

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION
AT DAYTON**

**IN RE: BEHR DAYTON THERMAL
PRODUCTS, LLC LITIGATION**

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Case No. 03:08-cv-0326-WHR-SLO

Judge Walter H. Rice

**MAHLE BEHR, USA INC.'S ANSWER AND AFFIRMATIVE DEFENSES TO THE
THIRD MASTER AMENDED CLASS ACTION COMPLAINT**

Defendant Behr America, Inc., now known as MAHLE Behr USA, Inc. (“MAHLE Behr”), formerly through its counsel, states the following as its Answer and Affirmative Defenses to the Third Master Amended Class Action Complaint (“Third Master Amended Complaint”):

GENERAL ALLEGATIONS

1. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler, LLC (“Chrysler”) or Aramark Uniform & Career Apparel, LLC (“Aramark”) and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 1 of Plaintiffs’ Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

2. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr admits only that Behr Dayton Thermal Products, LLC, now known as

MAHLE Behr Dayton Thermal Products, LLC (“MAHLE Behr Dayton”) purchased the facility located at 1600 Webster Street, Dayton, Ohio facility in 2002 and that MAHLE Behr Dayton has operated and managed that facility since its purchase. MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 2 of Plaintiffs’ Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

3. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 3 of Plaintiffs’ Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

4. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 4 of Plaintiffs’ Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

5. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 5 of Plaintiffs’ Third Master Amended Complaint.

6. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 6 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

7. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 7 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

8. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations in Paragraph 8 of Plaintiffs' Third Master Amended Complaint and leaves Plaintiffs to their proofs.

9. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 9 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

10. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 10 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

JURISDICTION AND VENUE

11. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 11 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

12. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 12 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

13. MAHLE Behr denies the factual allegation in Paragraph 13 of Plaintiffs' Third Master Amended Complaint and leaves Plaintiffs to their proofs.

14. MAHLE Behr admits only that one named plaintiff is diverse from one Defendant. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 14 of Plaintiffs' Third Master Amended Complaint.

15. MAHLE Behr admits only that venue in the Southern District of Ohio is appropriate. MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 15 of Plaintiffs' Third Master Amended Complaint.

THE PARTIES
Plaintiffs

16. MAHLE Behr admits only that the named plaintiffs own property in Dayton, Ohio. Answering further, MAHLE Behr denies as untrue the remaining factual allegations regarding the parameters of "the defined Classes."

17. MAHLE Behr admits only Plaintiff Terry Martin's allegations regarding his place of residence and property ownership. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 17 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

18. MAHLE Behr admits only Plaintiff Nancy Smith's allegations regarding her place of residence and property ownership. MAHLE Behr neither admits nor denies the factual

allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 18 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

19. MAHLE Behr admits only Plaintiff Deborah Needham's allegations regarding her place of residence and property ownership. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 19 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

20. MAHLE Behr admits only Plaintiff Linda Russell's allegations regarding her place of residence and property ownership. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 20 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

Defendants

21. MAHLE Behr admits the factual allegations set forth in Paragraph 21 Plaintiffs' Third Master Amended Complaint.

22. MAHLE Behr admits the factual allegations set forth in Paragraph 22 of Plaintiffs' Third Master Amended Complaint.

23. MAHLE Behr neither admits nor denies the factual allegations in Paragraph 23 of Plaintiffs' Third Master Amended Complaint that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations.

24. MAHLE Behr neither admits nor denies the factual allegations in Paragraph 24 of Plaintiffs' Third Master Amended Complaint that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations.

BACKGROUND FACTS

A. "The Chrysler – Behr Plume"

25. MAHLE Behr admits only that Behr Dayton Thermal Products, LLC, now known as MAHLE Behr Dayton purchased the facility located at 1600 Webster Street, Dayton, Ohio facility in 2002 and that MAHLE Behr Dayton has operated and managed that facility since its purchase. Answering further, MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 25 of Plaintiffs' Third Master Amended Complaint.

26. MAHLE Behr admits only that Behr Dayton Thermal Products, LLC, now known as MAHLE Behr Dayton purchased the facility located at 1600 Webster Street, Dayton, Ohio facility in 2002 from Chrysler's predecessor-in-interest DaimlerChrysler Corporation ("DCC") and MAHLE Behr Dayton has operated and managed the facility since its purchase. Answering further, MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 26 of Plaintiffs' Third Master Amended Complaint.

27. MAHLE Behr admits only that Chrysler's predecessor DCC owned the property located at 1600 Webster Avenue, Dayton, Ohio prior to MAHLE Behr Dayton's purchase in 2002. Since 2002, MAHLE Behr Dayton has owned and operated the facility. MAHLE Behr denies as untrue the remaining allegations set forth in Paragraph 27 of Plaintiffs' Third Master Amended Complaint.

28. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 28 of Plaintiffs' Third Master Amended Complaint.

29. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 29 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

30. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 30 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

31. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 31 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

32. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 32 of Plaintiffs' Third Master Amended Complaint.

33. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 33 of Plaintiffs' Third Master Amended Complaint.

34. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 34 of Plaintiffs' Third Master Amended Complaint.

35. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering

further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 35 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

36. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations set forth in Paragraph 36 and leaves Plaintiffs to their proofs.

37. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations set forth in Paragraph 37 and leaves Plaintiffs to their proofs.

38. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations set forth in Paragraph 38 and leaves Plaintiffs to their proofs.

39. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations set forth in Paragraph 39 and leaves Plaintiffs to their proofs.

40. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 40 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

41. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 41 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

B. "The Chrysler-Behr-Aramark Plume"

42. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations set forth in Paragraph 42 of Plaintiffs' Third Master Amended Complaint.

43. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations set forth in Paragraph 43 of Plaintiffs' Third Master Amended Complaint.

44. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations set forth in Paragraph 44 of Plaintiffs' Third Master Amended Complaint.

45. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations set forth in Paragraph 45 of Plaintiffs' Third Master Amended Complaint.

46. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 46 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

47. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 47 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

48. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph

48 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

49. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 49 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

50. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 50 of Plaintiffs' Third Master Amended Complaint.

51. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 51 of Plaintiffs' Third Master Amended Complaint.

52. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark and leaves Plaintiffs to their proofs with respect to those allegations set forth in Paragraph 52 of Plaintiffs' Third Master Amended Complaint.

53. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 53 of Plaintiffs' Third Master Amended Complaint.

54. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 54 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

55. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 55 of Plaintiffs' Third Master Amended Complaint.

56. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 56 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

57. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 57 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

58. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 58 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

CLASS REPRESENTATION ALLEGATIONS

59. MAHLE Behr denies that the prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action.

60. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 60 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

61. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 61 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

62. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 62 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

63. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 63 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

64. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 64 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

65. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 65 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

66. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 66 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

67. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 67 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

68. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 68 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any

prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

69. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 69 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

70. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 70 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

71. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 71, including all subparts, of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

72. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 72 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

73. MAHLE Behr denies as the remaining factual allegations set forth in Paragraph 73 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this

action is suitable as a class action. As to the remaining legal conclusions, no response is required.

74. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 74 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

75. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 75 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

76. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 76 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

77. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 77 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that the

prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action.

78. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 78 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that the prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action.

79. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 79 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

80. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 80 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

81. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 81 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

82. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 82 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that the prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action. As to the remaining legal conclusion, no response is required.

83. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 83 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that the prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

84. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 84 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

85. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 85 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that the prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

86. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 86 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that the prerequisites for class certification under Fed. R. Civ. P. 23 have been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

87. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 87 of Plaintiffs' Third Master Amended Complaint. Answering further, MAHLE Behr denies that any prerequisite for class certification under Fed. R. Civ. P. 23 has been met or that this action is suitable as a class action. As to the remaining legal conclusions, no response is required.

COUNT I

Trespass

88. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 87 of Plaintiffs' Third Master Amended Complaint as stated herein.

89. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 89 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

90. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 90 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

91. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 91 of Plaintiffs' Third Master Amended Complaint.

92. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 92 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

93. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 93 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

94. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 94 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

95. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 95 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

96. MAHLE Behr neither admits nor denies the truth of the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations

set forth in Paragraph 96 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

97. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 97 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

98. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 98 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count I of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT II

Private Nuisance

99. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 98 Plaintiffs' Third Master Amended Complaint as stated herein.

100. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations in Paragraph 100 and leave Plaintiffs to their proofs with respect to those allegations. As to the remaining legal conclusions, no response is required.

101. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations in Paragraph 101 and leave Plaintiffs to their proofs with respect to those allegations. As to the remaining legal conclusions, no response is required.

102. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 102 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

103. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 103 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

104. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 104 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

105. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 105 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count II of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT III

Unjust Enrichment

106. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 105 of Plaintiffs' Third Master Amended Complaint as stated herein.

107. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 107 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

108. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 108 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

109. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 109 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

110. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 110 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

111. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 111 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

112. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 112 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

113. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 113 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

114. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 114 of Plaintiffs'

Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

115. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 115 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

116. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 116 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count III of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT IV

Strict Liability

117. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 116 of Plaintiffs' Third Master Amended Complaint as stated herein.

118. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 118 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

119. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 119 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

120. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 120 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

121. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 121 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusion, no response is required.

122. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 122 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count IV of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT V

Negligence

123. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 122 of Plaintiffs' Third Master Amended Complaint as stated herein.

124. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 124 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

125. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 125 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

126. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 126 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

127. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 127 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

128. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 128 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count V of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT VI

Negligence Per Se

129. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 128 of Plaintiffs' Third Master Amended Complaint as stated herein.

130. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 130 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

131. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 131 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

132. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 132 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

133. MAHLE Behr neither admits nor denies the legal conclusions in Paragraph 133 of Plaintiffs' Third Master Amended Complaint as no response is required.

134. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 134 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

135. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 135 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

136. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 136 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count VI of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT VII

Battery

137. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 136 of Plaintiffs' Third Master Amended Complaint as stated herein.

138. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 138 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

139. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 139 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

140. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 140 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count VII of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT VIII

Intentional Fraudulent Concealment

141. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 140 of Plaintiffs' Third Master Amended Complaint as stated herein.

142. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 142 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

143. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 143 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

144. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 144 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

145. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 145 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

146. MAHLE Behr the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 146 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

147. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 147 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

148. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 148 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

149. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 149 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

150. MAHLE Behr lacks knowledge or information sufficient to form a belief as to the truth of the factual allegations and legal conclusions in Paragraph 150 and leave Plaintiffs to their proofs with respect to those allegations.

151. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 151 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

152. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 152 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

153. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 153 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count VIII of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT IX

Constructive Fraud (Negligent Fraudulent Concealment)

154. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 153 of Plaintiffs' Third Master Amended Complaint as stated herein.

155. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 155 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

156. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 156 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

157. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 157 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

158. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 158 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

159. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 159 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

160. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 160 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

161. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 161 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

162. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 162 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count IX of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT X

Negligent Misrepresentation

163. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 162 of Plaintiffs' Third Master Amended Complaint as stated herein.

164. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 164 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

165. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 165 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

166. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in

Paragraph 166 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

167. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 167 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

168. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 168 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

169. MAHLE Behr denies as untrue the factual allegations set forth in Paragraph 169 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

170. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 170 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

171. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph

171 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

172. MAHLE Behr neither admits nor denies the factual allegations that relate only to Aramark or Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 172 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count X of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

COUNT XI

Civil Conspiracy

173. MAHLE Behr incorporates by reference its answers to Paragraphs 1 through 172 of Plaintiffs' Third Master Amended Complaint as stated herein.

174. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 174 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

175. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph

175 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

176. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 176, including all subparts, of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

177. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 177 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

178. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 178 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

179. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 179 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

180. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 180 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

181. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 181 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

182. MAHLE Behr neither admits nor denies the factual allegations that relate only to Chrysler and leaves Plaintiffs to their proofs with respect to those allegations. Answering further, MAHLE Behr denies as untrue the remaining factual allegations set forth in Paragraph 182 of Plaintiffs' Third Master Amended Complaint. As to the remaining legal conclusions, no response is required.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Count XI of Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

AFFIRMATIVE DEFENSES

For its further and separate affirmative and/or special defenses to the Third Master Amended Complaint, MAHLE Behr avers the following:

1. Plaintiffs fail to state a claim upon which relief may be granted against MAHLE Behr.
2. MAHLE Behr is an improper party to this action.
3. Plaintiffs' claims are barred, in whole or in part, by the applicable statutes of limitation and/or the doctrine of laches.
4. The Court lacks subject matter jurisdiction over this matter based on applicable environmental laws and regulations and/or primary jurisdiction of certain governmental bodies.
5. Plaintiffs' and the purported class members' claims are barred in whole or in part by the doctrines of waiver, estoppel, ratification and/or unclean hands.
6. Plaintiffs' claims are barred, in whole or in part, because Plaintiffs' damages, if any, were caused by their own acts or omissions.
7. Plaintiffs were guilty of negligence and/or contributory or comparative negligence, which was greater than any alleged negligence of MAHLE Behr, and therefore, Plaintiffs are barred from recovery.
8. Plaintiffs are not entitled to a recovery because Plaintiffs failed to mitigate any damages they incurred.
9. Plaintiffs have failed to join other indispensable parties.
10. Plaintiffs' claims against MAHLE Behr are barred because federal, state and/or local authorities directed and/or ratified all of MAHLE Behr's action, which are the subject of Plaintiffs' claims.
11. MAHLE Behr was entitled to utilize and rely upon a system of waste disposal authorized and regulated by federal and state law and has, in fact, complied with all relevant statutory and administrative regulations applicable hereto.

12. Plaintiffs' claims may be barred or limited by the doctrine of "coming to the nuisance."

13. Plaintiffs' claims are barred because any invasion or trespass by particulates, vapors, odors, or other emissions has not resulted in substantial and/or unreasonable harm to Plaintiffs.

14. MAHLE Behr denies that it has ever intentionally, fraudulently or negligently concealed or misrepresented any material fact relating to the claims asserted in Plaintiffs' Third Master Amended Complaint. It further denies that Plaintiffs relied on any representation made by MAHLE Behr at any time relevant to the claims asserted by Plaintiffs. Finally, MAHLE Behr denies that any reliance by Plaintiffs on any representation made by MAHLE Behr, if any, was a proximate cause of any injury or damage alleged by Plaintiffs.

15. Plaintiffs' claims against MAHLE Behr on the basis of alleged joint and several liability are barred since the acts and omissions of all other defendants were separate and distinct from those of MAHLE Behr, if any, and neither the common law nor any federal or state statute renders MAHLE Behr jointly and severally liable for the acts or omissions of other defendants.

16. Plaintiffs and/or all of the purported class members were cognizant and aware of all the facts, circumstances and conditions existing, and consented to, permitted, acquiesced, actively encouraged and/or voluntarily assumed that risks therefrom and attendant thereto.

17. Plaintiffs' and the purported class members' causes of action are barred because they have not suffered an actual injury or damages as a result of the alleged conduct, and in any event, any losses or damages sustained by Plaintiffs are *de minimis*, remote, speculative and/or transient, and hence are not cognizable at law. Thus, Plaintiffs and any purported class members do not have any right, standing, or competency to maintain claims for damages or other relief.

18. The named Plaintiffs are not representative of any certifiable class or classes of person and therefore, they cannot meet the requirements set forth under Fed. R. Civ. P. 23.

19. This action is not properly maintainable as a class action.

20. Plaintiffs' and the purported class members' claims are barred because they are premature and not ripe for adjudication.

21. Plaintiffs' damages, if any, were not proximately caused by any act or omission on the part of MAHLE Behr.

22. Plaintiffs' injury and/or damages are the proximate result of the negligence of third parties over whom MAHLE Behr had no control.

23. MAHLE Behr denies being liable under the doctrine of strict liability in tort.

24. MAHLE Behr reserves the right to plead any additional affirmative or special defenses that may in the future become available to it because of the discovery of additional facts or otherwise.

25. MAHLE Behr incorporates by reference, as if fully set forth herein, all applicable affirmative or special defenses asserted by other Defendants in this action.

WHEREFORE, MAHLE Behr respectfully requests that the Court dismiss Plaintiffs' Third Master Amended Complaint with prejudice and award MAHLE Behr its costs, expenses and attorney's fees incurred in defending this action and any such further relief as this Court deems appropriate.

Respectfully submitted,

/s/ James A. King
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Dated: March 23, 2015

Attorneys for MAHLE Behr, Inc.

CERTIFICATE OF SERVICE

I, hereby, certify that on this 23rd day of March 2015, the undersigned electronically filed the foregoing using the CM/ECF System, which will send notification of the filing to all counsel of record.

/s/ Khalilah V. Spencer _____

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