

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

**INTERNATIONAL UNION, UNITED  
AUTOMOBILE, AEROSPACE, AND  
AGRICULTURAL IMPLEMENT  
WORKERS OF AMERICA; and BOBBY  
HARDWICK, WALTER BERRY,  
RAYMOND J. MITCHELL, FAY  
BARKLEY, ARLEN BANKS, YVONNE  
HICKS, and BRUCE CARRIER on behalf of  
themselves and all other persons similarly  
situated,**

**Plaintiffs,**

**v.**

**FORD MOTOR COMPANY,**

**Defendant.**

Case No. 2:07-cv-14845  
Judge Robert H. Cleland

CLASS ACTION

**ORDER GRANTING JOINT MOTION FOR PRELIMINARY APPROVAL OF  
AMENDMENTS TO THE CLASS ACTION SETTLEMENT AGREEMENT AND  
PROPOSED CLASS RE-NOTICE AND SETTING FAIRNESS HEARING**

Before the court is the parties' Joint Motion for Preliminary Approval of Amendments to the Class Action Settlement Agreement and Proposed Class Re-Notice (the "Joint Motion"). On August 29, 2008, this court granted final approval to a Settlement Agreement in this class action dated March 28, 2008 (the "2008 Settlement Agreement") (*see* Doc. # 19-3), among the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America ("UAW"), the Class of Ford's hourly retirees represented by seven individual Class Representatives and Class Counsel, and Ford Motor Company ("Ford"). *See Int'l Union, UAW v. Ford Motor Co.*, No. 07-CV-14845, 2008 WL 4104329 (E.D. Mich. Aug. 29, 2008); (Doc. #

52, Order and Final J.). As part of the 2008 Settlement Agreement, Ford agreed to make certain deposits and remittances to a new voluntary employee beneficiary association (the “New VEBA”) that would become the exclusive source of funds for the Class Members’ retiree health care benefits provided under a new retiree welfare benefit plan (the “New Plan”).

In connection with Ford’s efforts to satisfy its financial obligations to the New VEBA under the 2008 Settlement Agreement given the substantial economic crisis facing the national and international economies, the parties jointly have proposed amending certain provisions of the 2008 Settlement Agreement, principally altering the form and timing of Ford’s payment obligations to the New VEBA. They have moved for an order preliminarily approving an Amendment to Settlement Agreement and attached exhibits that effectuate the proposed changes to the 2008 Settlement Agreement and to the related Trust Agreement. They also have moved for approval of Class re-notices to be issued substantially in the form provided at Exhibits E and F to the parties’ memorandum supporting the Joint Motion for Preliminary Approval. The court held a hearing on the Joint Motion on August 5, 2009. The court now preliminarily approves the proposed Amendment to Settlement Agreement (and attached exhibits) and the proposed Class re-notices.

Accordingly, IT IS ORDERED that:

1. The parties’ Joint Motion for Preliminary Approval Amendments to the Class Action Settlement Agreement and Proposed Class Re-Notice [Dkt. # 61] is GRANTED;
2. The Amendment to Settlement Agreement, attached as Exhibit A to the

memorandum in support of the Joint Motion, and its accompanying exhibits are preliminarily approved;

3. Any objections to the Amendment to Settlement Agreement must be sent, postmarked by **September 23, 2009**, to the Ford Retiree Health Class Action Administrator at the address printed in the Individual Notice and the Publication Notice. Such objections should have the heading: “*Int’l Union, UAW, and Bobby Hardwick, et. al. v. Ford Motor Company*, Case No. 07-14845, Objection to Proposed Amendments to Settlement Agreement.” Class Members are advised in the notices referenced in paragraph 5 below not to send objections to the court or call the court.
4. The court will conduct a hearing, pursuant to Federal Rule of Civil Procedure 23(e)(2), commencing on **October 21, 2009, at 2:00 p.m.**, for the purpose of considering the fairness, reasonableness, and adequacy of the proposed Amendment to Settlement Agreement and to consider any objections to it (the “Fairness Hearing”). Other than the parties, no person will be heard at the Fairness Hearing unless that person submits an objection in writing, postmarked on or before **September 23, 2009**, to the address listed in the Individual Notice and the Publication Notice.
5. Ford shall provide notice, pursuant to Rule 23(e)(1), to the Class of the proposed Amendment to Settlement Agreement and of the Fairness Hearing. Ford will use its best efforts to send notice to individual Class Members by first class mail in

substantially the form set forth in Exhibit E of the memorandum supporting the Joint Motion by **August 26, 2009**. To the extent there is more than one Class Member in a single household, Ford may send a single notice to any such household. The court further grants approval of the Plaintiffs' and Class Counsel's request to enclose a cover letter, in substantially the form set forth in Exhibit G to the supporting memorandum. Ford shall also provide notice by publication, by **August 26, 2009**, in substantially the form set forth in Exhibit F of the supporting memorandum and in the manner stated in the Amendment to Settlement Agreement.

IT IS SO ORDERED,

S/Robert H. Cleland  
ROBERT H. CLELAND  
UNITED STATES DISTRICT JUDGE

Dated: August 6, 2009

I hereby certify that a copy of the foregoing document was mailed to counsel of record on this date, August 6, 2009, by electronic and/or ordinary mail.

S/Lisa Wagner  
Case Manager and Deputy Clerk  
(313) 234-5522

S:\Cleland\JUDGE'S DESK\C3 ORDERS\07-14845.UAW.FORD.PreliminaryApproval.wpd