BEFORE THE UNITED STATES JUDICIAL PANEL ON MULTIDISTRICT LITIGATION

In re Letter 311 Contractual Disputes Litigation	MDL No. ______________

MEMORANDUM OF LAW IN SUPPORT OF FCA US LLC'S MOTION FOR TRANSFER OF ACTIONS TO THE EASTERN DISTRICT OF MICHIGAN PURSUANT TO 28 U.S.C. § 1407 FOR COORDINATED OR CONSOLIDATED PRETRIAL PROCEEDINGS

Dated: December 10, 2024

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I. INTRODUCTION

The International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("International UAW") has coordinated a nationwide effort and unlawful campaign to breach the International UAW's 2023 collective bargaining agreement ("CBA") with FCA US LLC ("Stellantis"). Central to this dispute is Letter 311 in the CBA, which summarizes Stellantis' "planned future investments" in numerous plants, including the Belvidere Assembly Plant in Illinois and the Detroit Assembly Complex in Michigan. Exhibit A to Lee Decl. ¶ 3.[1] Letter 311 expressly provides that the planned future investments are "subject to approval by the Stellantis product Allocation Committee and contingent upon plant performance, changes in market conditions, and consumer demand continuing to generate sustainable and profitable volumes for all of the U.S. Manufacturing facilities." Exhibit A to Lee Decl. ¶¶ 3, 12-17. The CBA also provides for a broad "no strike" commitment during the CBA term, a common restriction in labor contracts, absent narrow exceptions. Defendants cannot rely on Letter 311 or any narrow exception to the no-strike clause to engage in mid-contract strikes against Stellantis rooted in the International UAW's intentional and bad-faith disregard for Letter 311's clear language. Exhibit A to Lee Decl. ¶¶ 18-20.

But that is precisely what the International UAW is trying to do. The International UAW and certain local unions have engaged in a sustained, months-long publicity campaign, filing a slew of virtually identical sham grievances across the United States, ignoring Letter 311's conditions and insisting that Stellantis must make certain investments for Belvidere and the Detroit Assembly Complex without change or delay, with the imminent risk of crippling work stoppages should Stellantis not accede to the International UAW's demands in conflict with Letter 311. Exhibit A to Lee Decl. ¶¶ 5, 21-33. Throughout this bad-faith campaign, the International UAW has ignored the plain language of Letter 311 and seeks to eviscerate Letter 311's business factor contingencies.

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[1] The Declaration of W. John Lee (hereinafter "Lee Decl.") is attached as Ex. A.

In response to the International UAW's coordinated misconduct, Stellantis filed actions in twelve district courts across the country—i.e., in the forums with personal jurisdiction over the defendant local unions, which are geographically dispersed. These lawsuits target the grievances, strike threats, and other actions coordinated by the International UAW and its local affiliates that present a ripe dispute over Letter 311, the no-strike clause, and the terms of the CBA. Stellantis' filings aim to address the nationwide scope of the International UAW's campaign while ensuring compliance with jurisdictional requirements.

Stellantis now seeks centralization under 28 U.S.C. § 1407. The twelve pending Actions, as listed on the attached Schedule of Actions (individually, an "Action," and collectively, "the Actions"), involve materially identical grievances and strike threats based on the same conduct by the International UAW and its local affiliates. The Actions are all in the early stages of the judicial proceedings—none of the cases have advanced beyond the pleadings, and no discovery has begun. Centralization will facilitate coordinated pretrial proceedings, streamline discovery related to Letter 311, and ensure uniform resolution of claims involving nearly identical grievances filed by International UAW locals across the country. Without centralization, the parties face conflicting schedules, the substantial risk of inconsistent rulings on overlapping legal and factual issues, and duplicative discovery.

The Eastern District of Michigan, where Stellantis and the International UAW are headquartered, is the most appropriate venue for these consolidated proceedings. It is home to the key witnesses, documents, operational records relevant to negotiating and implementing Letter 311, and it will minimize burdens on the parties and witnesses while promoting judicial economy.

Defendants have acknowledged the need for centralization. The International UAW and its locals have filed motions in eleven different courts seeking to consolidate the Actions in the Central District of California under the first-to-file rule. However, these motions illustrate the need for this Panel to centralize the Actions, as the International UAW's motions are unlikely to resolve the multidistrict nature of this

litigation, as they remain pending, will be opposed, and may lead to inconsistent rulings across jurisdictions. By contrast, centralization in the Eastern District of Michigan—the locus of the negotiations and relevant evidence—will provide a single, efficient forum for managing these actions.

For these reasons and those explained below, consolidation of the Actions and any subsequent actions under 28 U.S.C. § 1407 is not only appropriate but essential to the just and efficient resolution of this litigation.

II. FACTUAL AND PROCEDURAL BACKGROUND

Stellantis and the International UAW are parties to a National Production, Maintenance, & Parts Agreement effective in 2023 and expiring in 2028 ("CBA").[2] The CBA includes Letter 311, which summarizes Stellantis' "planned future investments" in numerous plants, including the Belvidere Assembly Plant and Detroit Assembly Complex. Exhibit A to Lee Decl. ¶ 3. Relevant here, Letter 311 provides that these planned future investments are "subject to approval by the Stellantis product Allocation Committee and contingent upon plant performance, changes in market conditions, and consumer demand continuing to generate sustainable and profitable volumes for all of the U.S. Manufacturing facilities." Exhibit A to Lee Decl. ¶ 3. The present dispute involves the International UAW's abuse and misrepresentations of Letter 311 to justify a work stoppage across numerous US facilities.

A. Negotiation of Letter 311 Was Conducted Exclusively in Michigan.

The CBA negotiations, including those concerning Letter 311, took place entirely in Michigan at Stellantis' Auburn Hills headquarters, and at the Solidarity House (the International UAW's headquarters) in Detroit. Fields Decl. ¶ 3.[3] The Letter 311 negotiations occurred exclusively between Stellantis and the

[2] Stellantis maintains a separate collective bargaining agreement with the International UAW for its salaried bargaining unit employees; however, the differences between this agreement and the CBA governing hourly employees are not material to the issues in this litigation.

[3] The Declaration of Chris Fields (hereinafter "Fields Decl.") is attached as Ex. B.

International UAW's senior leadership, including Stellantis' former COO Mark Stewart and International UAW President Shawn Fain, alongside their respective legal and labor relations representatives. Fields Decl. ¶ 4. No local union representatives participated in the negotiations regarding Letter 311. Fields Decl. ¶ 5. Key documents regarding these negotiations—such as hard copy proposals, drafts of proposed language and the final signed agreement—were exchanged during in-person meetings and remain archived at Stellantis' Auburn Hills, Michigan headquarters and, upon information and belief, the International UAW's Solidarity House headquarters in Detroit, Michigan. Fields Decl. ¶ 6. Letter 311 was negotiated and executed in Michigan.

B. Subsequent Discussions Between the Parties About Letter 311 Took Place in Michigan.

Following the initial negotiations of Letter 311 in 2023, further discussions between Stellantis and the International UAW regarding its interpretation and implementation occurred at Stellantis' Auburn Hills, Michigan headquarters, over the telephone in calls made from Michigan and at other locations in Michigan. Fields Decl. ¶ 7. These meetings involved Chris Fields, Stellantis' Senior Vice President of Employee Relations and Manufacturing Human Resources, and International UAW leaders such as Rich Boyer (the Vice President and Director of the International UAW/Stellantis Department) and Kevin Gotinsky, who later assumed the Director of the Stellantis Department role. Fields Decl. ¶ 8. These discussions (which took place in the Detroit area) included discussions about Letter 311's planned future investments at Belvidere and the Detroit Assembly Complex. Fields Decl. ¶¶ 7-9.

C. The International UAW and Its Local Unions' Bad-Faith Campaign and Strike Threats.

In mid-2024, the International UAW launched a coordinated campaign to pressure Stellantis into abandoning its rights and voiding conditional language in Letter 311. Ignoring the plain language of Letter 311—language the International UAW negotiated and agreed to—providing that the planned future investments are subject to approval by Stellantis and contingent on business factors, including market

conditions and consumer demand, local unions across the country began filing identical sham labor grievances designed to promote strike threats and force the future investments at Belvidere and the Detroit Assembly Complex. Regardless of the Letter 311 conditions. This pressure campaign was coordinated by the International UAW in Detroit, Michigan. The International UAW further escalated its campaign by organizing a misleading publicity campaign and misrepresenting the planned future investments as unconditional guarantees or promises by Stellantis. Strike authorization votes based on these baseless grievances soon followed, with the first vote occurring on October 3, 2024, in Los Angeles (Local 230). Additional strike votes occurred in other jurisdictions, further amplifying the dispute.

D. Procedural History of the Actions.

Stellantis responded swiftly to the strike vote called by Local 230 by filing a lawsuit in the Central District of California on October 3, 2024. The International UAW's choice to call a strike vote first by Local 230 forced Stellantis to file in the Central District of California first, as only that court had personal jurisdiction over Local Union 230.

With the belief that other local unions would soon call strike votes, Stellantis swiftly filed eight additional lawsuits (within twenty-four hours) in jurisdictions across the country against other local unions with grievances that had reached a stage in the grievance process set forth in the CBA where the union could call a strike vote (the "strikeable stage"). As additional grievances were advanced to the strikable stage, Stellantis filed three additional actions, with a total of twelve Actions filed in response to this coordinated bad-faith campaign to date.

In each lawsuit, Stellantis contends that the conduct of the International UAW and its local unions constitutes a coordinated campaign to undermine the integrity of Letter 311 and disregard its fundamental terms. By engaging in a deliberate and systematic effort involving misrepresentation, sham grievances, and coercive strike threats, the International UAW and its local unions have triggered a ripe dispute over the CBA's no-strike clause, with severe risk of an imminent breach if the International UAW initiates one or

more strikes as repeatedly threatened. They have also violated the implied covenant of good faith and fair dealing throughout the campaign. The International UAW launched this bad-faith campaign to extract additional concessions from Stellantis beyond that which the parties agreed to in Letter 311 by weaponizing the grievance process.

To address these violations—and pursuant to Section 301 of the Labor Management Relations Act, 29 U.S.C. § 185—Stellantis seeks in each Action declaratory relief establishing that the International UAW and named local unions cannot ignore the plain language in Letter 311, and that the pending grievances do not authorize them to engage in a mid-contract strike, as well as a finding that their conduct breaches the CBA's implied covenant of good faith and fair dealing that entitles Stellantis to monetary damages for any strikes the International UAW ultimately deploys linked to its bad-faith campaign.

E. Early Stage of the Actions.

The twelve Actions are all in their early stages and have not progressed significantly beyond the pleading phase. In each case, the International UAW and the local unions have filed answers, but discovery has yet to commence. No case schedules have been entered, no Rule 26(f) planning meetings or Rule 16 conferences have taken place, and no initial disclosures have been served. Additionally, no substantive proceedings have occurred—with one exception.

On December 2, 2024, the International UAW and local unions filed motions in eleven jurisdictions, excluding the Central District of California, seeking to transfer the Actions to the Central District of California.[4] These transfer motions are not fully briefed, as no responses or replies have been filed to date.

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[4] *See* Dkt. #13, No. 3:24-cv-08187 (D. Ariz.); Dkt. #15, No. 1:24-cv-02782 (D. Colo.); Dkt. #15, No. 1:24-cv-12557 (D. Mass.); Dkt. #22, No. 0:24-cv-04041 (D. Minn.); Dkt. #13, No. 3:24-cv-01698 (D. Or.); Dkt. #20, No. 2:24-cv-12632 (E.D. Mich.); Dkt. #28, No. 1:24-cv-04562 (N.D. Ga.); Dkt. #25, No. 1:24-cv-09574 (N.D. Ill.); Dkt. #17, No. 3:24-cv-01728 (N.D. Ohio); Dkt. #25, No. 3:24-cv-02506 (N.D. Tex); Dkt. #25, No. 1:24-cv-01755 (S.D. Ind.).

In the Central District of California, the International UAW and local unions filed a Rule 12(c) motion for judgment on the pleadings on November 27, 2024. This motion is a poorly disguised strategic maneuver to argue that proceedings in California are more advanced than in other jurisdictions. However, the motion will not be fully briefed until January 16, 2025, and a hearing is scheduled for January 30, 2025.

F. Stellantis Is Seeking a Stay of the Actions Pending Resolution of This Motion.

Contemporaneous with the filing of this motion, Stellantis will be moving to stay proceedings in the various jurisdictions (except in the Eastern District of Michigan) pending resolution of this motion for centralization. As explained, the key witnesses, documents, and facts central to this dispute are in Michigan, where both Stellantis and the International UAW are headquartered and where Letter 311 was negotiated.

III. ARGUMENT

A. The Actions Satisfy the Requirements of Section 1407.

The Panel may centralize actions under 28 U.S.C. § 1407 if the movant establishes three elements: (1) that "common questions of fact" exist; (2) that centralization will "be for the convenience of [the] parties and witnesses"; and (3) that centralization "will promote the just and efficient conduct of [the] actions." The Panel balances these three criteria towards the overall statutory purpose of achieving efficiencies in the pretrial process; no individual criteria is determinative. *In re Cessna Aircraft Distributorship Antitrust Litig.*, 460 F. Supp. 159, 161-62 (J.P.M.L. 1978). Each of these three criteria supports transfer to the Eastern District of Michigan for coordinated and consolidated pretrial proceedings.

1. The Actions Involve Common Factual Allegations.

When evaluating the propriety of the transfer of an action under Section 1407, the Panel must first determine whether common factual issues are present. *In re General Adjustment Bureau Antitrust Litig.*, 375 F. Supp. 1405, 1406 (J.P.M.L. 1973). "[W]hen two or more complaints assert comparable allegations against identical defendants based upon similar transactions and events, common factual questions are presumed." *In re Air West, Inc. Sec. Litig.*, 384 F. Supp. 609, 611 (J.P.M.L. 1974); *see also In re: Hawaiian*

& Guamanian Cabotage Antitrust Litig., 571 F. Supp. 2d 1379, 1380 (J.P.M.L. 2008) (centralizing proceedings because "[a]ll actions are brought against nearly identical defendants").

Here, there are common factual issues in the Actions because they involve virtually identical factual allegations. Each complaint asserts similar allegations against the similar defendants—the International UAW and its local unions—arising from the coordinated conduct by the International UAW and its local unions across the country. Specifically, the Actions all concern the International UAW and its local unions' bad-faith disregard of Letter 311's explicit conditions establishing that planned investments are contingent upon market conditions, plant performance, and consumer demand. The International UAW and its locals instead have repeatedly deemed Letter 311 as a guarantee and unconditional, and that they can pursue grievances and make strike threats regardless of the conditional language in Letter 311. The nearly identical grievances filed by the local unions, strike threats, and related conduct at the center of these Actions stem from a deliberate and coordinated effort by the International UAW to pressure Stellantis into making investments the International UAW wants, despite the fact that this was not what the parties agreed to.

The International UAW and its local unions have effectively conceded the existence of common factual issues by seeking centralization themselves, albeit in the Central District of California. In their motions to transfer, they acknowledge that "[t]he cases are substantially — indeed, overwhelmingly — similar" because "all complaints concern the interpretation of the same provisions of the current International UAW-FCA collective bargaining agreement ('CBA') and 'Letter 311.'" *See, e.g.*, Exhibit C to Lee Decl. at p. 1. They further contend that the only allegation that differs between the Actions is the named local unions. Exhibit C to Lee Decl. at 10. Additionally, the International UAW and defendant local unions highlight that all actions allege nearly identical causes of action for declaratory relief and breach of the implied covenant of good faith and fair dealing. Exhibit C to Lee Decl. at pp. 1, 4, 5, 8. Thus, there is

no dispute that there are common factual issues across the Actions, making them well-suited for centralization under Section 1407.

Further, in their responsive pleadings, the International UAW and its local unions have asserted the same or substantially similar defenses across nearly all Actions, further supporting centralization. For example, in each Action, the International UAW and local unions argue that the complaints fail to state a claim, that the courts lack jurisdiction due to the absence of a ripe and justiciable case or controversy, and that the courts otherwise are powerless to restrict the International UAW's campaign. Exhibit B to Lee Decl. pp. 10-13. In *In re Yosemite Nat'l Park Hantavirus Litig.*, 24 F. Supp. 3d 1370, 1370 (J.P.M.L. 2014), the Panel consolidated actions because "not only will these actions involve common questions with regard to the alleged negligence of the defendants, but it is anticipated that the United States will assert jurisdictional defenses." As the Panel concluded, "such defenses . . . often entail complicated and lengthy discovery practice. Such discovery will be common across all the actions." *Id.* The same is true of the Actions here.

In sum, centralization of the Actions is appropriate because all of the pending Actions are based on the same factual allegations and involve materially identical conduct.

2. Consolidation and Transfer Will Minimize the Burdens on the Parties and Witnesses.

Transfer under 28 U.S.C. § 1407 is appropriate when it serves the convenience of the parties and witnesses, as it does in this case. Consolidation and transfer to the Eastern District of Michigan is appropriate because doing so serves the convenience of the parties, as both Stellantis and the International UAW are headquartered in the Eastern District of Michigan. Key witnesses, documents, and other evidence related to the negotiation, interpretation, and implementation of Letter 311 and the CBA are all in the Detroit area. The Panel has consistently held that the district where the parties' corporate headquarters, relevant documents, and witnesses are located is the most appropriate transferee forum. *In re KeyBank Customer*

Data Sec. Breach Litig., 655 F. Supp. 3d 1372, 1374 (J.P.M.L. 2023) ("And since OSC is headquartered there, relevant evidence and witnesses likely will be in this district."); *In re Inclusive Access Course Materials Antitrust Litig.*, 482 F. Supp. 3d 1358, 1360 (J.P.M.L. 2020) (selecting defendant's headquarters as the most convenient forum because the witnesses and documents would be there); *In re Gen. Motors Corp. Sec. & Derivative Litig.*, 429 F. Supp. 2d 1368, 1370 (J.P.M.L. 2006) ("We conclude that the Eastern District of Michigan is an appropriate forum for this docket. This district is where many relevant documents and witnesses are likely to be found, inasmuch as GM's principal place of business is located there.").

Notably, the negotiations for Letter 311 were conducted in face-to-face meetings at Stellantis' Auburn Hills, Michigan headquarters and Solidarity House in Detroit, Michigan. Fields Decl. ¶¶ 3-4. These meetings involved senior leadership from both Stellantis and the International UAW, including Mark Stewart, who was then Stellantis' COO and International UAW President Shawn Fain, alongside their respective legal and labor relations representatives. Fields Decl. ¶ 4. Subsequent discussions about Letter 311 were similarly held in Michigan. Fields Decl. ¶ 7. No representatives from local unions participated in these negotiations, underscoring the centralized nature of the process. Fields Decl. ¶ 5. Many hard copy proposals, drafts, and final agreements exchanged during these meetings remain archived in Auburn Hills, further reinforcing that Michigan is the locus of key evidence and witnesses. Fields Decl. ¶ 6; *In re MOVEit Customer Data Sec. Breach Litig.*, 2023 WL 6456749, at *3 (J.P.M.L. Oct. 4, 2023). ("Relevant employees likely are based in this district, where potentially relevant databases, documents, witnesses, and other evidence also may be found.").

The sham grievances filed by the International UAW and its local unions also have a direct and deep connection to the Eastern District of Michigan. The local unions filed nearly identical grievances about the planned investment referenced in Letter 311 for a facility in Detroit, Michigan. The local unions also

filed nearly identical sham grievances about the planned investment for the Belvidere, Illinois facility, which is much closer to the Eastern District of Michigan than the Central District of California.

Additionally, many local unions that filed sham grievances are located in the Eastern District of Michigan or nearby districts, such as the Northern District of Illinois, Southern District of Indiana, Northern District of Ohio, and District of Minnesota.[5]

While the local unions themselves are not all located in the Eastern District of Michigan, this fact is of minimal significance. The unions are geographically dispersed, and no single district could claim to host most of them. However, more local unions are named in the Eastern District of Michigan Action than any other action. Nevertheless, the Panel has consistently emphasized that centralization decisions prioritize the overall convenience of all parties and witnesses rather than focusing solely on any single party or location. *In re MOVEit*, 2023 WL 6456749, at *3; *see also In re Crown Life Premium Litig.*, 178 F. Supp. 2d 1365, 1366 (J.P.M.L. 2001) ("[W]hile transfer of a particular action might inconvenience some parties to that action, such a transfer often is necessary to further the expeditious resolution of the litigation taken as a whole.").[6] With only one local union located in the Central District of California and a concentration

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[5] *See, e.g.*, *FCA US LLC v. The Int'l Union, United Auto., Aerospace and Agric. Implement Workers of Am.*, Docket No. 2:24-cv-12632 (E.D. Mich. 2024) (naming International UAW Locals 51, 372, 412, 869, 889,1264, and 1284 located in the Eastern District of Michigan); *FCA US LLC v. The Int'l Union, United Auto., Aerospace and Agric. Implement Workers of Am.*, Docket No. 1:24-cv-09574 (N.D. Ill. 2024) (naming International UAW Locals 1178, 1268, and 1761 located in the Northern District of Illinois); *FCA US LLC v. The Int'l Union, United Auto., Aerospace and Agric. Implement Workers of Am.*, Docket No. 24-cv-01755 (S.D. Ind. 2024) (naming International UAW Locals 1166 and 685 located in the Southern District of Indiana); *FCA US LLC v. The Int'l Union, United Auto., Aerospace and Agric. Implement Workers of Am.*, Docket No. 24-cv-01728 (N.D. Ohio 2024) (naming International UAW Locals 12, 1435, and 573 located in the Northern District of Ohio); *FCA US LLC v. The Int'l Union, United Auto., Aerospace and Agric. Implement Workers of Am.*, Docket No. 24-cv-04041 (D. Minn. 2024) (naming International UAW Local 125 located in the District of Minnesota).

[6] While the International UAW and defendant local unions suggest their willingness to consent to personal jurisdiction in the Central District of California, this fact does not outweigh the lack of connection to that forum. Other than the presence of a single local union in California, the Actions have no connection to the Central District of California. None of the underlying events occurred in California,

of 16 local unions in Michigan or nearby states—seven in Michigan, three in Illinois, two in Indiana, three in Ohio, and one in Minnesota—the Eastern District of Michigan is clearly the most logical and efficient venue for centralization.

The panel has given significant weight to the accessibility of a proposed transferee forum to parties and witnesses when choosing transferee forums. *See In re Hypodermic Prods. Antitrust Litig.*, 408 F. Supp. 2d 1356, 1357 (J.P.M.L. 2007) (choosing transferee forum, in part, because it was "easily accessible"). The Eastern District of Michigan offers a geographically central and accessible location. *See In re Chrysler Pacifica Fire Recall Prods. Liab. Litig.*, 619 F. Supp. 3d 1349, 1351 (J.P.M.L. 2022) (describing the Eastern District of Michigan as "centrally located and easily accessible"). As a central metropolitan area, Detroit is well-suited to host nationwide litigation involving multiple plants and local unions dispersed nationwide.

3. Centralization Is Necessary to Prevent Inconsistent Rulings and Duplicative Proceedings.

The Panel consistently finds centralization under Section 1407 appropriate to "eliminate duplicative discovery; prevent inconsistent pretrial rulings" and "conserve the resources of the [] parties, their counsel, and the judiciary." *In re Ethicon Physiomesh Flexible Composite Hernia Mesh Prods. Liab. Litig.*, 254 F. Supp. 3d 1381, 1382 (J.P.M.L. 2017); *see also In re: Target Corp. Customer Data Sec. Breach Litig.*, 11 F. Supp. 3d 1338, 1339 (J.P.M.L. 2014); *In re Wireless Tel. 911 Calls Litig.*, 259 F. Supp. 2d 1372, 1373 (J.P.M.L. 2003). Centralization promotes judicial economy because the transferee judge can order coordinated briefings and other appropriate mechanisms to screen non-meritorious claims and issue categorical rulings that apply to multiple cases. *See In re Proton-Pump Inhibitor Prods. Liab. Litig. (No. II)*, 261 F. Supp. 3d at 1354-55 (J.P.M.L. 2017) (noting that the transferee judge "can employ any number

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and no witnesses or documents are located there. It is frankly bizarre that the International UAW prefers consolidation in California given the weight of factors supporting consolidation in Michigan.

of techniques, such as establishing separate discovery and motion tracks, to manage pretrial proceedings efficiently" and "has substantial discretion to refine the litigation's parameters").

a. *Centralization is necessary to prevent inconsistent rulings.*

Allowing these Actions to proceed in multiple districts across the country would result in inefficient and duplicative litigation, with a heightened risk of inconsistent rulings on substantive and procedural issues, including discovery disputes. Such parallel litigation would impose significant burdens on the parties and witnesses, including conflicting schedules, redundant depositions, and hearings, as well as substantial additional costs and inconvenience.

The risk of inconsistent rulings is real. The International UAW and its local unions agree that centralization is appropriate but dispute the proper procedural mechanism. Stellantis proposed to the International UAW and the defendant local unions that the parties should stipulate to transfer the Actions to the Eastern District of Michigan, but the International UAW and local unions rejected this proposal and instead filed motions to transfer the Actions to the Central District of California under the "first-to-file" rule. Lee Decl. ¶ 2. But the fact that these venue motions are pending in eleven different courts demonstrates the real risk of inconsistent rulings and counsels in favor of centralization by this Panel.

As the Panel has noted, "the mere pendency of such [venue] motions is not necessarily sufficient to defeat centralization." *In re Chrysler Pacifica Fire Recall Prods. Liab. Litig.*, 619 F. Supp. 3d at 1350; *In re Fisher-Price Rock 'N Play Sleeper Mktg., Sales Pracs. & Prod. Liab. Litig.*, 412 F. Supp. 3d 1357, 1359 (J.P.M.L. 2019) (same and granting centralization). Rather, the Panel evaluates whether circumstances, such as the likelihood of inconsistent rulings, amenability of counsel to transfer, or potential for additional tag-along actions, undermine the effectiveness of these motions in addressing the risks of duplicative multidistrict litigation. *In re: Natrol, Inc. Glucosamine/Chondroitin Mktg. & Sales Pracs. Litig.*, 26 F. Supp. 3d 1392 (J.P.M.L. 2014) (granting centralization and "conclud[ing] that the pendency of

Section 1404 motions is not an obstacle to centralization"); *see also In re Broiler Chicken Grower Antitrust Litig.*, 509 F. Supp. 3d 1359, 1361 (J.P.M.L. 2020) (same).

As an initial matter, there is no indication that decisions on the transfer motions are imminent, as briefing has yet to conclude in any case. *See In re Broiler Chicken Grower Antitrust Litig.*, 509 F. Supp. 3d at 1361 (granting centralization and noting that "[r]ulings on the pending Section 1404 motions have not been issued and do not appear imminent"); *In re Inclusive Access Course Materials Antitrust Litig.*, 482 F. Supp. 3d 1358, 1359 (J.P.M.L. 2020) (same).

Stellantis will oppose the International UAW's efforts to transfer the cases to the Central District of California. The first-to-file rule is an inefficient mechanism for centralization in cases such as this one, where the involvement of numerous jurisdictions creates a significant risk of inconsistent rulings on the venue issue across eleven different courts. Moreover, the courts should deny the transfer motions given that the Actions lack any nexus to the Central District of California other than the lone grievance filed by Local 230. *See In re Dividend Solar Fin., LLC, & Fifth Third Bank Sales & Lending Pracs. Litig.*, 2024 WL 4429365, at *2 (J.P.M.L. Oct. 3, 2024) (granting centralization despite pendency of 1404 motions that had not been ruled on and holding "[u]nder the circumstances, transfer via Section 1404 does not seem an efficient or practicable means of placing all actions before a single court"); *In re Chrysler Pacifica Fire Recall Prod. Liab. Litig.*, 619 F. Supp. 3d at 1351 ("Considering the number of involved districts, the wholesale absence of any transfer activity, and the potential tag-along actions, we find that transfer under Section 1404 or the first-to-file rule does not provide a reasonable prospect for eliminating the multidistrict character of this litigation."); *In re Epipen (Epinephrine Injection, USP) Mktg., Sales Pracs. & Antitrust Litig.*, 268 F. Supp. 3d 1356, 1360 (J.P.M.L. 2017) (holding that while transfer under Section 1404 or the first-to-file doctrine may have advantages in general, centralization is the most effective option for coordinating the litigation given the opposition to transfer motions in other actions and the uncertainty of

their outcomes). With eleven different jurisdictions considering transfer, however, there is a substantial risk of inconsistent decisions on the motions. For instance, the Eastern District of Michigan, with its strong nexus to the litigation, may deny the transfer, whereas other jurisdictions may grant it or stay the actions, leaving the multidistrict character of the litigation intact. This risk is heightened because courts apply different standards to assess motions under the first-to-file rule. Some courts prioritize the convenience factors outlined in 28 U.S.C. § 1404, while others rely more heavily on the judicially created first-to-file rule, often without meaningful consideration of convenience factors. *Compare, e.g.*, *Kleinerman v. Luxtron Corp.*, 107 F. Supp. 2d 122 (D. Mass. 2000) (explaining that "[t]he preference for the first-filed action to proceed is . . . not an inviolable rule of law" and evaluating balance of convenience factors), *with Caremark LLC v. Nation*, 2022 WL 475981, at *3 (D. Ariz. Feb. 16, 2022) (staying later filed case based on analysis of "chronology of the lawsuits, similarity of the parties, and similarity of the issues").

The potential for inconsistent outcomes among eleven separate courts invites confusion and inefficiency, precisely the type of fragmented litigation that Section 1407 is designed to prevent. *See In re Enron Sec. Derivative & ERISA Litig.*, 196 F. Supp. 2d 1375, 1376 (J.P.M.L. 2002) (granting a transfer in part to prevent inconsistent pretrial rulings). Recognizing this potential for disparate results, Stellantis has asked the eleven courts where the International UAW and local unions filed their transfer motions to stay further proceedings, including briefing on the transfer motions, pending this Panel's resolution of the motion to centralize this litigation in the Eastern District of Michigan.

In addition, the potential for subsequent actions against the International UAW or its locals remains high. Additional local unions have already filed sham grievances identical to those that named defendant local unions have already filed, and while these grievances are not yet at a strikable stage, they could reach that stage soon. The International UAW and its local unions may argue that they have withdrawn some grievances, but these withdrawals were made without prejudice, allowing them to reinstate the grievances

under the CBA within 90 days of withdrawal. Moreover, the International UAW has publicly stated its intent to strike by early 2025.[7] Given Stellantis' ability to file actions only in forums with personal jurisdiction over the named defendant local unions, the risk of further fragmented and duplicative litigation remains significant. Centralizing the cases in the Eastern District of Michigan before a single transferee judge would eliminate these inefficiencies, ensure uniform rulings, and facilitate the fair and efficient resolution of the disputes. *See In re Generic Digoxin & Doxycycline Antitrust Litig.*, 222 F. Supp. 3d 1341, 1343 (J.P.M.L. 2017) (consolidating where "there [wa]s a significant risk of inconsistent rulings" if the actions proceeded individually).

b. Centralization is necessary to reduce duplicative discovery.

Transferring and consolidating the Actions is also necessary to reduce duplicative discovery. Without consolidation, discovery will inevitably be duplicated and carried out in a piecemeal basis in different courts around the country. *See In re Commodity Exch., Inc., Gold Futures and Options Trading Litig.*, 38 F. Supp. 3d 1394, 1395 (J.P.M.L. 2014) (centralization is appropriate where it "will eliminate duplicative discovery" and "conserve the resources of the parties, their counsel, and the judiciary"); *see also Manual for Complex Litig.*, § 20.131 (4th ed.) (2004) ("The objective of transfer [through the MDL process] is to eliminate duplication in discovery, avoid conflicting rulings and schedules, reduce litigation cost, and save the time and effort of the parties, the attorneys, the witnesses, and the courts.").

The Actions share common allegations stemming from the same events, involve overlapping grievances, and focus on the same contractual provisions—particularly the application of Letter 311. *See*

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[7] *See, e.g.*, https://www.wifr.com/2024/12/04/uaw-local-1268-sets-new-deadline-stellantis-answers-reopening-belvidere-assembly/; *see also* https://uaw.org/wp-content/uploads/2024/11/Stellantis-Gotinsky-November-Message.pdf (letter dated November 14, 2024, from Kevin Gotinsky (Director, International UAW Stellantis Department), distributed to International UAW Stellantis Members urging members to "please sign the strike authorization pledge"). The Panel can take judicial notice of materials in the public record. *See, e.g.*, *In re: Kissi*, 923 F. Supp. 2d 1367, 1369 (J.P.M.L. 2013).

In re Auto Body Shop, 2014 WL 3908000, at *1-2 (J.P.M.L. 2014) (noting that transfer was appropriate to eliminate duplicative discovery when the actions shared a common factual core). The discovery process would necessarily entail reviewing the same relevant documents, deposing the same witnesses, and analyzing similar issues. The involvement of multiple jurisdictions, judges, schedules, and different plaintiffs' counsel makes informal coordination impracticable and burdensome for all parties involved. Expert discovery, particularly regarding damages, will likely overlap significantly, further underscoring the need for a coordinated approach. Centralization would mitigate these inefficiencies by establishing a unified discovery and motions practice schedule, ensuring consistency and streamlining proceedings.

Centralization would also prevent the need for the same key witnesses—who are all located in the Eastern District of Michigan—to participate in multiple, duplicative proceedings. The critical witnesses in all twelve Actions are the senior Stellantis and International UAW leaders who negotiated Letter 311 and participated in subsequent discussions regarding its implementation. Both Stellantis and the International UAW are headquartered in the Eastern District of Michigan, where these witnesses work and where the relevant documents and records are housed. Their testimony will address identical issues in each case. Without centralization, these witnesses could be made to appear for depositions and hearings in multiple courts across the country, unduly burdening their time and resources. Consolidation would allow these witnesses to participate once in a single coordinated proceeding, reducing the strain on their schedules and ensuring uniform testimony. *See, e.g.*, *In re Auto Body Shop*, 2014 WL 3908000, at *1 (transfer to a single judge was beneficial because he or she could "structure pretrial proceedings to accommodate all parties' legitimate discovery needs while ensuring that common witnesses are not subjected to duplicative discovery demands"); *In re Enfamil Lipil*, 764 F. Supp. 2d 1356, 1357 (J.P.M.L. 2011) ("Centralizing the

actions will allow for the efficient resolution of common issues and prevent unnecessary or duplicative pretrial burdens from being placed on the common parties and witnesses.”).[8]

The procedural posture of these Actions further supports consolidation. To date, discovery has not commenced, and no party has incurred substantial costs or significant efforts on motion practice. By intervening at this early stage, the Panel can transfer the Actions for coordinated or consolidated pretrial proceedings, avoiding piecemeal litigation and reducing the likelihood of additional, redundant filings in other jurisdictions. *In re: Darvocet, Darvon & Propoxyphene Prod. Liab. Litig.*, 780 F. Supp. 2d 1379, 1382 (J.P.M.L. 2011) (“Since all the actions in this docket are at an early stage, transfer to another district should not be disruptive.”). Consolidation at this early stage will promote efficiency, ensure consistency, and conserve resources for the parties, third parties, and the courts. *See, e.g.*, *In re Pinelntel*, 342 F. Supp. 2d 1348, 1349 (J.P.M.L. 2004). The fact that the International UAW and its local unions have filed a motion for judgment on the pleadings in California does not impede centralization, as the Panel has routinely recognized. *See, e.g.*, *In re Allura Fiber Cement Siding Products Liab. Litig.*, 366 F. Supp. 3d 1365, 1366 (J.P.M.L. 2019) (“[W]here the litigation involves common factual questions, centralization may be appropriate even though defendants predict that they will prevail on dispositive motions prior to commencement of discovery.”); *In re: Anheuser-Busch Beer Labeling Mktg. and Sales Pracs. Litig.*, 949 F. Supp. 2d 1371, 1371 n.2 (J.P.M.L. 2013) (centralizing actions over defendant’s objection that “little or no discovery will be required in light of the defenses raised in its pending motions to dismiss”).

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[8] Centralization in the Eastern District of Michigan remains the most appropriate option even if the International UAW and its local unions argue that discovery may need to extend to the local unions. While the International UAW and its local unions have denied Stellantis’ allegations that the International UAW coordinated the activities of the local unions, including the nearly identical grievances filed across the country, this issue does not undermine the suitability of Michigan as the transferee forum. Local union leaders frequently travel to Detroit for meetings and negotiations with the International UAW, making the Eastern District of Michigan a logical and convenient location for any required depositions or proceedings involving local union representatives.

4. The Eastern District of Michigan Is the Appropriate Transferee Venue.

The Panel balances a number of factors in determining the transferee venue, including the experience, skill, and caseloads of the available judges; the number of cases pending in the jurisdiction; the convenience of the parties; the location of the witnesses and evidence; and the minimization of cost and inconvenience to the parties. *See In re: Preferential Drugs Prods. Pricing Antitrust Litig.*, 429 F. Supp. 1027, 1029 (J.P.M.L. 1977); *In re: Tri-State Crematory Litig.*, 206 F. Supp. 1376, 1378 (J.P.M.L. 2002).

Along with its proximity to the parties' headquarters and its central location, the Eastern District of Michigan is uniquely suited to handle the consolidated pretrial proceedings promptly and efficiently. *See, e.g.*, *In re Xyberbaut Corp. Sec. Litig.*, 403 F. Supp. 2d at 1355 (transferring related actions and citing its "relatively favorable caseload statistics"); *see also Manual Complex Litig.* § 20.131 (4th ed.) (explaining that the Panel considers "the experience, skill, and caseloads of available judges"). The Eastern District of Michigan has been faster on average than many other federal district courts in the country. For example, during the twelve-month period ending March 31, 2023, the median time from filing to the disposition of civil cases resolved during or after pretrial proceedings was just 16.8 months in the Eastern District of Michigan, compared to a national average of 17.9 months and 22.1 months in the Central District of California.[9] The Eastern District of Michigan's ability to resolve cases efficiently is also reflected in other caseload statistics: despite a higher-than-average number of newly filed civil cases (3,229 filings compared to the national average of approximately 3,024 across all 94 districts), the Eastern District of Michigan has only 3,457 pending civil cases, significantly below the national average of approximately 6,208.[10] In

[9] *See* Admin. Office of the U.S. Cts., Federal Judicial Caseload Statistics: Median Time From Filing to Disposition of Civil Cases, by Action Taken, Table C-5 (Mar. 31, 2023), https://www.uscourts.gov/statistics/table/c-5/federal-judicial-caseload-statistics/2023/03/31.

[10] *See* Admin. Office of the U.S. Cts., Federal Judicial Caseload Statistics: Civil Cases Filed, Terminated, and Pending, by Jurisdiction, Table C-1 (Mar. 31, 2023), https://www.uscourts.gov/statistics/table/c-1/federal-judicial-caseload-statistics/2023/03/31.

contrast, the Central District of California saw 14,038 new filings during the same period and currently has 10,270 pending civil cases—more than double the number in Michigan.[11]

Moreover, the Eastern District of Michigan has capable judicial and court staff with a long history of successfully managing complex multidistrict litigation, including those involving the automobile industry and labor organizations. *See, e.g.*, *In re Delphi Corp. Sec., Derivative & 'ERISA' Litig.*, 403 F. Supp. 2d 1358, 1360 (J.P.M.L. 2005); *In re Gen. Motors Onstar Contract Litig.*, 502 F. Supp. 2d 1357, 1358 (J.P.M.L. 2007). Additionally, the Eastern District of Michigan is currently home to four multidistrict litigations.[12]

For these reasons, centralization in the Eastern District of Michigan is appropriate and essential for the efficient and fair resolution of these related Actions.

IV. CONCLUSION

For the reasons stated in this Memorandum and accompanying Motion, Stellantis respectfully requests that this Panel enter an order transferring the Actions on the attached Schedule of Actions to the Eastern District of Michigan for consolidated pretrial proceedings.

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[11] *See* Admin. Office of the U.S. Cts., Federal Judicial Caseload Statistics: Civil Cases Filed, Terminated, and Pending, by Jurisdiction, Table C-1 (Mar. 31, 2023), https://www.uscourts.gov/statistics/table/c-1/federal-judicial-caseload-statistics/2023/03/31.

[12] U.S. Judicial Panel on Multidistrict Litigation, *MDL Statistics Report – Distribution of Pending MDL Dockets by District* (Dec. 2, 2024), https://www.jpml.uscourts.gov/sites/jpml/files/Pending_MDL_Dockets_By_District-December-2-2024.pdf.

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