

JAN 16 2009

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND

AT GREENBELT  
CLERK U.S. DISTRICT COURT  
DISTRICT OF MARYLAND  
DEPUTY

BY

IN RE MICHELIN NORTH AMERICA, INC. : Case No. 8:08-md-01911-RWT  
PAX SYSTEM MARKETING AND SALES :  
PRACTICES LITIGATION : DOCUMENT  
: ELECTRONICALLY FILED  
:  
\_\_\_\_\_ :

**ORDER GRANTING PRELIMINARY  
APPROVAL OF CLASS ACTION SETTLEMENT**

WHEREAS, pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Parties seek entry of an order preliminarily approving the settlement of this Action pursuant to the Settlement Agreement and Release fully executed on January 7, 2009 (the "Settlement" or "Agreement"), which, together with its attached exhibits, sets forth the terms and conditions for a proposed settlement of the Action and dismissal of the Action with prejudice; and

WHEREAS, the Court having read and considered the Agreement and its exhibits;

NOW, THEREFORE, IT IS ORDERED THAT:

1. This Order incorporates by reference the definitions in the Agreement, and all terms used in this Order shall have the same meanings as set forth in the Agreement.
2. For purposes of this Action, the Court has subject matter and personal jurisdiction over the Parties, including all Settlement Class Members.
3. The Court preliminarily approves the Settlement as being within the realm of reasonableness to the Settlement Class, subject to further consideration at the Settlement Hearing described below.

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4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court certifies, solely for purposes of effectuating the Settlement, the Settlement Class as follows:

All persons or entities who currently own or lease, or previously owned or leased, a Honda Odyssey Touring edition model or Acura RL model equipped with the "Technology Package," which included Michelin's PAX® Tire and Wheel Assembly System in the United States.

Excluded from the class are Defendants, Defendants' employees, officers and directors, and the Judge to whom this Action is or has been assigned.

5. Regarding the Settlement Class, the Court preliminarily finds, solely for purposes of the Settlement, that: (a) the Settlement Class is so numerous that joinder of all Settlement Class Members in the Action is impracticable; (b) there are questions of law and fact common to the Settlement Class that predominate over any individual questions; (c) the claims of the Plaintiffs are typical of the claims of the Settlement Class; (d) Plaintiffs and Class Counsel have and will continue to fairly and adequately represent and protect the interests of the Settlement Class; and (e) a class action is superior to all other available methods for the fair and efficient adjudication of the controversy.

6. The Court approves the form and content of the Class Notice (Exhibit "B" to the Settlement Agreement). The Court finds that the mailing of the Class Notice in the manner and form set forth in the Agreement satisfies due process. The foregoing is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Class Members entitled to such Class Notice.

a. Defendants shall cause the Class Notice to be disseminated in the form and manner set forth in the Agreement on or before April 1, 2009. The Court authorizes the

Parties to make non-material modifications to the Class Notice prior to publication if they jointly agree that any such changes are necessary under the circumstances.

b. Class Counsel are authorized to place the Class Notice and other relevant material relating to the Settlement on their websites.

c. Fifteen days before the Final Approval Hearing, Defendants shall file with the Court a declaration setting forth the details of the notice provided pursuant to this Order.

7. The Claim Form (Exhibit "A" to the Settlement Agreement) is approved for dissemination to the Settlement Class Members.

8. If Settlement Class Members do not wish to participate in the Settlement Class, Settlement Class Members may exclude themselves. All requests by Settlement Class Members to be excluded from the Settlement Class must be in writing and postmarked on or before May 8, 2009. If a Settlement Class Member wishes to be excluded from the Settlement Class, the Settlement Class Member's written Request for Exclusion shall (i) state the Class Member's full name and current address, (ii) identify the model year of his/her/its Vehicle(s) and the approximate date(s) of purchase or lease, and (iii) specifically and clearly state his/her/its desire to be excluded from the Settlement and from the Settlement Class. Anyone who submits a Request for Exclusion must also provide the Vehicle Identification Number ("VIN") of the Vehicle with that Request. No Request for Exclusion will be valid unless all of the information described above is included. All Class Members who exclude themselves from the Settlement Class will not be eligible to receive any benefits under the Settlement, will not be bound by any further orders or judgments entered for or against the Settlement Class, and will preserve their ability to independently pursue any claims they may have against Defendants.

9. Any Settlement Class Member who has not previously submitted a Request for Exclusion in accordance with the terms of this Agreement may appear at the Final Approval Hearing to argue that the proposed, as constituted, Settlement should not be approved. However, in order to be heard at the Final Approval Hearing, the Settlement Class Member must make any objection in writing and file it with the Court on or before May 8, 2009. To state a valid objection to the Settlement, an objecting Settlement Class Member must provide the following information in his, her or its written objection (i) set forth his/her/its full name, current address, and current telephone number; (ii) identify the model year of his/her/its Vehicle(s), as well as the VIN of his/her Vehicle(s); (iii) set forth a statement of the position(s) the objector wishes to assert, including the factual and legal grounds for the position; and (iv) provide copies of any other documents that the objector wishes to submit in support of his/her/its position. To be valid, an objection also must include a detailed statement of each objection asserted, including the grounds for objection. In addition, any Class Member objecting to the Settlement shall provide a detailed list of any other objections to any class action settlements submitted in any court, whether state, federal or otherwise, in the United States in the previous five (5) years. If the Class Member has not objected to any other class action settlement in any court in the United States in the previous five (5) years, he, she or it shall affirmatively so state in the written materials provided in connection with the objection to this Settlement. Finally, subject to approval of the Court, any objecting Class Member may appear, in person or by counsel, at the Final Approval Hearing held by the Court, to show cause why the proposed Settlement should not be approved as fair, adequate and reasonable, or object to any petitions for attorneys' fees, incentive awards, and reimbursement of reasonable litigation costs and expenses. The objecting

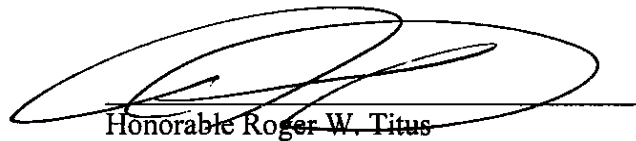
Class Member must file with the Clerk of the Court and serve upon all counsel (designated below) a notice of intention to appear at the Fairness Hearing (“Notice of Intention to Appear”) by the Objection Deadline or on such other date that may be set forth in the Class Notice. The Notice of Intention to Appear must include copies of any papers, exhibits, or other evidence that the objecting Class Member (or his/her/its counsel) will present to the Court in connection with the Fairness Hearing. The objection must also be mailed to each of the following, postmarked by the last day to file the objection: Class Counsel: James E. Miller, Shepherd, Finkelman, Miller & Shah, LLP, 65 Main Street, Chester, CT 06412, Lori E. Andrus, Andrus Liberty & Anderson LLP, 1438 Market Street, San Francisco, CA 94102, Roy Morse Brisbois, Lewis Brisbois Bisgaard and Smith LLP, 221 N. Figueroa St., Ste. 1200, Los Angeles, CA 90012 and Peter W. Herzog, III, Bryan Cave LLP, One Metropolitan Sq., 211 N. Broadway, Ste. 3600, St. Louis, MO. 63102. Any Settlement Class Member who does not make his or her objections in the manner provided herein shall be deemed to have waived such objections and shall forever be foreclosed from making any objections to the fairness, reasonableness, or adequacy of the proposed Settlement and the judgment approving the Settlement.

10. The Final Approval Hearing shall be held on June 1, 2009, at 1:00 p.m. in Courtroom 2C of the United States District Court for the District of Maryland, Greenbelt Division, 6500 Cherrywood Land, Greenbelt, MD 20770, to determine whether the proposed Settlement should be approved as fair, reasonable and adequate, whether a judgment should be entered approving such Settlement, and whether Class Counsel’s application for attorneys’ fees and for incentive awards to Plaintiffs should be approved. The Court may adjourn the Final Approval Hearing without further notice to Settlement Class Members.

11. The Court retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement. The Court may approve the Settlement with such modifications as may be agreed to by the Parties, if appropriate, without further notice to the Class Members.

IT IS SO ORDERED

DATED: January 15<sup>th</sup> 2009



Honorable Roger W. Titus