

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

DEANA CARECCIO, ARVIND CHANDRAN,
BRENDA CHAQUETTE, CHAD J. COOK,
JEFFREY COSTA, LISA COSTANZA,
WILLIAM HOYER, KEVIN MORRIS, and
EDWARD MOTA, On behalf of Themselves
and All Others Similarly Situated,

CIVIL ACTION NO.
2:08-CV-02619-KSH-PS

Plaintiffs,

vs.

BMW OF NORTH AMERICA, LLC,
BRIDGESTONE AMERICAS TIRE
OPERATIONS, LLC and
BRIDGESTONE CORPORATION,

Defendants.

ORDER GRANTING PRELIMINARY APPROVAL OF 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 November 18, 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 the settlement 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 Final Approval Hearing described below.

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 current and former owners and lessees of model year 2006 and 2007 BMW 3 Series Vehicles (E90 and E91) sold or leased in the United States originally equipped with Turanza EL42 run-flat tires manufactured by Bridgestone ("the Vehicles"), where, as set forth in BMW of North America's Service Information Bulletin 36 06 06 dated February 2008 (the "SIB"):

- a. the Bridgestone Turanza EL42RFT 205/55R16 (16-inch) tire bears a DOT number indicating manufacture on or before the 22nd week of 2007 (*i.e.*, "2207") and the BMW 3 Series Vehicle was manufactured on or before September 10, 2007; or
- b. the Bridgestone Turanza EL42 RFT 225/45R17 (17-inch) tire bears a DOT number indicating manufacture on or before the 26th week of 2006 (*i.e.*, "2606") and the BMW 3 Series Vehicle was manufactured on or before September 14, 2006.

Excluded from the Settlement Class are Defendants, as well as Defendants' affiliates, employees, officers and directors, including franchised dealers, any person who has experienced physical injury as a result of the defects at issue in this litigation and the Judges and Mediator to whom this case is 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 February 5, 2010. 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. Ten 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, 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 March 19, 2010 (the "Opt Out Deadline"). 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 and Vehicle Identification Number 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. 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 March 19, 2010 (the "Objection Date"). To state a valid objection to the Settlement, an objecting Settlement Class Member must in his/her/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/its Vehicle(s); (iii) the DOT number on the Tires; (iv) set forth a statement of the position(s) the objector wishes to assert, including the factual and legal grounds for the position; and (v) 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/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 Final Approval 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 Final Approval Hearing. The objection must also be mailed to each of the following, postmarked by no later than the last day to file the objection: Class Counsel: James C. Shah, Shepherd, Finkelman, Miller & Shah, LLP, 475 White Horse Pike, Collingswood, NJ

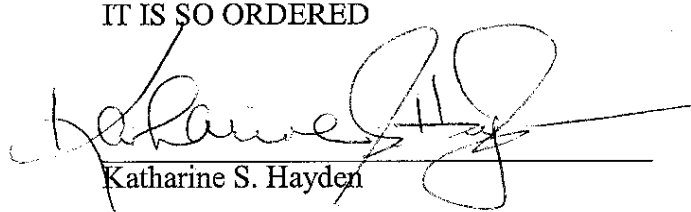
08107; Rosemary J. Bruno, Buchanan Ingersoll & Rooney PC, 550 Broad Street, Suite 810, Newark, NJ 07102; and Susan T. Dwyer, Herrick, Feinstein LLP, 2 Park Avenue, New York, NY 10016. Any Settlement Class Member who does not make his/her/its objections in the manner provided herein shall be deemed to 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 April 12, 2010 at ²9:00 p.m. in Courtroom 5 of the United States District Court for the District of New Jersey (Post Office and Courthouse Building), Newark, NJ 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. All papers in support of the Final Approval Hearing shall be filed ten (10) days prior to the Final Approval Hearing. 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 7, 2010


Katharine S. Hayden