court's August 15, 2019, Report and Recommendation, which Judge Irizarry then adopted on September 30, 2019.

eligible Class Members that had reached a private settlement with Espar; (2) Epiq then applied the criteria established for determining payment eligibility to those Class Members impacted by paragraph 36 whose private settlements did not exceed the potential settlement payment to determine the eligibility for payment; (3) Once the eligible Class Member population was identified, Epiq then combined the Webasto and Espar settlement purchases for each eligible Class Member and then divided the available Espar Settlement Fund by the resulting combined purchase total; (4) Finally, the resulting ratio was then multiplied by the total amount of Parking Heater sales for each individual eligible Class Member. Those Class Members that had entered into a private settlement with Espar, and were eligible for payment from the Espar Settlement Fund, had their Class Member award reduced by the private settlement amount and other, non-private settlement funds, were adjusted appropriately.

- b. Webasto Settlement – (1) Dividing the combined Webasto Settlement Fund by the combined total dollar amount of valid Parking Heats sales by eligible Class Members identified in the both Espar and Webasto’s purchase data during the Class Period and then (2) multiplying the resulting ratio by the amount of each total eligible Class Member’s Parking Heater sales from Espar and/or Webasto.
- c. Once an Eligible Class Member’s compensation was determined according to the above Paragraphs, the two amounts were summed to arrive at one total payment per Eligible Class Member.

A distribution chart was created indicating identification numbers, eligible Class Member names, and estimated Settlement Awards due from each Settlement Fund. A distribution chart of the

estimated monetary awards available for each eligible Class Member, with identification numbers but without Class Member names, is attached hereto as Exhibit A.

15. In accordance with Espar and Webasto Settlement Agreement, an eligible Class Member will be able to view their estimated payments by visiting the settlement website and entering unique identification numbers provided to them in the notice. The estimated payments will be made available through the settlement website following the approval of proposed monetary awards by Class Co-Lead Counsel and the Court.

16. If there is a balance remaining in the Net Settlement Funds after six (6) months from the date of distribution of the Net Settlement Funds, or reasonably soon thereafter, Epiq shall, if logistically feasible and economically justifiable, reallocate balances among Eligible Class Members in the same manner described in Paragraph 14 above. These redistributions shall be repeated until the remaining balance in the Net Settlement Fund is *de minimis* and such remaining balance shall be donated to a non-profit organization selected by Class Co-Lead Counsel and approved by the Court, in accordance with the terms of the Espar and Webasto Settlement Agreements.

I declare under penalty of perjury that the foregoing is true and correct. Executed on January 23, 2020, in Seattle, Washington.

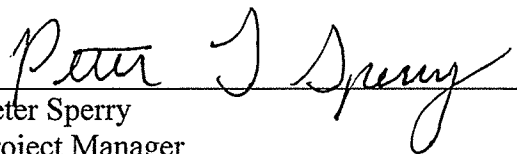

Peter Sperry
Project Manager
Epiq Class Action & Claims Solutions

Exhibit A

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
98	\$ 465,009.75	\$ 431,371.72	\$ 896,381.47
128	\$ -	\$ 734,057.62	\$ 734,057.62
104	\$ 340,625.68	\$ 315,985.38	\$ 656,611.06
50	\$ 335,154.30	\$ 310,909.79	\$ 646,064.09
77	\$ 186,473.40	\$ 172,984.23	\$ 359,457.62
105	\$ 38,678.18	\$ 193,613.50	\$ 232,291.68
122	\$ 115,311.25	\$ 106,969.83	\$ 222,281.08
131	\$ 69,172.94	\$ 147,944.12	\$ 217,117.05
315	\$ 112,596.38	\$ 104,451.35	\$ 217,047.73
281	\$ 111,645.53	\$ 103,569.27	\$ 215,214.80
234	\$ 92,822.96	\$ 86,108.30	\$ 178,931.26
62	\$ 71,129.90	\$ 78,121.25	\$ 149,251.14
76	\$ 60,587.66	\$ 76,554.90	\$ 137,142.55
79	\$ 66,205.95	\$ 61,416.72	\$ 127,622.66
78	\$ 61,775.10	\$ 57,306.39	\$ 119,081.49
299	\$ 57,868.15	\$ 53,682.06	\$ 111,550.21
138	\$ 57,614.21	\$ 53,446.50	\$ 111,060.71
233	\$ 56,803.55	\$ 52,694.48	\$ 109,498.02
111	\$ -	\$ 105,377.19	\$ 105,377.18
117	\$ 54,071.99	\$ 50,160.51	\$ 104,232.49
141	\$ 53,302.03	\$ 49,446.25	\$ 102,748.28
124	\$ 50,375.04	\$ 46,730.99	\$ 97,106.02
9	\$ 46,948.78	\$ 43,552.59	\$ 90,501.36
223	\$ 45,925.87	\$ 42,603.67	\$ 88,529.53
88	\$ 33,594.80	\$ 44,735.13	\$ 78,329.92
235	\$ 39,894.61	\$ 37,008.70	\$ 76,903.30
278	\$ 39,715.50	\$ 36,842.55	\$ 76,558.05
34	\$ -	\$ 65,046.50	\$ 65,046.49
256	\$ 29,093.17	\$ 26,988.62	\$ 56,081.79
39	\$ 22,533.73	\$ 29,280.10	\$ 51,813.83
21	\$ 18,945.59	\$ 24,571.94	\$ 43,517.52
51	\$ 21,444.02	\$ 19,892.80	\$ 41,336.81
52	\$ 21,073.41	\$ 19,549.00	\$ 40,622.40
96	\$ -	\$ 40,089.65	\$ 40,089.65
142	\$ 19,599.14	\$ 18,181.37	\$ 37,780.50
17	\$ 18,660.76	\$ 17,310.87	\$ 35,971.63
30	\$ -	\$ 35,643.44	\$ 35,643.43
178	\$ 18,372.91	\$ 17,043.85	\$ 35,416.75
197	\$ 17,951.64	\$ 16,653.05	\$ 34,604.69
44	\$ 17,871.33	\$ 16,578.55	\$ 34,449.88
91	\$ 17,036.71	\$ 15,804.31	\$ 32,841.01
73	\$ 16,163.94	\$ 14,994.66	\$ 31,158.60
23	\$ 9,875.63	\$ 20,395.52	\$ 30,271.15
133	\$ 15,301.92	\$ 14,195.01	\$ 29,496.92
328	\$ 15,244.14	\$ 14,141.40	\$ 29,385.53

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
41	\$ 15,047.39	\$ 13,958.89	\$ 29,006.28
5	\$ 14,220.35	\$ 14,592.32	\$ 28,812.67
82	\$ 14,028.85	\$ 13,014.02	\$ 27,042.86
89	\$ -	\$ 26,052.12	\$ 26,052.11
110	\$ -	\$ 26,023.29	\$ 26,023.29
38	\$ 13,424.76	\$ 12,453.64	\$ 25,878.40
134	\$ 13,403.46	\$ 12,433.88	\$ 25,837.33
46	\$ 13,377.39	\$ 12,409.69	\$ 25,787.07
116	\$ 11,682.02	\$ 14,039.90	\$ 25,721.92
103	\$ 9,053.26	\$ 15,447.01	\$ 24,500.27
275	\$ 11,662.25	\$ 10,818.62	\$ 22,480.86
127	\$ 7,533.58	\$ 14,913.74	\$ 22,447.31
2	\$ 10,755.64	\$ 9,977.59	\$ 20,733.23
1	\$ 10,355.91	\$ 9,606.78	\$ 19,962.69
286	\$ 10,129.36	\$ 9,396.62	\$ 19,525.97
35	\$ -	\$ 18,603.78	\$ 18,603.77
179	\$ 9,256.07	\$ 8,586.51	\$ 17,842.58
319	\$ 9,231.98	\$ 8,564.15	\$ 17,796.12
67	\$ 8,766.86	\$ 8,132.68	\$ 16,899.54
53	\$ 8,580.51	\$ 7,959.81	\$ 16,540.31
13	\$ 8,542.48	\$ 7,924.53	\$ 16,467.00
1767	\$ 7,535.09	\$ 6,990.02	\$ 14,525.11
217	\$ 6,995.88	\$ 6,489.81	\$ 13,485.69
22	\$ 6,910.31	\$ 6,410.43	\$ 13,320.73
29	\$ 6,077.66	\$ 5,638.01	\$ 11,715.66
37	\$ -	\$ 11,642.46	\$ 11,642.46
93	\$ 5,557.08	\$ 5,155.09	\$ 10,712.16
314	\$ 5,551.67	\$ 5,150.07	\$ 10,701.74
32	\$ 5,456.51	\$ 5,061.80	\$ 10,518.30
92	\$ 5,437.54	\$ 5,044.20	\$ 10,481.74
7	\$ 5,242.11	\$ 4,862.90	\$ 10,105.00
42	\$ 5,037.48	\$ 4,673.08	\$ 9,710.56
196	\$ 4,760.23	\$ 4,415.88	\$ 9,176.11
113	\$ 4,671.44	\$ 4,333.52	\$ 9,004.96
269	\$ 4,670.06	\$ 4,332.24	\$ 9,002.29
209	\$ 4,318.08	\$ 4,005.71	\$ 8,323.79
126	\$ -	\$ 8,241.16	\$ 8,241.15
74	\$ -	\$ 8,022.49	\$ 8,022.48
115	\$ 4,150.70	\$ 3,850.45	\$ 8,001.15
59	\$ -	\$ 7,597.71	\$ 7,597.71
155	\$ 3,914.34	\$ 3,631.19	\$ 7,545.53
123	\$ 3,698.45	\$ 3,430.91	\$ 7,129.35
99	\$ 3,546.62	\$ 3,290.07	\$ 6,836.68
212	\$ 3,530.32	\$ 3,274.94	\$ 6,805.26
264	\$ 3,513.36	\$ 3,259.21	\$ 6,772.57

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
202	\$ 3,361.62	\$ 3,118.45	\$ 6,480.07
8	\$ 3,297.86	\$ 3,059.30	\$ 6,357.15
120	\$ 3,180.38	\$ 2,950.31	\$ 6,130.68
142	\$ 3,167.72	\$ 2,938.57	\$ 6,106.28
100	\$ 2,978.20	\$ 2,762.76	\$ 5,740.95
311	\$ 2,965.85	\$ 2,751.31	\$ 5,717.15
118	\$ 2,855.23	\$ 2,648.69	\$ 5,503.91
66	\$ 2,834.95	\$ 2,629.87	\$ 5,464.82
103	\$ 2,680.24	\$ 2,750.34	\$ 5,430.57
289	\$ 2,778.05	\$ 2,577.09	\$ 5,355.14
137	\$ 2,742.90	\$ 2,544.49	\$ 5,287.38
33	\$ 2,680.65	\$ 2,486.73	\$ 5,167.38
25	\$ 2,678.59	\$ 2,484.83	\$ 5,163.42
247	\$ 2,624.51	\$ 2,434.66	\$ 5,059.16
258	\$ 2,606.27	\$ 2,417.74	\$ 5,024.00
172	\$ 2,487.22	\$ 2,307.29	\$ 4,794.51
107	\$ 2,474.54	\$ 2,295.54	\$ 4,770.08
47	\$ 2,472.82	\$ 2,293.94	\$ 4,766.75
75	\$ 2,465.59	\$ 2,287.24	\$ 4,752.83
108	\$ 2,415.10	\$ 2,240.39	\$ 4,655.49
84	\$ 2,206.04	\$ 2,046.46	\$ 4,252.50
283	\$ 2,180.61	\$ 2,022.86	\$ 4,203.46
43	\$ 2,165.37	\$ 2,008.73	\$ 4,174.09
27	\$ 2,147.03	\$ 1,991.72	\$ 4,138.74
61	\$ 2,124.97	\$ 1,971.25	\$ 4,096.21
20	\$ 2,124.86	\$ 1,971.15	\$ 4,096.01
87	\$ 2,056.57	\$ 1,907.80	\$ 3,964.37
265	\$ 2,054.44	\$ 1,905.82	\$ 3,960.25
270	\$ 2,030.59	\$ 1,883.70	\$ 3,914.28
69	\$ 2,028.80	\$ 1,882.04	\$ 3,910.83
121	\$ 2,002.87	\$ 1,857.98	\$ 3,860.85
282	\$ 1,983.80	\$ 1,840.30	\$ 3,824.09
323	\$ 1,982.22	\$ 1,838.83	\$ 3,821.04
80	\$ 1,775.40	\$ 1,646.97	\$ 3,422.37
301	\$ 1,741.93	\$ 1,615.92	\$ 3,357.85
119	\$ 1,659.39	\$ 1,539.35	\$ 3,198.74
199	\$ 1,656.06	\$ 1,536.27	\$ 3,192.33
144	\$ 1,542.00	\$ 1,430.45	\$ 2,972.45
195	\$ 1,496.55	\$ 1,388.30	\$ 2,884.85
153	\$ 1,467.78	\$ 1,361.60	\$ 2,829.37
36	\$ 1,344.19	\$ 1,246.95	\$ 2,591.14
253	\$ 1,337.82	\$ 1,241.04	\$ 2,578.85
164	\$ 1,335.21	\$ 1,238.62	\$ 2,573.83
132	\$ 1,279.37	\$ 1,186.82	\$ 2,466.18
56	\$ 1,237.65	\$ 1,148.12	\$ 2,385.77

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
63	\$ 1,221.82	\$ 1,133.44	\$ 2,355.26
109	\$ 1,202.76	\$ 1,115.75	\$ 2,318.51
327	\$ 1,201.87	\$ 1,114.93	\$ 2,316.79
231	\$ 1,197.45	\$ 1,110.82	\$ 2,308.26
136	\$ 1,173.67	\$ 1,088.77	\$ 2,262.44
58	\$ 1,094.06	\$ 1,014.91	\$ 2,108.97
220	\$ 1,057.94	\$ 981.41	\$ 2,039.35
266	\$ 1,042.07	\$ 966.69	\$ 2,008.76
225	\$ 1,017.72	\$ 944.10	\$ 1,961.81
150	\$ 965.61	\$ 895.76	\$ 1,861.37
181	\$ 936.07	\$ 868.36	\$ 1,804.43
49	\$ 919.88	\$ 853.34	\$ 1,773.22
102	\$ 907.16	\$ 841.54	\$ 1,748.69
129	\$ 889.46	\$ 825.12	\$ 1,714.57
186	\$ 850.73	\$ 789.19	\$ 1,639.92
31	\$ 842.59	\$ 781.64	\$ 1,624.23
19	\$ 832.49	\$ 772.27	\$ 1,604.76
160	\$ 830.25	\$ 770.19	\$ 1,600.44
297	\$ 800.05	\$ 742.18	\$ 1,542.22
249	\$ 756.31	\$ 701.60	\$ 1,457.91
228	\$ 755.88	\$ 701.20	\$ 1,457.07
81	\$ 728.63	\$ 675.92	\$ 1,404.54
125	\$ 708.62	\$ 657.36	\$ 1,365.97
106	\$ 704.91	\$ 653.92	\$ 1,358.83
139	\$ 701.13	\$ 650.41	\$ 1,351.54
290	\$ 699.95	\$ 649.32	\$ 1,349.27
274	\$ 694.80	\$ 644.54	\$ 1,339.34
141	\$ 658.80	\$ 611.15	\$ 1,269.94
320	\$ 652.17	\$ 604.99	\$ 1,257.16
151	\$ 627.23	\$ 581.86	\$ 1,209.09
103	\$ 581.14	\$ 596.34	\$ 1,177.47
71	\$ 610.80	\$ 566.62	\$ 1,177.41
156	\$ 606.66	\$ 562.78	\$ 1,169.43
135	\$ 597.34	\$ 554.13	\$ 1,151.46
237	\$ 584.76	\$ 542.46	\$ 1,127.22
224	\$ 563.43	\$ 522.67	\$ 1,086.09
193	\$ 523.56	\$ 485.69	\$ 1,009.25
330	\$ 506.28	\$ 469.65	\$ 975.93
163	\$ 501.46	\$ 465.18	\$ 966.64
11	\$ 496.51	\$ 460.59	\$ 957.10
95	\$ 495.64	\$ 459.79	\$ 955.43
168	\$ 443.68	\$ 411.58	\$ 855.25
210	\$ 439.42	\$ 407.64	\$ 847.06
251	\$ 435.59	\$ 404.08	\$ 839.67
296	\$ 422.24	\$ 391.70	\$ 813.94

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
273	\$ 418.52	\$ 388.25	\$ 806.76
171	\$ 378.48	\$ 351.10	\$ 729.58
90	\$ 362.92	\$ 336.66	\$ 699.57
64	\$ 358.62	\$ 332.67	\$ 691.29
174	\$ 345.05	\$ 320.09	\$ 665.13
188	\$ 337.89	\$ 313.44	\$ 651.32
232	\$ 334.60	\$ 310.40	\$ 645.00
165	\$ 334.47	\$ 310.28	\$ 644.75
302	\$ 329.09	\$ 305.28	\$ 634.37
60	\$ 319.28	\$ 296.19	\$ 615.47
112	\$ 314.10	\$ 291.38	\$ 605.48
313	\$ 312.15	\$ 289.57	\$ 601.71
263	\$ 305.43	\$ 283.33	\$ 588.75
48	\$ 300.72	\$ 278.97	\$ 579.68
16	\$ 280.09	\$ 259.83	\$ 539.92
72	\$ 266.31	\$ 247.04	\$ 513.35
3	\$ 250.52	\$ 232.40	\$ 482.92
257	\$ 248.88	\$ 230.88	\$ 479.75
207	\$ 244.52	\$ 226.83	\$ 471.34
157	\$ 243.87	\$ 226.23	\$ 470.10
158	\$ 231.33	\$ 214.60	\$ 445.92
170	\$ 225.10	\$ 208.81	\$ 433.90
206	\$ 223.61	\$ 207.43	\$ 431.04
106	\$ 220.29	\$ 204.35	\$ 424.63
310	\$ 210.81	\$ 195.56	\$ 406.37
19	\$ 202.57	\$ 187.92	\$ 390.49
10	\$ 201.11	\$ 186.56	\$ 387.66
130	\$ 199.17	\$ 184.76	\$ 383.93
326	\$ 198.67	\$ 184.30	\$ 382.97
272	\$ 196.16	\$ 181.97	\$ 378.12
226	\$ 194.70	\$ 180.61	\$ 375.31
45	\$ 189.79	\$ 176.06	\$ 365.85
238	\$ 184.11	\$ 170.80	\$ 354.91
208	\$ 180.29	\$ 167.24	\$ 347.53
147	\$ 175.13	\$ 162.46	\$ 337.59
191	\$ 173.47	\$ 160.93	\$ 334.40
182	\$ 173.20	\$ 160.67	\$ 333.87
285	\$ 170.45	\$ 158.12	\$ 328.57
288	\$ 164.15	\$ 152.28	\$ 316.43
68	\$ 164.12	\$ 152.25	\$ 316.37
55	\$ 162.00	\$ 150.28	\$ 312.27
145	\$ 158.58	\$ 147.10	\$ 305.68
276	\$ 156.70	\$ 145.36	\$ 302.05
213	\$ 155.63	\$ 144.37	\$ 300.00
4	\$ 150.15	\$ 139.29	\$ 289.43

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
261	\$ 149.90	\$ 139.05	\$ 288.95
28	\$ 136.17	\$ 126.32	\$ 262.48
294	\$ 132.09	\$ 122.54	\$ 254.62
244	\$ 121.49	\$ 112.70	\$ 234.18
24	\$ 119.79	\$ 111.12	\$ 230.90
86	\$ 116.64	\$ 108.20	\$ 224.84
284	\$ 114.78	\$ 106.48	\$ 221.26
198	\$ 113.65	\$ 105.43	\$ 219.08
219	\$ 110.49	\$ 102.50	\$ 212.98
291	\$ 109.79	\$ 101.85	\$ 211.64
175	\$ 109.02	\$ 101.13	\$ 210.15
18	\$ 95.47	\$ 88.57	\$ 184.04
143	\$ 90.68	\$ 84.12	\$ 174.80
227	\$ 87.75	\$ 81.40	\$ 169.14
187	\$ 87.72	\$ 81.38	\$ 169.10
48	\$ 87.01	\$ 80.72	\$ 167.72
154	\$ 85.06	\$ 78.90	\$ 163.96
54	\$ 84.36	\$ 78.26	\$ 162.61
248	\$ 77.06	\$ 71.48	\$ 148.54
215	\$ 75.25	\$ 69.81	\$ 145.06
298	\$ 75.02	\$ 69.59	\$ 144.60
201	\$ 68.47	\$ 63.52	\$ 131.98
14	\$ 67.73	\$ 62.83	\$ 130.55
300	\$ 65.57	\$ 60.82	\$ 126.38
161	\$ 62.79	\$ 58.24	\$ 121.02
1768	\$ 59.79	\$ 55.46	\$ 115.24
70	\$ 56.84	\$ 52.73	\$ 109.56
146	\$ 55.93	\$ 51.88	\$ 107.81
293	\$ 55.08	\$ 51.10	\$ 106.17
259	\$ 53.97	\$ 50.07	\$ 104.03
83	\$ 51.94	\$ 48.19	\$ 100.13
200	\$ 51.40	\$ 47.68	\$ 99.08
229	\$ 48.20	\$ 44.71	\$ 92.90
205	\$ 45.89	\$ 42.57	\$ 88.46
268	\$ 42.82	\$ 39.73	\$ 82.54
65	\$ 40.36	\$ 37.44	\$ 77.79
307	\$ 40.11	\$ 37.21	\$ 77.32
12	\$ 38.20	\$ 35.44	\$ 73.64
189	\$ 37.69	\$ 34.96	\$ 72.64
97	\$ 37.58	\$ 34.86	\$ 72.43
101	\$ 37.30	\$ 34.60	\$ 71.90
331	\$ 34.76	\$ 32.25	\$ 67.01
287	\$ 31.34	\$ 29.07	\$ 60.41
57	\$ 29.79	\$ 27.64	\$ 57.42
218	\$ 29.03	\$ 26.93	\$ 55.96

Record #	Espar Settlement Payment	Webasto Settlement Payment	Combined Payment
166	\$ 28.48	\$ 26.42	\$ 54.89
162	\$ 20.41	\$ 18.94	\$ 39.34
169	\$ 20.18	\$ 18.72	\$ 38.90
316	\$ 14.14	\$ 13.12	\$ 27.26
260	\$ 13.03	\$ 12.09	\$ 25.11
279	\$ 12.21	\$ 11.32	\$ 23.53
306	\$ 11.34	\$ 10.52	\$ 21.86
204	\$ 8.89	\$ 8.25	\$ 17.14
149	\$ 7.56	\$ 7.01	\$ 14.56
190	\$ 6.91	\$ 6.41	\$ 13.31
254	\$ 6.43	\$ 5.96	\$ 12.39
214	\$ 5.51	\$ 5.11	\$ 10.61
246	\$ 5.51	\$ 5.11	\$ 10.61
40	\$ 4.29	\$ 3.98	\$ 8.27
318	\$ 3.50	\$ 3.25	\$ 6.75
329	\$ 3.07	\$ 2.85	\$ 5.91
312	\$ 2.89	\$ 2.68	\$ 5.57
6	\$ 2.34	\$ 2.17	\$ 4.50
292	\$ 1.52	\$ 1.41	\$ 2.92
94	\$ 1.15	\$ 1.07	\$ 2.22
184	\$ 0.94	\$ 0.87	\$ 1.80
280	\$ 0.82	\$ 0.76	\$ 1.58
243	\$ 0.66	\$ 0.61	\$ 1.27

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

In Re: PARKING HEATERS ANTITRUST
LITIGATION

Case No. 15-MC-940 (DLI) (JO)

THIS DOCUMENT RELATES TO:

HON. JAMES ORENSTEIN

All Direct Purchaser Class Actions

**[PROPOSED] ORDER GRANTING DIRECT PURCHASER
PLAINTIFFS' MOTION FOR DISTRIBUTION OF SETTLEMENT FUNDS**

On September 30, 2019, following an August 15, 2019 Report and Recommendation, the Court granted final approval of the Settlements between Direct Purchaser Plaintiffs (“DPPs”)¹ and Defendants Espar, Inc., Espar Products, Inc., and Eberspaecher Climate Control Systems GmbH & Co. KG (together, “Espar”) and Webasto Products North America, Inc., Webasto Thermo & Comfort North America, Inc., and Webasto Thermo & Comfort SE (collectively, “Webasto,” and with Espar, “Defendants”) and certified the below Settlement Class:

All persons or entities (but excluding federal and state government entities and Defendants, their officers, directors, and employees, as well as Defendants’ parents, predecessors, successors, subsidiaries, affiliates) that purchased Parking Heaters in the United States, its territories or possessions, directly from any Defendant, or from any of their parents, predecessors, successors, subsidiaries, or affiliates, at any time during the period from and including October 1, 2007 up to and including December 31, 2012

NOW, upon consideration of DPPs’ Motion for Distribution of Settlement Funds

¹ Triple Cities Acquisition LLC d/b/a Cook Brothers Truck Parts, National Trucking Financial Reclamation Services, LLC, TrailerCraft Inc., and Myers Equipment Corporation (collectively, “Direct Purchaser Plaintiffs” or “DPPs” or Representative Plaintiffs).

(“Motion”), it is hereby **ORDERED** as follows:

1. The Motion is hereby **GRANTED**.
2. The settlement funds are hereby authorized to be distributed to eligible Class Members in the amounts listed in Exhibit A to the Declaration of Peter T. Sperry Regarding Notice and Claim Process, and Proposed Class Distribution.
3. DPPs are also authorized to pay Epiq Systems, Inc. \$159,903.96 from the Settlement Fund for the work it has performed and will perform as the settlement administrator in this action.

IT IS SO ORDERED

Dated: _____

HON. JAMES ORENSTEIN
UNITED STATES MAGISTRATE JUDGE