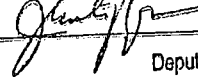




FILED
San Francisco County Superior Court

FEB 02 2024

CLERK OF THE COURT

BY:  Deputy Clerk

SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN FRANCISCO
DEPARTMENT 206

COORDINATION PROCEEDING SPECIAL
TITLE [RULE 3.550]
AUTOMOBILE ANTITRUST CASES I AND II

THIS DOCUMENT RELATES TO ALL
ACTIONS

JUDICIAL COUNCIL COORDINATION
PROCEEDING NOS. 4298 AND 4303
CJC-03-004298 and CJC-03-004303
ORDER GRANTING PLAINTIFFS'
MOTION FOR AUTHORIZATION TO
DISTRIBUTE NET SETTLEMENT FUND

Plaintiffs' Motion for Authorization to Distribute Net Settlement Fund was set for hearing on February 1, 2024. The Court circulated a written tentative ruling to counsel in advance of the hearing. Prior to the hearing, counsel submitted on the tentative ruling. Accordingly, the Court hereby adopts its tentative ruling. Plaintiffs' Motion for Authorization to Distribute Net Settlement Fund is granted.

IT IS HEREBY ORDERED THAT:

1. Claims filed after the claims period ended December 31, 2022, but on or before June 14, 2023, and that are otherwise eligible for payment under the terms of the Settlement ("Late But Otherwise Eligible Claims"), as set forth in the Declaration of Brian S. Devery filed January 8, 2024 ("Devery Declaration"), are hereby accepted as eligible for payment from the Settlement Fund (net of Court-approved fees, expenses, and any other Court-approved deductions) ("Net Settlement Fund").

2. The Court approves the administrative determinations of the Court-approved claims administrator, A.B. Data, Ltd. ("A.B. Data") concerning rejection of deficient and ineligible claims, as set

1 forth in the Devery Declaration. In particular, the Court approves A.B. Data's determination to approve
2 claims representing 394,036 vehicles as valid and eligible for payment from the Net Settlement Fund, and
3 the Court approves A.B. Data's determination to deny claims representing 157,365 vehicles, as set forth
4 in the Devery Declaration.

5 3. The Court directs A.B. Data to distribute the Net Settlement Fund according to the
6 Settlement Agreement approved by this Court and as further detailed in Appendix A to the Court-
7 approved Long-Form Notice (the "Initial Distribution"). The distribution shall be made to those
8 claimants that A.B. Data has determined have valid claims ("Authorized Claimants"), as set forth in the
9 Devery Declaration. Authorized Claimants shall have 90 days from issuance of the payment to redeem
10 the digital payment or cash the paper check, as applicable, after which time unredeemed or uncashed
11 payments will be returned to Net Settlement Fund. Any Authorized Claimant who requests that the
12 payment be reissued shall have until the initial void date (*i.e.*, 90 days from the Initial Distribution) or 30
13 days from the date of reissue, whichever is longer, to redeem or cash the reissued payment. To facilitate
14 distribution, the Court authorizes Class Counsel to direct that the funds remaining in the Ford Canada
15 Settlement Fund (currently held in an escrow account with Western Alliance Bank) be transferred to a
16 single account maintained at Huntington Bank and under the control of Class Counsel and A.B. Data,
17 from which distribution payments will be made.

18 4. To the extent that any proceeds remain in the Settlement Fund after the Initial Distribution
19 (the "Residual"), such as due to Authorized Claimants not redeeming their digital payments or cashing
20 their paper checks, as applicable, which they received during the Initial Distribution, A.B. Data is
21 authorized one or more supplemental distributions of the Residual ("Supplemental Distributions"), subject
22 to Court approval. Prior to seeking Court approval for Supplemental Distributions, A.B. Data must: (1)
23 make reasonable efforts to contact such Authorized Claimants and facilitate having them redeem their
24 digital payments or cash their paper checks, as applicable; and (2) consult with Class Counsel to
25 determine that it will be cost-effective to make a Supplemental Distribution. If after making such
26 reasonable efforts a Residual remains and a Supplemental Distribution would be cost-effective, Class
27 Counsel shall seek Court approval of one or more Supplemental Distributions of the Residual to
28

1 Authorized Claimants who redeemed their digital payments or cashed their checks in the Initial
2 Distribution as well as A.B. Data's administration expenses to conduct the Supplemental Distribution(s).
3 Further, any Supplemental Distributions shall be net of A.B. Data's administration expenses incurred to
4 make the Supplemental Distribution(s).

5 5. The Court authorizes payment from the Settlement Fund of \$597,746.79 to A.B. Data for
6 fees and expenses incurred from September 2022 through December 2023, but not yet paid.

7 6. The Court authorizes Class Counsel and A.B. Data to reserve \$156,685 for payment to
8 A.B. Data of claims administration expenses A.B. Data estimates will be necessary to carry out the Initial
9 Distribution of the Net Settlement Fund to Authorized Claimants and for tax accounting, including
10 preparation of necessary tax returns.

11 7. The Court authorizes Class Counsel and A.B. Data to reserve \$304,000 for payment of
12 anticipated tax liabilities for the Settlement Fund.

13 8. The Court finds that the administration of the Ford Canada Settlement and the proposed
14 distribution of the Net Settlement Fund comply with the terms of the Settlement and Court-approved
15 Notice. The Court further finds that all persons and entities involved in the review, verification,
16 calculation, tabulation, or any other aspect of the processing of the claims submitted in connection with
17 the Settlement of this Action, or who are otherwise involved in the administration or taxation of the
18 Settlement Fund or the Net Settlement Fund, are released and discharged from any and all claims arising
19 out of such involvement. The Court further finds that, pursuant to the release terms of the Settlement, all
20 Settlement Class Members, whether or not they are to receive payment from the Net Settlement Fund, are
21 barred from making any further claims against the Net Settlement Fund or the parties released pursuant to
22 the Settlement beyond the amount allocated to them pursuant to this Order.

23 9. A.B. Data is hereby authorized to destroy the paper copies of the claim forms and all
24 supporting documentation one year after all Settlement funds have been distributed. A.B. Data is further
25 authorized to destroy all electronic claim forms and supporting documentation one year after all
26 Settlement funds have been distributed.

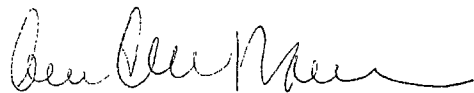
27 10. This Court retains continuing jurisdiction over the administration and distribution of the
28

1 Ford Canada Settlement Fund.

2 11. A Status Conference is set for July 25, 2024 at 9:30 a.m. A status report, accompanied by
3 an admissible evidentiary declaration, shall be filed no later than three court days prior to the Status
4 Conference. The status report must include: (1) the total Net Settlement Fund that was available for the
5 Initial Distribution, including accrued interest; (2) the number of digital payments issued; (3) the number
6 of checks issued; (4) the number of Class Members who failed to select a digital payment option and did
7 not elect to receive a paper check; (5) the number of Class Members who did not redeem their digital
8 payment; (6) the number of uncashed checks; and (7) the total amount of Residual. Should it be cost-
9 effective to conduct a Supplemental Distribution, then the status report must include an estimate from
10 A.B. Data for administration expenses associated with the proposed Supplemental Distribution.

11 IT IS SO ORDERED.

12
13 Dated: February 2, 2024



14
15 Anne-Christine Massullo
16 Judge of the Superior Court

AUTOMOBILE ANTITRUST CASES I AND II

Case No: JCCP NOS. 4298 AND 4303

CERTIFICATE OF ELECTRONIC SERVICE
(CCP §1010.6 & CRC §2.251)

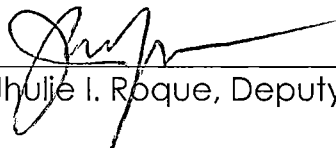
I, Jhulie I. Roque, a Deputy Clerk of the Superior Court of the County of San Francisco, certify that I am over the age of 18 years, employed in the City and County of San Francisco, California and am not a party to the within action.

On February 2, 2024, I electronically served the attached **ORDER GRANTING PLAINTIFF'S MOTION FOR AUTHORIZATION TO DISTRIBUTE NET SETTLEMENT FUND** via File & ServeXpress on the recipients designated on the Transaction Receipt located on the File & ServeXpress website.

Dated: February 2, 2024

Brandon Riley, Clerk

By: _____


Jhulie I. Roque, Deputy Clerk