



**SUPERIOR COURT OF CALIFORNIA  
COUNTY OF SAN FRANCISCO**

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ORDER

AUTOMOBILE ANTITRUST CASES I

001C03352234

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SUPERIOR COURT OF THE STATE OF CALIFORNIA OCT 12 2011

CITY AND COUNTY OF SAN FRANCISCO CLERK OF THE COURT

UNLIMITED JURISDICTION

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6 COORDINATION PROCEEDING SPECIAL )  
TITLE (RULE 1550(b)) )  
7 AUTOMOBILE ANTITRUST CASES I )  
AND II )  
8 This Document Relates to: )  
9 All Actions )  
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Judicial Council Coordination  
Proceeding Nos. 4298 and 4303

**[PROPOSED] AMENDED ORDER  
GRANTING PRELIMINARY APPROVAL  
OF PROPOSED SETTLEMENT,  
CONDITIONAL CLASS CERTIFICATION  
AND DIRECTING DISSEMINATION OF  
NOTICE TO CALIFORNIA CLASS**

Date: N/A  
Time: N/A  
Dept.: 304  
Honorable Richard A. Kramer  
Coordination Trial Judge

Trial Date: None Set

18 WHEREAS, Plaintiffs' Motion for Preliminary Approval of Proposed Settlement came on for  
19 hearing on September 26, 2011 before the Honorable Richard A. Kramer of the San Francisco  
20 Superior Court;

21 WHEREAS, the Court has presided over the proceedings in the above-captioned action and  
22 has reviewed the pleadings, records and papers on file in this action;

23 WHEREAS, plaintiffs and defendant General Motors of Canada, Limited ("GMCL") have  
24 entered into a Settlement Agreement dated September 6, 2011. The Settlement Agreement, which is  
25 incorporated herein by this reference, sets the terms and conditions for a proposed settlement and  
26 dismissal of this action as to GMCL. The Court also has before it Plaintiffs' Motion for Preliminary  
27 Approval along with the forms of proposed class notice;

1 WHEREAS, the Court has reviewed the Settlement Agreement, which has been filed and is  
2 attached to the Declaration of Craig C. Corbitt in Support of Motion for Preliminary Approval of  
3 Class Action Settlement as Exhibit 1, and has conducted a hearing respecting the reasonableness of  
4 proceeding with this proposed settlement, and good cause appearing,

5 **IT IS HEREBY ORDERED:**

6 1. The terms used in this Order have the meanings assigned to them in the  
7 Settlement Agreement. The proposed settlement described in the Settlement Agreement is hereby  
8 preliminarily approved. The Court finds that the proposed settlement is sufficiently within the range  
9 of reasonableness and that notice of the settlement shall be given to the California Class as provided  
10 below.

11 2. For purposes of holding a hearing on final approval of the proposed  
12 settlement, this action is determined to be properly maintained as a class action pursuant to Section  
13 382 of the California Code of Civil Procedure and California Rule of Court 3.769, with a California  
14 Class consisting of:

15 All persons and entities (excluding government entities,  
16 Defendants, and their parents, subsidiaries, affiliates, officers, and  
17 directors) who purchased or leased a New Motor Vehicle  
(passenger car, light-duty truck, or sport utility vehicle)  
18 manufactured or distributed by a Defendant,\* from an Authorized  
19 Dealer in California, during the period January 1, 2001 through  
April 30, 2003.

20 \*The vehicle makes manufactured or distributed by a Defendant  
21 that are covered by the settlement are: Acura, Audi, BMW, Buick,  
22 Cadillac, Chevrolet, Chrysler, Dodge, Ford, GMC, Honda,  
23 Hummer, Infiniti, Jaguar, Jeep, Land Rover, Lexus, Lincoln,  
Mazda, Mercedes, Mercury, Mini, Nissan, Oldsmobile, Plymouth,  
Pontiac, Saab, Saturn, Toyota, Volkswagen, and Volvo.

24 For purposes of the settlement with GMCL, the class definition above supersedes  
25 the definition of the class certified by this Court by order dated May 18, 2009.

26 3. The Court has considered the pleadings and arguments of Class Counsel in  
27 support of the motion for preliminary approval of class action settlement with GMCL, and finds that

1 the proposed California Class is proper and should be certified for settlement purposes. Specifically,  
2 the Court finds that there is an ascertainable class and a community of interests among the members  
3 of the California Class. Certification of the California Class for settlement purposes is the best  
4 means for protecting the interests of all of the members of the California Class.

5 4. The Court finds solely for the purposes of settlement that: (a) the members of  
6 the California Class are so numerous that joinder would be impractical; (b) there is a commonality of  
7 interests between the plaintiffs and the members of the California Class; (c) there are questions of  
8 law and fact which are common to the California Class and those common questions predominate  
9 over individual questions; (d) the plaintiffs' claims are typical of the claims of absent members of the  
10 California Class; and (e) plaintiffs and Class Counsel will fairly and adequately represent the  
11 interests of the absent members of the California Class.

12 5. Certification of the California Class is proper. Members of the California  
13 Class will have the right to opt out of the California Class to pursue individual litigation, or remain  
14 in the California Class and object to or otherwise comment upon the settlement, should they choose  
15 to do so.

16 6. The Court preliminarily approves plaintiffs' settlement with GMCL and finds  
17 that the settlement is within the range of possible final approval so as to justify sending notice to the  
18 California Class. Furthermore, the proposed settlement appears to be the product of arm's length,  
19 serious, informed and non-collusive negotiations between experienced and knowledgeable counsel  
20 who have actively prosecuted and contested this litigation.

21 7. GMCL shall be entitled to a return of the Settlement Fund in accordance with  
22 this paragraph in the event that the Settlement does not become Final or the Settlement Agreement is  
23 rescinded, terminated, or voided for any reason, whether by reason of disapproval by an Approving  
24 State Court, the Tennessee Court, or otherwise. In such event, and upon the Escrow Agent's receipt  
25 of either (i) written notice from GMCL and Class Escrow Counsel and Tennessee Class Escrow  
26 Counsel or (ii) an order from any Approving State Court or the Tennessee Court so directing, the  
27 Escrow Agent will arrange the return of the Settlement Fund forthwith to GMCL in an amount equal  
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1 to its Settlement Fund payment, together with all interest paid or accrued upon it, minus  
2 disbursements described in paragraph 15 of the Settlement Agreement.

3 8. The Court appoints Gilardi & Co. LLC, 3301 Kerner Boulevard, 3rd Floor,  
4 San Rafael, CA, 94901 as the Settlement Claims Administrator.

5 9. Class Notice shall be given via publication, on or before November 4, 2011,  
6 substantially in the form as Exhibit A attached hereto, once in the following newspapers:

7 *Bakersfield Californian, Eureka Times Standard, Fresno Bee, Los Angeles Times, Modesto Bee,*  
8 *Orange County Register, Riverside Press Enterprise, Sacramento Bee, San Diego Union Tribune,*  
9 *San Francisco Chronicle, San Jose Mercury News, Stockton Record, San Mateo Times, Santa Rosa*  
10 *Press Democrat, Monterey County Herald, Santa Barbara News-Press, Vallejo Times-Herald,*  
11 *Visalia Times-Delta/Tulare Advance-Register, Santa Cruz County Sentinel, San Bernardino Sun,*  
12 *Oakland Tribune, Contra Costa Times, and Ventura County Star.* The shortened version of the  
13 summary notice shall also be published once in the nationwide, weekday edition of *USA Today*,  
14 substantially in the form as that attached as Exhibit B hereto.

15 10. The summary notice shall also be mailed in postcard form to fleet purchasers  
16 in California for which Class Counsel have addresses. Such mailing shall begin no later than  
17 November 4, 2011.

18 11. Class notice shall also be made available online at a website which shall also  
19 include a copy of the Settlement Agreement.

20 12. The Settlement Claims Administrator shall establish and maintain a website,  
21 [www.CanadianAutoSettlement.com](http://www.CanadianAutoSettlement.com), which shall be functional before the date of publication of the  
22 notice. The website shall contain a more detailed Notice, substantially in the form as Exhibit C  
23 attached hereto. The website will also provide any relevant orders and notices and will be the portal  
24 through which California Class Members will file online claims. The website shall refer to a toll-  
25 free number that is maintained by the Settlement Claims Administrator. The Settlement Claims  
26 Administrator's website shall also provide a link to the San Francisco Superior Court's website,  
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1 www.sftc.org, where a complete docket of all the pleadings and opinions in the litigation are  
2 maintained.

3 13. Class Counsel shall file with the Court and serve upon GMCL no later than  
4 ten (10) days prior to the final approval hearing an affidavit or declaration stating the notices have  
5 been published in accordance with the terms of this Order. The cost of notice shall be paid from the  
6 settlement proceeds as provided in the Settlement Agreement. Dissemination of the Notice is  
7 authorized and approved, and satisfies the notice requirements of Section 382 of the California Code  
8 of Civil Procedure, the laws of the State of California, due process and any other applicable rules of  
9 the Court.

10 14. A hearing is appropriate for final approval of the settlement, at which time the  
11 Court will hear all evidence and argument necessary to evaluate the proposed settlement. A final  
12 approval hearing shall be held at 9:30 a.m. on January 5, 2012.

13 15. Any member of the California Class may, upon request, be excluded from the  
14 settlement. Any such person can visit [www.CanadianAutoSettlement.com](http://www.CanadianAutoSettlement.com) and fill out a request to  
15 be excluded, which must then be printed and mailed to the Automobile Antitrust Settlement  
16 Administrator, P.O. Box 8060, San Rafael, CA 94912-8060, postmarked on or before December 19,  
17 2011. Alternatively, a member of the California Class may request exclusion by first class mailed  
18 letter to the same address. A letter request for exclusion must include: (1) a statement that the  
19 California Class Member wants to be excluded from the Automobile Antitrust GMCL Settlement;  
20 (2) the California Class Member's name, address and telephone number; (3) the make and model of  
21 the vehicle purchased or leased; and (4) the month, year and location of the purchase or lease. The  
22 California Class Member must sign the letter request for exclusion personally. Any California Class  
23 Member who chooses to be excluded and who provides the requested information will not be bound  
24 by any judgment entered in connection with this settlement. California Class Members who do not  
25 elect to be excluded in this manner will be bound by the terms of the Settlement Agreement, if the  
26 settlement becomes Final as set forth in paragraph 9 of the Settlement Agreement. Copies of any  
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1 exclusion received by Class Counsel pursuant to this paragraph shall be provided to counsel for  
2 GMCL, as provided in the Settlement Agreement.

3           16. Any member of the California Class who does not elect to be excluded from  
4 the Class may, but need not, enter an appearance in these coordinated actions through that California  
5 Class Member's own attorney. California Class Members who do not enter an appearance through  
6 their own attorneys will be represented by the class representatives and Class Counsel, whose fees  
7 and costs will be paid out of the Settlement Fund, as provided by Court order and under the terms of  
8 the Settlement Agreement.

9           17. At the final approval hearing, the Court will determine whether the proposed  
10 settlement, on the terms and conditions set forth in the Settlement Agreement, is fair, reasonable and  
11 adequate; whether the Plan of Distribution is fair, reasonable and adequate; whether the California  
12 Class should be enjoined and prohibited from asserting, pursuing or prosecuting any Released  
13 Claims against GMCL if the settlement is approved; whether the attorneys' fees and costs sought by  
14 Class Counsel are appropriate; whether the requested California Class representative incentive  
15 awards are proper; whether the settlement should be finally approved by the Court and the claims  
16 against GMCL be dismissed on the merits, with prejudice and without costs, except as provided in  
17 the Settlement Agreement. This hearing may be continued from time to time without further notice  
18 to the California Class.

19           18. Briefs in support of final approval shall be filed on or before December 5,  
20 2011. Any reply briefs in support of final approval shall be filed on or before December 30, 2011.

21           19. Any member of the California Class who has not timely requested exclusion  
22 may appear at the final approval hearing and show cause why the Court should not approve the  
23 settlement, and dismiss the actions, with prejudice, as to GMCL. California Class Members may  
24 also object to Class Counsel's request for an award of attorneys' fees, reimbursement of litigation  
25 costs, and incentive awards to be paid to class representatives. For a member of the California Class  
26 to have any objections considered at the hearing, the California Class Member must file with the  
27 Court and mail to the Automobile Antitrust Settlement Administrator, P.O. Box 8060, San Rafael,  
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1 CA 91912-8060, a statement in writing, postmarked not later than December 19, 2011, which shall  
2 include: (1) the name of this case, and the case number; (2) the California Class Member's complete  
3 name, address and phone number (giving the address of any lawyer who represents the California  
4 Class Member is not sufficient); (3) the make and model of the vehicle the California Class Member  
5 purchased or leased; (4) the month, year and location of the California Class Member's purchase or  
6 lease;; (5) a statement that the California Class Member objects, and each reason for such  
7 objection(s); and (6) the California Class Member's signature. Copies of any objections received by  
8 the Settlement Claims Administrator pursuant to this paragraph shall be provided to GMCL's  
9 counsel within ten (10) business days after the final objection date. The filing of any objection shall  
10 not extend the time within which a California Class Member may file a request for exclusion from  
11 this settlement.

12           20. A hearing on Class Counsel's request for an award of attorneys' fees,  
13 reimbursement of litigation expenses and provision of incentive awards to California Class  
14 representatives will be held in the Courtroom of the undersigned on January 5, 2012, at 9:30 a.m. in  
15 the Superior Court of the State of California, City and County of San Francisco, Department 304,  
16 San Francisco Superior Court, 400 McAllister Street, San Francisco, California 94102-4512. This  
17 hearing may be continued from time to time without further notice.

18           21. Class Counsel shall file with the Court any application(s) for attorneys' fees,  
19 reimbursement of litigation expenses and provision of incentive awards to California Class  
20 representatives on or before December 5, 2011. Any reply briefs in support of such application shall  
21 be filed on or before December 30, 2011.

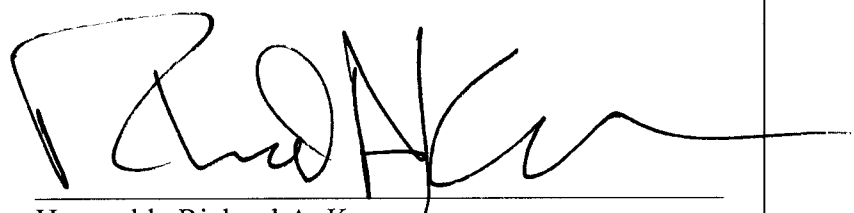
22           22. All members of the California Class who wish to file a claim for payment  
23 from the settlement must submit a claim online at [www.CanadianAutoSettlement.com](http://www.CanadianAutoSettlement.com) no later than  
24 11:59 p.m. Pacific time on February 2, 2012. California Class Members who purchased or leased  
25 vehicles using a fleet account number provided by an automaker must file their claims online. All  
26 other California Class Members may file their claims online or may submit a paper Consumer Claim  
27 Form substantially in the form as that attached hereto as Exhibit D. The Consumer Claim Form must  
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1 be sent by first-class mail, postmarked no later than February 2, 2012, to: Automobile Antitrust  
2 Settlement Administrator, P.O. Box 8060, San Rafael, CA 94912-8060.

3 23. All litigation-related proceedings in this action are hereby stayed as to GMCL  
4 until further order of the Court. This stay shall toll the period provided for trial in Cal. Code of Civ.  
5 P. Section 583.310.

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Dated: 10-12-11



Honorable Richard A. Kramer  
Coordination Trial Judge

# **EXHIBIT A**

# If you bought or leased a new car or truck from an authorized dealer located in California during Jan. 1, 2001 to April 30, 2003, you could get a payment from a class action settlement.

A settlement resolves claims against General Motors of Canada, Ltd. ("GMCL") in related lawsuits currently pending in California, Florida, New Mexico and Wisconsin. This notice is for California class members (defined below). The lawsuits are about an alleged conspiracy among several automakers to keep Canadian new car exports out of the U.S. The settlement will provide \$20.15 million to pay claims of class members in all four states. If you qualify, you may submit a claim form to get a payment, or you can exclude yourself from the settlement, or object to it.

## Who Is a Member of the California Class?

You are a California class member and could get a payment from the settlement if you purchased or leased a *new* passenger car, light truck or SUV of one of the following makes from an authorized dealer located in California during January 1, 2001 through April 30, 2003:

<i>Acura</i>	<i>GMC</i>	<i>Lincoln</i>	<i>Pontiac</i>
<i>Audi</i>	<i>Honda</i>	<i>Mazda</i>	<i>Saab</i>
<i>BMW</i>	<i>Hummer</i>	<i>Mercedes</i>	<i>Saturn</i>
<i>Cadillac</i>	<i>Infiniti</i>	<i>Mercury</i>	<i>Toyota</i>
<i>Chevrolet</i>	<i>Jaguar</i>	<i>Mini</i>	<i>VW</i>
<i>Chrysler</i>	<i>Jeep</i>	<i>Nissan</i>	<i>Volvo</i>
<i>Dodge</i>	<i>Land Rover</i>	<i>Oldsmobile</i>	
<i>Ford</i>	<i>Lexus</i>	<i>Plymouth</i>	

## What Are the Lawsuits About?

The lawsuits claim that several automakers conspired with each other to prevent cheaper, but virtually identical, new cars from being exported from Canada to the U.S. The lawsuits allege that this violated state antitrust and consumer protection laws and caused new vehicle prices in California, Florida, New Mexico and Wisconsin to be higher than they should have been. GMCL asserts that it has acted lawfully and independently and that there is no legal or factual basis for these lawsuits. This is just a summary—for more information and to view a detailed Notice, visit [www.CanadianAutoSettlement.com](http://www.CanadianAutoSettlement.com).

## What Does the Settlement Provide?

GMCL has agreed to create a fund of \$20.15 million to be divided among class members from all four states who submit valid claims. A Settlement Agreement, available at the website below, describes all of the details about the proposed settlement. Your share of the fund will depend on how many valid claims are submitted, what vehicle you bought, and when you bought it. The detailed Notice at paragraph 9 and Appendix A describe in detail how your payment will be calculated. Go to [www.CanadianAutoSettlement.com](http://www.CanadianAutoSettlement.com).

## How Do You Ask for a Payment?

To get a payment, you must submit a claim, which you should do online. The website contains all the information you need to submit a claim. **You must submit your claim by February 2, 2012.** If you do not have Internet access, please call 1-800-XXX-XXXX for more info and to learn how to submit a claim by mail.

## What Are Your Other Options?

If you don't want to be legally bound by the settlement, you must exclude yourself by **December 19, 2011**, or you won't be able to sue, or continue to sue, GMCL about the legal claims in this case. If you exclude yourself, you can't get any money from this settlement. If you stay in the settlement, you may object to it by **December 19, 2011**. The detailed Notice explains how to exclude yourself or object.

The California Court will hold a hearing on **January 5, 2012 at 9:30 a.m.** to decide whether to approve the settlement of the case pending in California. The hearing will be held before Judge Richard A. Kramer at San Francisco Superior Court, 400 McAllister Street, San Francisco, CA 94102, Dept. 304, 3rd fl. The Court will also consider whether to approve payment of attorneys' fees of up to 33.3% of the settlement fund and reimbursement of litigation costs of up to \$5.2 million, as requested by the attorneys for the Class, for litigating the case for 8 years and negotiating the settlement. You may

object to the request for attorneys' fees and costs, in writing, by **December 19, 2011**.

If you bought a new car in Florida, New Mexico or Wisconsin during Jan. 1, 2001 through April 30, 2003, you may be eligible to file a claim for payment from the settlement in connection with that purchase or lease. Please visit [www.CanadianAutoSettlement.com](http://www.CanadianAutoSettlement.com) or call toll free at 1-800-XXX-XXX for more info.

# **EXHIBIT B**

**Did you buy or lease a new car or truck in California, Florida, New Mexico or Wisconsin from January 1, 2001 through April 30, 2003 that was manufactured by any of the following automakers?**

<i>Acura</i>	<i>Chevrolet</i>	<i>Honda</i>	<i>Land Rover</i>	<i>Mercury</i>	<i>Pontiac</i>
<i>Audi</i>	<i>Chrysler</i>	<i>Hummer</i>	<i>Lexus</i>	<i>Mini</i>	<i>Saab</i>
<i>BMW</i>	<i>Dodge</i>	<i>Infiniti</i>	<i>Lincoln</i>	<i>Nissan</i>	<i>Saturn</i>
<i>Buick</i>	<i>Ford</i>	<i>Jaguar</i>	<i>Mazda</i>	<i>Oldsmobile</i>	<i>Toyota</i>
<i>Cadillac</i>	<i>GMC</i>	<i>Jeep</i>	<i>Mercedes</i>	<i>Plymouth</i>	<i>Volkswagen</i>
					<i>Volvo</i>

**If so, a class action settlement by General Motors of Canada, Ltd. may affect your legal rights and you may receive a payment.**

**PLEASE VISIT [WWW.CanadianAutoSettlement.COM](http://WWW.CanadianAutoSettlement.COM) OR CALL 1-888-XXX-XXXX  
TO SEE IF THE SETTLEMENT AFFECTS YOU  
AND TO LEARN HOW TO MAKE A CLAIM FOR A PAYMENT  
*The deadline to file a claim is February 2, 2012***

# **EXHIBIT C**

THIS NOTICE HAS BEEN APPROVED BY THE CALIFORNIA COURT  
FOR CALIFORNIA CLASS MEMBERS

**Did you buy or lease a new car or truck of one of the following vehicle makes from an authorized dealer in California, Florida, New Mexico or Wisconsin from January 1, 2001 through April 30, 2003?**

<i>Acura</i>	<i>Chevrolet</i>	<i>Honda</i>	<i>Land Rover</i>	<i>Mercury</i>	<i>Pontiac</i>
<i>Audi</i>	<i>Chrysler</i>	<i>Hummer</i>	<i>Lexus</i>	<i>Mini</i>	<i>Saab</i>
<i>BMW</i>	<i>Dodge</i>	<i>Infiniti</i>	<i>Lincoln</i>	<i>Nissan</i>	<i>Saturn</i>
<i>Buick</i>	<i>Ford</i>	<i>Jaguar</i>	<i>Mazda</i>	<i>Oldsmobile</i>	<i>Toyota</i>
<i>Cadillac</i>	<i>GMC</i>	<i>Jeep</i>	<i>Mercedes</i>	<i>Plymouth</i>	<i>Volkswagen</i>
					<i>Volvo</i>

**If so, a class action settlement may affect your legal rights and you may receive a payment.**

*A court has authorized this Notice. This is not a solicitation from a lawyer.*

- This Notice describes a proposed partial settlement of several class action lawsuits that allege certain automakers and trade associations conspired in violation of state antitrust and consumer protection laws to prevent virtually identical, but cheaper, new cars from being exported to the United States from Canada, making new vehicle prices higher for U.S. car buyers and lessees.
- One of the defendants, General Motors of Canada, Limited (“GMCL”), has agreed to settle the claims against it. GMCL has agreed to pay \$20.15 million for the benefit of a Class of people or businesses who bought or leased a new vehicle from January 1, 2001 through April 30, 2003. GMCL asserts that it has acted lawfully and independently and that there is no legal or factual basis for these lawsuits.
- This settlement covers the claims of individuals and businesses who purchased or leased new passenger cars, light-duty trucks and sports utility vehicles from authorized dealers in California, Florida, New Mexico and Wisconsin (the “Eligible States”). If you bought or leased a new car in one of the Eligible States between January 1, 2001 and April 30, 2003, you may be able to receive a payment from this settlement.
- Courts in each of the Eligible States will hold hearings on whether to approve the proposed settlement, as well as Class Counsel’s request for attorneys’ fees and unreimbursed costs. The dates, times and locations of these hearings are set forth in Paragraph 17. Class Counsel have litigated these cases for eight years without payment, incurring in excess of \$45 million in attorneys’ fees and approximately \$11.5 million in out-of-pocket costs. Notwithstanding this large investment, Class Counsel will seek attorneys’ fees in an amount not to exceed 33.3% of the \$20.15 million settlement proceeds, plus reimbursement of up to \$5.2 million in out-of-pocket costs.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THESE SETTLEMENTS:</b>	
<b>Submit a Claim (by Feb. 2, 2012)</b>	This is the only way to get a payment. You can only submit a claim if you do not exclude yourself. You may submit a claim online, but only if you bought from a dealer in one of the Eligible States and made an eligible purchase (see details below).
<b>Object (by Dec. 19, 2011)</b>	If you wish to object, you must write to the appropriate Court about why you don't like the proposed settlements.
<b>Exclude Yourself (by Dec. 19, 2011)</b>	If you exclude yourself, you will get no payment. Excluding yourself is the only option that allows you to bring your own lawsuit against GMCL about the same legal claims involved in these lawsuits.
<b>Go to a Hearing</b>	You may ask to speak in court about the proposed settlements.
<b>Do Nothing</b>	If you do nothing, you will get no payment. You will give up your rights against GMCL to sue it about the same legal claims involved in these lawsuits.

These rights and options – **and the deadlines to exercise them** – are explained in this Notice. The Courts overseeing the cases in the four Eligible States, after hearing any objections which may be filed, still have to decide whether to give final approval to the settlement.

**WHAT THIS NOTICE CONTAINS**

**WHAT IS THIS NOTICE ABOUT?**

Page x

1. Why has this Notice been issued?
2. What are the lawsuits about and where are they located?
3. Who are or were the Defendants in these cases?
4. Why is this lawsuit a class action lawsuit?
5. Why did the parties agree to these settlement?

**WHO IS INCLUDED IN THE SETTLEMENT?**

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6. How do I know if I am part of this settlement?
7. What if I still do not know whether I am included in the proposed settlement class?

**WHAT THE SETTLEMENT MEANS TO YOU**

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8. What does the GMCL settlement provide?
9. How much money will I receive?

**HOW TO GET A PAYMENT – SUBMITTING A CLAIM**

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10. How can I get a payment?
11. When can I expect to get my payment?

**EXCLUDING YOURSELF FROM THE SETTLEMENT**

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12. How do I get out of the settlement?

**THE LAWYERS REPRESENTING YOU**

Page x

13. Do I have a lawyer in this case?
14. How will the lawyers be paid?

**OBJECTING TO THE SETTLEMENT OR REQUEST FOR ATTORNEYS' FEES/COSTS**

Page x

15. If I do not like the settlement, or the request for award of attorneys' fees and costs, how do I tell the Court?
16. What is the difference between objecting and excluding?

**THE COURT'S FAIRNESS HEARING**

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17. When and where will the Court decide whether to approve the settlement?
18. Do I have to come to the hearing in my State?
19. May I speak at the hearing in my State?

**IF YOU TAKE NO ACTION**

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20. What happens if I do nothing at all? What is the Release of Claims?

**GETTING MORE INFORMATION**

Page x

21. How can I get more information on the settlement?

## WHAT IS THIS NOTICE ABOUT?

### **1. Why has this Notice been issued?**

You have a right to know about a proposed partial settlement of several class action lawsuits, and about all of your options, before the Courts decide whether to approve this settlement with GMCL.

This Notice is being made available to everyone who bought or leased a new motor vehicle manufactured by one of the defendant automakers during the period January 1, 2001 through April 30, 2003, in one of the Eligible States. A more detailed description of the persons benefited by the settlement is contained in the section below entitled "Who is included in the settlement?".

This Notice explains the lawsuits, the settlement with GMCL, your legal rights, what benefits were obtained for the car and truck buyers and lessees in the Class, who is eligible to receive money from the settlement, and how to receive a payment.

### **2. What are the lawsuits about and where are they located?**

The four lawsuits that are the subject of the proposed settlement each allege that several large automakers conspired with each other to prevent virtually identical, but cheaper, new cars from being exported to the United States from Canada. The lawsuits further allege that by conspiring to prevent this cheaper supply of cars from entering the U.S. market, the automakers kept prices of new cars in the United States higher than they should have been. The lawsuits seek compensation from the automakers under state antitrust statutes, consumer protection laws and common law.

The four Eligible States where the lawsuits are pending are: California, Florida, New Mexico and Wisconsin.

The California case is pending in the California Superior Court for the County of San Francisco and is called *Automobile Antitrust Cases I and II*, case numbers JCCP 4298 and 4303. Defendants in the California case include GMCL, Ford Motor Co. and Ford Motor Company of Canada, Ltd. ("Ford Canada").\*

The Florida case is pending in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida and is called *Humberto Beckford et al. v. General Motors Corp. et al.*, No. 03-6443 CA 10. Defendants in the Florida case include Ford Motor Co., Ford Canada, GMCL, Chrysler Canada Inc., Daimler AG, Mercedes-Benz USA, LLC, and Mercedes-Benz Canada Inc.\*

The New Mexico case is pending in the First Judicial District Court, County of Santa Fe, New Mexico and is called *Emanuele Corso v. General Motors Corp. et al.*, No. D-0101-CV-2003-00668.

Defendants in the New Mexico case include Ford Motor Co., Ford Canada, GMCL, Chrysler Canada Inc. and Mercedes-Benz Canada Inc. \*

The Wisconsin case is pending in the Circuit Court for Milwaukee, Wisconsin, and is called *Rasmussen et al. v. General Motors Corp. et al.*, No. 03-CV-001828. Defendants in the Wisconsin case include GMCL, Ford Motor Co., Ford Canada and Chrysler Canada Inc.\*

If the settlement with GMCL is approved, GMCL will be dismissed, and the cases will continue against the remaining defendants.

There is a related case in federal court called *In re New Motor Vehicles Canadian Export Antitrust Litigation*, MDL Docket No. 1532, in the United States District Court for the District of Maine (the "MDL Action"). GMCL was a defendant in the MDL Action. But after six years of litigation, GMCL and other defendants (GM, Ford, Chrysler, Honda and Nissan) were successful in winning summary judgment and were dismissed from the case. Two defendants, Toyota Motor Sales, U.S.A., Inc., and the Canadian Automobile Dealers' Association ("CADA"), entered settlement agreements and agreed to pay a combined \$35.7 million to settle the claims against them. If you bought a car in California, New Mexico or Wisconsin, you may have been eligible to file a claim for payment from those settlements, but that claims filing deadline has passed.

There is also a related case in Tennessee state court called *Destine Johnson et al. v. General Motors Corp et al.*, CA No. 35028, pending in the Chancery Court for Washington County at Johnson City, Tennessee. GMCL has entered into a separate settlement agreement with the plaintiffs in the Tennessee case, agreeing to resolve the claims in that case for \$1.2 million.

The settlement will not become final, and you will not receive a payment, until the \$20.15 million settlement is approved by the California, Florida, New Mexico and Wisconsin courts, **and** the separate \$1.2 million Tennessee settlement is approved by the Tennessee court.

*\*Note:* Certain Toyota entities, CADA, General Motors Corp. and certain U.S. Chrysler entities may also be listed as defendants in the four state cases. The cases are stayed, or inactive, as to Toyota and CADA pending approval of the settlements reached in the federal case (discussed above). General Motors Corp. and certain U.S. Chrysler entities entered bankruptcy, which effectively ends the cases as to them. Since the last notice sent to class members in California, Nissan North America, Inc., American Honda Motor Co., Inc. and Honda Canada Inc. were granted summary judgment in the California case and were dismissed from the Florida, New Mexico and Wisconsin cases.

### **3. Who are or were the Defendants in these cases?**

As defined in the Settlement Agreement and for purposes of determining whether you are a Class Member, "Defendants" includes: General Motors of Canada, Limited, General Motors Corporation, now known as Motors Liquidation Company, Saturn Corporation, Ford Motor Company, Ford Motor Company of Canada, Ltd., American Honda Motor Company, Inc., Honda