

DISTRIBUTION PROTOCOL
EASTERN ONTARIO GASOLINE PRICE-FIXING CLASS ACTION SETTLEMENTS

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GENERAL PRINCIPLES OF THE ADMINISTRATION

1. The procedures set forth herein are intended to govern the administration of the settlement agreements entered into with the following Defendants:
 - (a) Canadian Tire Corporation Limited, dated June 4, 2013;
 - (b) Suncor Energy Products Inc. dated August 28, 2014;
 - (c) Mr. Gas Limited, dated December 5, 2014; and
 - (d) Pioneer Energy LP, dated May 7, 2015 (collectively, the “Settlement Agreements”).
2. The definitions set out in the Settlement Agreements apply to and are incorporated herein. Where a term is defined in both the Settlement Agreements and in this Distribution Protocol, the definition in this Distribution Protocol shall govern.

DEFINITIONS

3. For the purpose of this Distribution Protocol:
 - (a) ***Claim*** means the paper or electronic form that a Settlement Class Member must complete and submit before the Claims Filing Deadline in order to be considered for settlement benefits under this Distribution Protocol.
 - (b) ***Claims Filing Deadline*** means the date by which Claims must be postmarked or electronically submitted in order for Settlement Class Members to be considered for settlement benefits under this Distribution Protocol, which is four (4) months from the date of the first publication of the Notice of Approval.
 - (c) ***Eastern Ontario*** means the cities of Kingston, Brockville and Belleville and the area contained within the postal codes identified in Exhibit “A”.
 - (d) ***Eligible Gasoline Purchases*** shall have the meaning attributed to it in paragraph 22(b).

- (e) **Fond Levy** means the amounts payable to the Fonds d'aide aux recours collectifs pursuant to section 42 of *An Act respecting the Class Action*, RSQ, c R-2.1 and calculated in accordance with the governing regulations.
- (f) **Gasoline Purchases** means the aggregate amount paid by Settlement Class Members for Gasoline in Eastern Ontario between May 1, 2007 and November 30, 2007.
- (g) **Net Settlement Amount** mean the aggregate of the Settlement Amounts recovered pursuant to the Settlement Agreements, plus accrued interest, less Class Counsel Fees and Administration Expenses.
- (h) **Online Claim Portal** means a web-based portal created and maintained by the Claims Administrator in accordance with paragraphs 11 to 13 of this Distribution Protocol.
- (i) **Settlement Agreements** has the meaning attributed to it in paragraph 1.

THE CLAIMS ADMINISTRATOR'S DUTIES AND RESPONSIBILITIES

- 4. The Claims Administrator shall administer the Settlement Agreements and this Distribution Protocol under the ongoing authority and supervision of the Ontario Court.
- 5. The Settlement Amounts shall be held in an interest bearing trust account at a Canadian Schedule 1 bank in Canada and all payments from the Settlement Amounts shall be made from that account.
- 6. The Claims Administrator's duties and responsibilities shall include the following:
 - (a) administering Claims in a manner that conform to the Settlement Agreements, orders of the Court, and this Distribution Protocol;
 - (b) providing notices to the Settlement Class Members as required pursuant to this Distribution Protocol;

- (c) developing, implementing and operating electronic web-based systems and procedures for receiving and adjudicating Claims;
- (d) developing and implementing processes to detect possible fraudulent conduct, including monitoring claims for unusual activity such as multiple claims being filed from the same address;
- (e) making timely decisions in respect of Claims, notifying the Settlement Class Members of the decision and arranging payment to Settlement Class Members with approved Claims;
- (f) dedicating sufficient personnel to respond to Settlement Class Members inquiries in English or French, as the Settlement Class Member elects;
- (g) remitting the Fonds Levy to the Fonds d'aide aux recours collectifs;
- (h) arranging payments of Administration Expenses;
- (i) maintaining information about Settlement Class Members' Eligible Gasoline Purchases and proposed distribution, so as to permit Class Counsel to audit the administration at the discretion of Class Counsel or if ordered by the Ontario Court;
- (j) reporting to Class Counsel respecting Claims received and administered, and Administration Expenses;
- (k) cash management and audit control;
- (l) preparing and submitting such financial statements, reports and records as directed by Class Counsel and/or the Ontario Court; and
- (m) fulfilling any tax reporting and arranging payments required arising from the Settlement Amounts, including any obligation to report taxable income and make tax payments. All taxes (including interest and penalties) due with respect to the

income earned by the Settlement Amounts shall be paid from the Settlement Amounts.

SETTLEMENT BENEFITS AVAILABLE TO SETTLEMENT CLASS MEMBERS

7. Subject to paragraphs 8 and 9, the Net Settlement Amount will be distributed to eligible Settlement Class Members prorata (i.e., on a proportional basis) based on their Eligible Gasoline Purchases relative to the total Eligible Gasoline Purchases. Settlement benefits payable to members of the Quebec Settlement Class will be subject to deductions in respect of the Fonds Levy.
8. If the proportional amount results in qualifying Settlement Class Members receiving an amount that is beyond any reasonable estimate of expected damages or less than \$25, Class Counsel will seek further directions from the Ontario Court with respect to the distribution of the Net Settlement Amount.
9. Where a Settlement Class Member provides proof of purchase in accordance with paragraph 18(iii), the value of the Eligible Gasoline Purchases shall be capped at \$1,500.

THE CLAIMS PROCESS

The Claim

10. The Claim shall require the following:
 - (a) a declaration by the Settlement Class Member of the dollar value of his/her/its Gasoline Purchases;
 - (b) a declaration by the Settlement Class Member that he/she was at least 16 years old as of May 1, 2007;

- (c) a declaration by the Settlement Class Member of whether he/she/it resided in one of the postal codes identified in either Exhibit “A” or Exhibit “B” during the Settlement Class Period;
- (d) disclose whether the Settlement Class Member or any entity related to the Settlement Class Member has received compensation through other proceedings or private out-of-class settlements and/or provided a release in respect of any of the Settlement Class Member’s Gasoline Purchases, and provide details of the compensation received and the claims released;
- (e) authorization to the Claims Administrator to contact the Settlement Class Member or its representative, as the Claims Administrator deems appropriate for more information and/or to audit the Claim; and
- (f) declare that the information submitted in the Claim is true and correct.

The Online Claim Portal

- 11. The Claims Administrator shall create and maintain a website for the purposes of providing Settlement Class Members with information on the Settlement Agreements, the Distribution Protocol, the claims process, and access to the Online Claim Portal.
- 12. The Claims Administrator shall create an Online Claim Portal that Settlement Class Members can access in order to file a Claim and shall provide the necessary administration support to enable Settlement Class Members to do so.
- 13. The Online Claim Portal shall contain fields that require the Settlement Class Member to provide all applicable information required as part of the Claim, in accordance with paragraph 10 above.

The Claims Filing Process

14. Settlement Class Member will be encouraged to complete and submit a Claim electronically using the Online Claim Portal. Subject to further directions from the Ontario Court, Claims must be submitted on the Online Claim Portal on or before the Claim Filing Deadline.
15. If a Settlement Class Member does not have internet access or is otherwise unable to submit a Claim using the Online Claim Portal, the Settlement Class Member can register over the telephone with the Claims Administrator and the Claims Administrator shall send the Settlement Class Member a hardcopy claim form by mail. The completed and executed hardcopy Claim must be submitted to the Claims Administrator postmarked no later than the Claims Filing Deadline subject to further direction from the Ontario Court.

Audits

16. The Claims Administrator shall audit all Claims where the value of the Settlement Class Member's proportional distribution entitlement exceeds \$5,000.
17. The Claims Administrator shall conduct a random audit of at least 10% of Claims where the value of the proportional distribution entitlement is less than \$5,000. At its sole discretion, the Claims Administrator can elect to audit additional Claims.
18. If a Settlement Class Member's Claim is audited, the Settlement Class Member must provide documentary proof of the Settlement Class Member's Gasoline Purchases. Such documentary proof may take any of the following forms:
 - (i) invoices, receipts, purchase records, historical accounting records or comparable verification that is acceptable to the Claims Administrator;
 - (ii) a credit card statement, a bank statement, or comparable verification that includes merchant information and location and is acceptable to the Claims Administrator; or

- (iii) proof of residency within one of the postal codes identified in either Exhibit “A” or Exhibit “B” during the Settlement Class Period. Proof of a Settlement Class Member’s residency might include tax bills, utility bills, account statements, driver’s license or comparable documentation that is acceptable to the Claims Administrator.
- 19. The Claims Administrator shall notify the Settlement Class Member, by email or regular mail, that his/her/its Claim is the subject of an audit and the requirement to provide documentary proof of the Settlement Class Member’s Gasoline Purchases in accordance with paragraph 18. The Claims Administrator shall allow the Settlement Class Member thirty (30) days from the date of such notice to provide documentary proof. If documentary proof is not provided within the thirty (30) day period, the Claims Administrator shall reject the Claim, subject to the deficiency process identified in paragraph 20 below.

Deficiencies

- 20. If, during claims processing, the Claims Administrator finds that deficiencies exist in a Claim or other required information, the Claims Administrator shall notify the Settlement Class Member, by email or regular mail, of the deficiencies. The Claims Administrator shall allow the Settlement Class Member thirty (30) days from the date of such notice to correct the deficiencies. If the deficiencies are not corrected within the thirty (30) day period, the Claims Administrator shall reject the Claim. The Online Claim Portal shall be designed so as to minimize the possibility of deficient claims.
- 21. Settlement Class Members cannot utilize third-party claims services or similar services to file claims. Where Settlement Class Members use third-party claims services or similar services to file Claims, their Claims will be treated as deficient and they will be given an opportunity to cure the deficiency in accordance with paragraph 20 above. Notwithstanding the foregoing, nothing in this paragraph shall preclude Settlement Class

Members from being assisted by Class Counsel or another lawyer of their own choosing in the completion of their Claim, in which case the Settlement Class Members will be responsible for any legal expenses arising from those additional and individual legal services.

Claims Administrator's Decision

22. In respect of each Settlement Class Member who has filed a Claim in accordance with this Distribution Protocol, the Claims Administrator shall:
 - (a) decide whether the Settlement Class Member is eligible to receive settlement benefits payable out of the Net Settlement Amount in accordance with the Settlement Agreements, orders of the Court and this Distribution Protocol; and
 - (b) make a determination of the value of the Settlement Class Member's Gasoline Purchases in respect of which the Settlement Class Member is entitled to settlement benefits in accordance with the Settlement Agreements, orders of the Court and this Distribution Protocol ("Eligible Gasoline Purchases").
23. At its sole discretion, the Claims Administrator can reject a Claim, in whole or in part, where, in the Claims Administrator's view, the Settlement Class Member has submitted insufficient or false information or has otherwise engaged in fraudulent conduct.
24. The Claims Administrator shall send to the Settlement Class Member, by email or regular mail, a decision as to the approval or rejection of the Claim and the determination of the Eligible Gasoline Purchases. Where the Claims Administrator has rejected all or part of the Claim of the Settlement Class Member, the Claims Administrator shall include its grounds for rejecting all or part of the Claim.

25. The Claims Administrator's decision is final and binding and shall not be subject to any further appeal or review whatsoever.

Claims Distribution Process

26. As soon as practicable after the claims evaluations, the Claims Administrator shall make arrangements to pay approved Claims. Payments will be made by cheque.
27. To the extent that the full Net Settlement Amounts is not paid out due to uncashed cheques, residual interest or otherwise, such monies shall be distributed *cy près* to the Boys and Girls Clubs of Canada to assist with the transportation costs associated with the delivery of its programs in Ontario.

CONFIDENTIALITY

28. All information received from the Defendants or the Settlement Class Members is collected, used, and retained by the Claims Administrator pursuant to the *Personal Information Protection and Electronic Documents Act*, SC 2000 c 5 for the purposes of administering the Settlement Agreements, including evaluating the Settlement Class Member's eligibility status under the Settlement Agreements. The information provided by the Settlement Class Member is strictly private and confidential and will not be disclosed without the express written consent of the Settlement Class Member, except in accordance with the Settlement Agreements, orders of the Court, and/or this Distribution Protocol.

EXHIBIT “A” – 20 KM

Urban Regions		
Comprised of all postal codes beginning with the following three-character Forward Sortation Area codes:		
Kingston	Belleville	Brockville
K7G	K8N	K6T
K7K	K8P	K6V
K7L	K8R	K7A
K7M	K8V	
K7N		
K7P		
K7R		

Other Regions		
Comprised of the following postal codes:		
Kingston	Belleville	Brockville
K0H 1M0	K0K 1A0	K0E 1A0
K0H 1S0	K0K 1B0	K0E 1M0
K0H 1X0	K0K 1K0	K0E 1P0
K0H 1Y0	K0K 1V0	K0E 1T0
K0H 2Y0	K0K 2B0	
	K0K 2V0	
	K0K 3A0	

EXHIBIT “B” – 50KM

Other Regions			
Comprised of the following postal codes:			
Kingston	Belleville		Brockville
K0H 1G0	KOK 1E0	K0K 3H0	K0E 1B0
K0H 1H0	KOK 1G0	K0K 3J0	K0E 1C0
K0H 1T0	KOK 1H0	K0K 3K0	K0E 1E0
K0H 1V0	KOK 1L0	K0K 3L0	K0E 1G0
K0H 1W0	KOK 1M0	K0K 3M0	K0E 1H0
K0H 2H0	KOK 1P0	K0K 3V0	K0E 1K0
K0H 2L0	KOK 1R0	K0K 3W0	K0E 1L0
K0H 2N0	KOK 1S0	K0L 1L0	K0E 1N0
K0H 2R0	KOK 1T0	K0L 1Y0	K0E 1R0
K0H 2S0	KOK 1W0	K0L 1Z0	K0E 1V0
K0H 2T0	KOK 1X0	K0L 2Z0	K0E 1W0
K0H 2W0	KOK 1Y0		K0E 1X0
K0K 1J0	KOK 2A0		K0E 1Y0
K0K 1N0	KOK 2C0		KOG 1B0
K0K 1Z0	KOK 2J0		KOG 1E0
K0K 2S0	KOK 2K0		KOG 1G0
K0K 2W0	KOK 2L0		KOG 1J0
K0K 3G0	KOK 2M0		KOG 1L0
K0K 3N0	KOK 2N0		KOG 1N0
	KOK 2P0		KOG 1R0
	KOK 2T0		KOG 1S0
	KOK 2W0		KOG 1T0
	KOK 2Y0		KOG 1V0
	KOK 2Z0		KOG 1W0
	KOK 3C0		
	KOK 3E0		

