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8 UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
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10 IN RE TOYOTA MOTOR  
CORPORATION SECURITIES  
11 LITIGATION

Master File No. CV 10-922 DSF (AJWx)

**SECOND AMENDED ORDER  
APPROVING DISTRIBUTION PLAN**

12 Courtroom: 840  
13 Judge: Dale S. Fischer  
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1       Lead Plaintiff, on notice to Defendants' Counsel, moved this Court for an order  
2 approving a distribution plan for the Net Settlement Fund in the above-captioned class  
3 action (the "Action"), and the Court having considered all the materials and arguments  
4 submitted in support of the motion, including the Declaration of Stephanie Thurin in  
5 Support of Lead Plaintiff's Motion for Approval of Distribution Plan (the "Thurin  
6 Declaration"), Supplemental Declaration of Stephanie Thurin (the "Suppl. Thurin  
7 Declaration; together with the Thurin Declaration, the "Thurin Declarations"), and Lead  
8 Plaintiff's Notice of Motion and Motion for Approval of Distribution Plan and  
9 Memorandum of Points and Authorities in Support Thereof;

10       NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

11       1.     This Order incorporates by reference the definitions in the Amended  
12 Stipulation of Settlement dated December 19, 2012 (ECF No. 306-1) (the "Stipulation")  
13 and the Thurin Declarations and all terms used herein shall have the same meanings as  
14 set forth in the Stipulation or in the Thurin Declarations.

15       2.     This Court has jurisdiction over the subject matter of the Action and over  
16 all parties to the Action, including all Class Members.

17       3.     Lead Plaintiff's plan for distribution of the Net Settlement Fund to  
18 Authorized Claimants is APPROVED. Accordingly,

19             (a)   The administrative recommendations of the Court-approved Claims  
20 Administrator, Epiq Class Action & Claim Solutions, Inc. ("Epiq"), to accept the  
21 Timely Eligible Claims set forth in Exhibit C-1 to the Suppl. Thurin Declaration  
22 and the Late but Otherwise Eligible Claims set forth in Exhibit C-2 to the Thurin  
23 Declaration, are adopted;

1 (b) The Claims Administrator's administrative recommendations to  
2 reject wholly ineligible Claims, as set forth in Exhibit C-3 to the Thurin  
3 Declaration, including Disputed Claim Nos. 1-7 and 9-16 discussed in paragraph  
4 27 and Exhibit B of the Thurin Declaration, are adopted. In light of the fact that  
5 Disputing Claimant No. 8 is now recommended for payment as an eligible claim,  
6 Claim No. 6235 is deemed to be removed from Exhibit C-3 to the Thurin  
7 Declaration, and it is instead included in Exhibit C-1 to the Suppl. Thurin  
8 Declaration with a Recognized Claim of \$7,230.00;

9 (c) Epiq is directed to distribute 100% of the available balance of the  
10 Net Settlement Fund, after deducting the payments previously allowed and  
11 approved herein, and after deducting payment of any estimated taxes, the costs of  
12 preparing appropriate tax returns, and any escrow fees, to the Authorized  
13 Claimants whose *pro rata* share of the Net Settlement Fund, as set forth in the  
14 Court-approved Plan of Allocation, is at least \$10.00, as further detailed in  
15 paragraphs 38 and 40(a) of the Thurin Declaration (the "Initial Distribution");

16 (d) In order to encourage Authorized Claimants to promptly cash their  
17 payments, all Initial Distribution checks shall bear the following notation:  
18 "DEPOSIT PROMPTLY, VOID AND SUBJECT TO RE-DISTRIBUTION IF  
19 NOT NEGOTIATED WITHIN 90 DAYS OF DISTRIBUTION." Lead Counsel  
20 and Epiq are authorized to take appropriate action to locate and/or contact any  
21 Authorized Claimant who has not cashed his, her, or its check within said time as  
22 detailed in footnote 5 of the Thurin Declaration;

1 (e) Authorized Claimants who do not negotiate their Initial Distribution  
2 checks within the time allotted or on the conditions set forth in footnote 5 of the  
3 Thurin Declaration shall irrevocably forfeit all recovery from the Settlement, and  
4 the funds allocated to all such stale-dated checks shall be available to be  
5 distributed to other Authorized Claimants in the Second Distribution. Similarly,  
6 Authorized Claimants who do not negotiate subsequent distributions within the  
7 time allotted or on the conditions set forth in footnote 5 of the Thurin Declaration  
8 will irrevocably forfeit any further recovery from the Net Settlement Fund;

9 (f) After Epiq has made reasonable and diligent efforts to have  
10 Authorized Claimants cash their Initial Distribution checks (as set forth in  
11 footnote 5 of the Thurin Declaration), if there is any balance remaining in the Net  
12 Settlement Fund six (6) months after the Initial Distribution, then, if cost  
13 effective, Epiq shall conduct a second distribution of the Net Settlement Fund  
14 (the "Second Distribution"), pursuant to which any amounts remaining in the Net  
15 Settlement Fund after the Initial Distribution, after deducting Epiq's fees and  
16 expenses incurred in connection with administering the Settlement for which it  
17 has not yet been paid (including the estimated costs of such Second Distribution),  
18 and after the payment of any estimated taxes, the costs of preparing appropriate  
19 tax returns, and any escrow fees, shall be redistributed to all Authorized  
20 Claimants from the Initial Distribution who (1) cashed their distribution payment  
21 and (2) are entitled to at least \$10.00 from the redistribution based on their *pro*  
22 *rata* share of the remaining funds;

1           (g) In order to allow a final distribution of any funds remaining in the  
2 Net Settlement Fund after completion of the Second Distribution, whether by  
3 reason of returned funds, tax refunds, interest, uncashed checks, or otherwise:

4           (1) If cost effective, not less than six (6) months after the Second  
5 Distribution is conducted, Epiq shall conduct a further distribution  
6 of the Net Settlement Fund, pursuant to which all funds remaining in  
7 the Net Settlement Fund, after deducting Epiq's unpaid fees and  
8 expenses incurred or to be incurred in connection with administering  
9 the Net Settlement Fund (including the estimated costs of such  
10 distribution), and after the payment of any estimated taxes, the costs  
11 of preparing appropriate tax returns, and any escrow fees, shall be  
12 distributed to Authorized Claimants who cashed their most recent  
13 distribution checks and who would receive at least \$10.00 in such  
14 further distribution. Additional redistributions, after deduction of  
15 costs and expenses as described above and subject to the same  
16 conditions, may occur thereafter in six-month intervals until Lead  
17 Counsel, in consultation with Epiq, determines that further  
18 redistribution is not cost effective.

19           (2) At such time as Lead Counsel, in consultation with Epiq,  
20 determines that further redistribution of the funds remaining in the  
21 Net Settlement Fund is not cost effective, any otherwise valid  
22 Claims received after May 30, 2014, or adjusted after May 30, 2014,  
23 will be paid in accordance with subparagraph (h) below. If any  
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1 funds shall remain in the Net Settlement Fund after payment of such  
2 late or late adjusted Claims, the remaining balance of the Net  
3 Settlement Fund, after payment of any unpaid fees or expenses  
4 incurred in connection with administering the Net Settlement Fund  
5 and after the payment of any estimated taxes, the costs of preparing  
6 appropriate tax returns, and any escrow fees, shall be donated to an  
7 appropriate non-profit organization proposed by Lead Plaintiff  
8 subject to approval by the Court.

9 (h) No further Claims may be accepted after May 30, 2014, and no  
10 further adjustments to Claims may be made for any reason after May 30, 2014,  
11 subject to the following exceptions: (1) If Claims are received or modified after  
12 those dates that would have been eligible for payment or additional payment  
13 under the Court-approved Plan of Allocation if timely received, then, at the time  
14 that Lead Counsel, in consultation with Epiq, determines that a redistribution is  
15 not cost effective as provided in subparagraph (g)(2) above, such Claimants, at  
16 the discretion of Lead Counsel, may be paid the distribution amounts or  
17 additional distribution amounts on a *pro rata* basis, to the extent that funds are  
18 available, that would bring them into parity with other Authorized Claimants who  
19 have cashed all their prior distribution checks; and (2) the adjustments to claims  
20 as set forth in the Suppl. Thurin Declaration are accepted;

21 (i) All persons involved in the review, verification, calculation,  
22 tabulation, or any other aspect of the processing of the Proofs of Claim submitted  
23 herein, or otherwise involved in the administration or taxation of the Settlement  
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1 Fund or the Net Settlement Fund, are hereby released and discharged from any  
2 and all claims arising out of such involvement, and all Class Members, whether  
3 or not they receive payment from the Net Settlement Fund, are hereby barred  
4 from making any further claims against the Net Settlement Fund, Lead Plaintiff,  
5 Lead Counsel, the Claims Administrator, the Escrow Agent or any other agent  
6 retained by Lead Plaintiff or Lead Counsel in connection with the administration  
7 or taxation of the Settlement Fund or the Net Settlement Fund beyond the amount  
8 allocated to Authorized Claimants;

9 (j) All of Epiq's fees and expenses incurred in connection with the  
10 administration of the Settlement and estimated to be incurred in connection with  
11 the Initial Distribution as set forth in Exhibit D to the Thurin Declaration are  
12 approved, and Lead Counsel is authorized to direct payment of \$1,884,470.19 out  
13 of the Settlement Fund to Epiq for these fees and expenses;

14 (k) The Tax Expenses in the amount of \$8,000, and the escrow fees and  
15 costs in the amount of \$1,200, as stated in the Notice of Filing of Supplemental  
16 Submission in Support of Motion for Approval of Distribution Plan, are approved  
17 for payment; and

18 (l) Unless otherwise ordered by the Court, one year after the Second  
19 Distribution, Epiq shall destroy the paper copies of the Proofs of Claim and all  
20 supporting documentation, and one year after all funds have been distributed,  
21 Epiq shall destroy electronic copies of the same.

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1           4.     This Court retains jurisdiction to consider any further applications  
2 concerning the administration of the Settlement, and such other and further relief as this  
3 Court deems appropriate.

4           IT IS SO ORDERED.

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6 DATED: 8/4/14

A handwritten signature in blue ink, reading "Dale S. Fischer".

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8 HONORABLE DALE S. FISCHER  
9 UNITED STATES DISTRICT JUDGE

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