

GM Truck Prods., 55 F.3d at 785-86 (citing *Girsh*, 521 F.2d at 157).

In addition to the *Girsh* factors, the Third Circuit encourages district courts to consider additional factors, such as the probable outcome of a trial on the merits, the probable outcome of claims by other classes, and the reasonability of any provisions for attorneys' [*25] fees. *In re Prudential Ins. Co. Am. Sales Prac. Litig. Agent Actions* ("*Prudential*"), 148 F.3d 283, 323 (3d Cir. 1998). The "*Prudential* considerations are just that, prudential." *In re Baby Products Antitrust Litig.* ("*Baby Products*"), 708 F.3d 163, 174 (3d Cir. 2013). Finally, the Third Circuit has guided that an important consideration is "the degree of direct benefit provided to the class," including "the size of the individual awards compared to claimants' estimated damages." *Id.*

Though a district court must vigorously protect the interests of absent class members, it also owes deference to a settlement as the negotiated agreement of private parties. As the Third Circuit explained, "[s]ettlements are private contracts reflecting negotiated compromises. The role of a district court is not to determine whether the settlement is the fairest possible resolution [but only whether] the compromises reflected in the settlement . . . are fair, reasonable and adequate when considered from the perspective of the class as a whole." *Id.* at 173-74 (citation omitted).

B. Analysis

The Court finds that the *Girsh* factors and *Prudential* considerations weigh in favor of approving the settlement.

1. *Girsh* factor one: Complexity and duration of litigation

The first *Girsh* factor considers the complexity and likely [*26] duration of litigation without settlement. *GM Truck Prods.*, 55 F.3d at 785. This factor favors approving a settlement when resolution of the claims by trial would require "additional discovery, extensive pretrial motions addressing complex factual and legal questions, and ultimately a complicated, lengthy trial." *Warfarin Sodium*, 391 F.3d at 536. The action here, which has been pending for over three years, would require the analysis of records from "hundreds of consumers," expert opinions on complex mechanical issues, and the resolution of claims under federal law and the laws of several different states. ECF No. 92 at 20-21. The first *Girsh* factor favors final approval of the settlement.

2. *Girsh* factor two: reaction of the Class

The second *Girsh* factor "attempts to gauge whether members of the class support the settlement." *Prudential*, 148 F.3d at 318. Although the Third Circuit has warned that district courts should be "cautious about inferring support from a small number of objectors in a sophisticated settlement," *Warfarin Sodium*, 391 F.3d at 536 (quoting *GM Truck Prods.*, 55 F.3d at 812), courts typically "analyze this factor by counting the number of objectors and weighing the vociferousness of their objections," as well as by counting the number of Class members who submit claims. *Martina v. L.A. Fitness Intern., LLC*, 2013 U.S. Dist. LEXIS 145285, 2013 WL 5567157, at *5 (D.N.J. Oct. 8, 2013) (Walls, J.) (citing *Prudential*, 148 F.3d at 318; *GM Truck Prods.*, 55 F.3d at 812).

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