

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

UNITED STATES OF AMERICA,

v.

DENSO CORPORATION,

Defendant.

Case:2:12-cr-20063  
Judge: Lawson, David M.  
MJ: Grand, David R.  
Filed: 01-30-2012 At 12:26 PM  
INFO: USA V. DENSO CORPORATION (KB)

Count I: 15 U.S.C. § 1  
Count II: 15 U.S.C. § 1

**INFORMATION**

**COUNT ONE  
CONSPIRACY TO RESTRAIN TRADE  
(15 U.S.C. § 1)**

THE UNITED STATES, ACTING THROUGH ITS ATTORNEYS, CHARGES:

**Defendant and Co-Conspirators**

1. DENSO Corporation (“Defendant”) is a corporation organized and existing under the laws of Japan with its principal place of business in Kariya, Japan. During the period covered by this Count, Defendant was engaged in the business of manufacturing and selling Electronic Control Units (“ECUs”) and Heater Control Panels (“HCPs”) to an automobile manufacturer for installation in vehicles manufactured and sold in the United States and elsewhere.

2. Various corporations and individuals, not made defendants in this Count, participated as co-conspirators in the offense charged in this Count and performed acts and made statements in furtherance of it.

3. Whenever in this Count reference is made to any act, deed, or transaction of any corporation, the allegation means that the corporation engaged in the act, deed, or transaction by

or through its officers, directors, employees, agents, or other representatives while they were actively engaged in the management, direction, control, or transaction of its business or affairs.

### **Background of the Offense**

4. During the period covered by this Count, Defendant and its co-conspirators supplied ECUs to an automobile manufacturer for installation in vehicles manufactured and/or sold in the United States and elsewhere. During the period covered by this Count, Defendant and its co-conspirators manufactured ECUs (a) in the United States for installation in vehicles manufactured and sold in the United States, (b) in Japan for export to the United States and installation in vehicles manufactured and sold in the United States, and (c) in Japan for installation in vehicles manufactured in Japan for export to and sale in the United States.

5. An ECU is an embedded system that controls one or more of the electronic systems or subsystems in a motor vehicle. When purchasing ECUs, the automobile manufacturer issues Requests for Quotation (“RFQs”) to automotive parts suppliers. Automotive parts suppliers submit quotations, or bids, to the automobile manufacturer in response to RFQs. Typically, the bidding process begins approximately three years prior to the start of production. Japanese automobile manufacturers procure parts for U.S.-manufactured vehicles both in Japan and the United States.

### **Conspiracy to Restrain Trade**

6. From at least as early as January 2000 and continuing until at least February 2010, the exact dates being unknown to the United States, Defendant and its co-conspirators participated in a combination and conspiracy to suppress and eliminate competition in the automotive parts industry by agreeing to rig bids for, and to fix, stabilize, and maintain the prices of, ECUs sold to an automobile manufacturer in the United States and elsewhere. The

combination and conspiracy engaged in by Defendant and its co-conspirators was in unreasonable restraint of interstate and foreign trade and commerce in violation of the Sherman Antitrust Act, 15 U.S.C. § 1.

7. The charged combination and conspiracy consisted of a continuing agreement, understanding, and concert of action among Defendant and its co-conspirators, the substantial terms of which were to rig bids for, and to fix, stabilize, and maintain the prices of, ECUs sold to an automobile manufacturer in the United States and elsewhere.

**Manner and Means of the Conspiracy**

8. For purposes of forming and carrying out the charged combination and conspiracy, Defendant and its co-conspirators did those things that they combined and conspired to do, including, among other things:

- a. participating in meetings, conversations, and communications in the United States and Japan to discuss the bids and price quotations to be submitted to an automobile manufacturer in the United States and elsewhere;
- b. agreeing, during those meetings, conversations, and communications, on bids and price quotations to be submitted to an automobile manufacturer in the United States and elsewhere;
- c. agreeing, during those meetings, conversations, and communications, to allocate the supply of ECUs sold to an automobile manufacturer in the United States and elsewhere on a model-by-model basis;
- d. agreeing, during those meetings, conversations, and communications, to coordinate price adjustments requested by an automobile manufacturer in the United States and elsewhere;

- e. submitting bids, price quotations, and price adjustments to an automobile manufacturer in the United States and elsewhere in accordance with the agreements reached;
- f. selling ECUs to an automobile manufacturer in the United States and elsewhere at collusive and noncompetitive prices;
- g. accepting payment for ECUs sold to an automobile manufacturer in the United States and elsewhere at collusive and noncompetitive prices;
- h. engaging in meetings, conversations, and communications in the United States and elsewhere for the purpose of monitoring and enforcing adherence to the agreed-upon bid-rigging and price-fixing scheme; and
- i. employing measures to keep their conduct secret, including but not limited to using code names and meeting at private residences or remote locations.

#### **Trade and Commerce**

9. During the period covered by this Count, Defendant and its co-conspirators sold to an automobile manufacturer located in various states in the United States substantial quantities of ECUs shipped from outside the United States and from other states in a continuous and uninterrupted flow of interstate and foreign trade and commerce. In addition, substantial quantities of equipment and supplies necessary to the production and distribution of ECUs sold by Defendant and its co-conspirators, as well as payments for ECUs sold by Defendant and its co-conspirators, traveled in interstate and foreign trade and commerce. The business activities of Defendant and its co-conspirators in connection with the production and sale of ECUs that were the subject of the charged conspiracy were within the flow of, and substantially affected, interstate and foreign trade and commerce.

**Jurisdiction and Venue**

10. The combination and conspiracy charged in this Count was carried out, at least in part, in the Eastern District of Michigan within the five years preceding the filing of this Information.

**COUNT TWO  
CONSPIRACY TO RESTRAIN TRADE  
(15 U.S.C. § 1)**

THE UNITED STATES, ACTING THROUGH ITS ATTORNEYS, CHARGES:

**Defendant and Co-Conspirators**

11. Each and every allegation contained in paragraphs 1 through 3 of Count One of this Information is realleged and reasserted here as if fully set forth in this Count.

**Background of the Offense**

12. During the period covered by this Count, Defendant and its co-conspirators supplied HCPs to an automobile manufacturer for installation in vehicles manufactured and/or sold in the United States and elsewhere. During the period covered by this Count, Defendant and its co-conspirators manufactured HCPs (a) in the United States for installation in vehicles manufactured and sold in the United States, (b) in Japan for export to the United States and installation in vehicles manufactured and sold in the United States, and (c) in Japan for installation in vehicles manufactured in Japan for export to and sale in the United States.

13. HCPs are located in the center console of an automobile and control the temperature of the interior environment of a vehicle. When purchasing HCPs, the automobile manufacturer issues RFQs to automotive parts suppliers on a model-by-model basis for model specific parts. Automotive parts suppliers submit quotations, or bids, to the automobile manufacturer in response to RFQs, and the automobile manufacturer awards the business to the

selected automotive parts supplier for the lifespan of the model, which is usually four to six years. Typically, the bidding process for a particular model begins approximately three years prior to the start of production. Japanese automobile manufacturers procure parts for U.S.-manufactured vehicles both in Japan and the United States.

### **Conspiracy to Restrain Trade**

14. From at least as early as January 2000 and continuing until at least February 2010, the exact dates being unknown to the United States, Defendant and its co-conspirators participated in a combination and conspiracy to suppress and eliminate competition in the automotive parts industry by agreeing to rig bids for, and to fix, stabilize, and maintain the prices of, HCPs sold to an automobile manufacturer in the United States and elsewhere. The combination and conspiracy engaged in by Defendant and its co-conspirators was in unreasonable restraint of interstate and foreign trade and commerce in violation of the Sherman Antitrust Act, 15 U.S.C. § 1.

15. The charged combination and conspiracy consisted of a continuing agreement, understanding, and concert of action among Defendant and its co-conspirators, the substantial terms of which were to rig bids for, and to fix, stabilize, and maintain the prices of, HCPs sold to an automobile manufacturer in the United States and elsewhere.

### **Manner and Means of the Conspiracy**

16. For purposes of forming and carrying out the charged combination and conspiracy, Defendant and its co-conspirators did those things that they combined and conspired to do, including, among other things:

- a. participating in meetings, conversations, and communications in the United States and Japan to discuss the bids and price quotations to be submitted to an automobile manufacturer in the United States and elsewhere;
- b. agreeing, during those meetings, conversations, and communications, on bids and price quotations to be submitted to an automobile manufacturer in the United States and elsewhere;
- c. agreeing, during those meetings, conversations, and communications, to allocate the supply of HCPs sold to an automobile manufacturer in the United States and elsewhere on a model-by-model basis;
- d. agreeing, during those meetings, conversations, and communications, to coordinate price adjustments requested by an automobile manufacturer in the United States and elsewhere;
- e. submitting bids, price quotations, and price adjustments to an automobile manufacturer in the United States and elsewhere in accordance with the agreements reached;
- f. selling HCPs to an automobile manufacturer in the United States and elsewhere at collusive and noncompetitive prices;
- g. accepting payment for HCPs sold to an automobile manufacturer in the United States and elsewhere at collusive and noncompetitive prices;
- h. engaging in meetings, conversations, and communications in the United States and elsewhere for the purpose of monitoring and enforcing adherence to the agreed-upon bid-rigging and price-fixing scheme; and

i. employing measures to keep their conduct secret, including but not limited to using code names and meeting at private residences or remote locations.

### **Trade and Commerce**

17. During the period covered by this Count, Defendant and its co-conspirators sold to an automobile manufacturer located in various states in the United States substantial quantities of HCPs shipped from outside the United States and from other states in a continuous and uninterrupted flow of interstate and foreign trade and commerce. In addition, substantial quantities of equipment and supplies necessary to the production and distribution of HCPs sold by Defendant and its co-conspirators, as well as payments for HCPs sold by Defendant and its co-conspirators, traveled in interstate and foreign trade and commerce. The business activities of Defendant and its co-conspirators in connection with the production and sale of HCPs that were the subject of the charged conspiracy were within the flow of, and substantially affected, interstate and foreign trade and commerce.

### **Jurisdiction and Venue**

18. The combination and conspiracy charged in this Count was carried out, at least in part, in the Eastern District of Michigan within the five years preceding the filing of this Information.



ALL IN VIOLATION OF TITLE 15, UNITED STATES CODE, SECTION 1.

Dated: January 30, 2012

s/Sharis A. Pozen

Sharis A. Pozen  
Acting Assistant Attorney General  
Antitrust Division  
United States Department of Justice

s/Lisa M. Phelan

Lisa M. Phelan  
Chief, National Criminal Enforcement Section  
Antitrust Division  
United States Department of Justice

s/Scott D. Hammond

Scott D. Hammond  
Deputy Assistant Attorney General  
Antitrust Division  
United States Department of Justice

s/Kathryn Hellings

Kathryn Hellings  
Shane Cralle  
Matthew Lunder  
Eric Meiring  
Trial Attorneys  
National Criminal Enforcement Section  
Antitrust Division  
United States Department of Justice  
450 5th St. NW, Suite 11300  
Washington, DC 20530-0001  
Tel: (202) 307-0934

s/John F. Terzaken, III

John F. Terzaken, III  
Director of Criminal Enforcement  
Antitrust Division  
United States Department of Justice