

***Robertson v. ProQuest Information and Learning LLC, CEDROM-SNi Inc., Toronto
Star Newspapers Ltd. and Rogers Publishing Limited***

DISTRIBUTION OF COMPENSATION FUND TO CLAIMANTS

1. The following definitions apply in this Schedule:
 - (a) “Claim Form” means a written claim from a Class Member seeking compensation from the Compensation Fund and is substantially in the form attached as Schedule A.
 - (b) “Claimant” means any person purporting to be a Class Member and who files a claim on his or her own behalf or on behalf of any corporation or entity under his or her direct or indirect control (as determined by the Claims Administrator or Class Counsel).
 - (c) “Compensation Fund” means the pool of funds to be paid to the Claims Administrator less amounts ordered payable to Heather Robertson, compensation for the Claims Administrator (including all expenses and taxes), payments to the Class Proceedings Fund and any expenses and taxes relating to the Notice of Court Approval.
 - (d) “Minimum Award Threshold” means \$5, representing the minimum amount of compensation that a Claimant must be eligible to receive based on the *pro rata* distribution in order for a fund distribution to be made to or on behalf of that Claimant.
 - (e) “Notice of Court Approval” means the court-approved notice advising of the approval of the settlement of claims as against Toronto Star Newspapers Ltd. and Rogers Publishing Limited, CEDROM-SNi Inc. and as against ProQuest Information and Learning LLC.
 - (f) “Order” means the order, if any, approving the settlement agreements with Toronto Star Newspapers Ltd. and Rogers Publishing Limited, , CEDROM-SNi Inc. and with ProQuest Information and Learning LLC.
 - (g) “Points System” means the method of determining the number of points assigned to a claim in order determine the amount of compensation to be awarded for that claim (as set out below). This points system is based on the number of Works to which the claim relates, the length of those Works and the publications in which those Works appeared.
2. All other capitalized terms used in this schedule have the same meaning as in the Order.

3. The Claims Administrator shall distribute the Compensation Fund as set out below.

Goal

4. The goal is to divide the Compensation Fund among Class Members who hold the copyright in Subject Works and who submit valid and timely claims. This division is based on a *pro rata* distribution that takes into account the number of points awarded under the Points System as set out below. This division is subject to limitations that exclude claims that are less than the Minimum Award Threshold and prevent situations where one Claimant (either directly or indirectly) would receive more than 1% of the Compensation Fund.

Provision of Information to Class Counsel and the Claims Administrator

5. The defendants ProQuest Information and Learning LLC, CEDROM-SNi Inc., Rogers Publishing Limited and Toronto Star Newspapers Ltd. (the “Defendants”), to the extent they have not already done so, shall make reasonable efforts to provide Class Counsel and the Claims Administrator with a list of relevant Canadian print publications (the “List”) that have from time to time been disseminated through on-line commercial databases (including without limitation those operated by a Defendant) and the range of dates that those publications that were so disseminated. For greater certainty, the Defendants shall have no liability arising from any error or omission in the List.
6. The Defendant ProQuest Information and Learning LLC shall provide the Claims Administrator with reasonable access to its on-line commercial database.

Deadline for Claims

7. Any person who wishes to claim compensation shall deliver to or otherwise provide the Claims Administrator a Claim Form substantially in the form attached as Schedule A not later than 90 days after first Notice of Court Approval is published. If the Claims Administrator does not receive a Claim Form from a Class Member by the deadline, then the Class Member shall not be eligible for any compensation whatsoever.
8. A Claimant may not submit more than one Claim Form. In particular, a Claimant shall submit one Claim Form that comprises all claims that he or she may have individually

and all claims for corporations or entities under his or her control. If more than one Claim Form is submitted within the time specified in paragraph 7, the Claims Administrator will treat them as one Claim Form.

Processing Claim Forms

9. The Claims Administrator shall review each Claim Form and verify that the Works listed on the Claim Form are eligible for compensation, as follows and in accordance with paragraph 11 below:

Creators

- a) A claim for a Work where the Claimant claims to be the Creator of the Work shall be eligible for points in the distribution scheme if:
- i. The Claims Administrator is satisfied the Work was created by the Claimant;
 - ii. The Claims Administrator is satisfied that the Claimant is a Class Member and none of the exclusions in Clause A of the Class Definition appear to apply;
 - iii. The Claimant has not opted out of the action; and
 - iv. The Work is a Subject Work.

Assignees

- b) A claim for a Work where the Claimant claims to be the Assignee of the rights of the Creator of, or a predecessor Assignee of, a particular Work shall be eligible for points in the distribution scheme if:
- i. The Claimant files a copy of a written assignment from the person who the Claims Administrator is satisfied was the creator of the Work or who the Claims Administrator is satisfied was an assignee of the Work;
 - ii. The Claims Administrator is satisfied that the Claimant is a Class Member and none of the exclusions in Clauses A, B or C of the Class Definition appear to apply;
 - iii. The Claimant has not opted out of the action; and
 - iv. The Work is a Subject Work.

Personal Representatives

- c) A claim for a Work where the claimant claims to be the personal representative of the estate of the Creator or Assignee of a Work shall be eligible for points in the distribution scheme if:
- i. The Claimant files a copy of a will purporting to appoint the claimant as executor or trustee of the estate of the person who the Claims Administrator is satisfied was the creator of the Work or who the Claims Administrator is satisfied was an assignee of the Work, or a copy of a court order purporting to appoint the Claimant as administrator of the estate of the creator or assignee, or such other evidence satisfactory to the Claims Administrator establishing the Claimant is the personal representative of the estate of the creator or assignee;
 - ii. The Claims Administrator is satisfied that the Claimant is a Class Member and none of the exclusions in Clauses A, B or C of the Class Definition appear to apply;
 - iii. The Claimant has not opted out of the action, and
 - iv. The Work is a Subject Work.
10. The Claims Administrator shall review the lists of Works on the Claim Forms and, with respect to all Works that are eligible, assign the number of points to the claims prescribed by the Points System set out below.
11. The Claims Administrator shall take reasonable measures to verify that the Works are eligible for points in the compensation scheme. The Claims Administrator may rely on a sampling or random audit of the Works and need not search the databases for each and every Work on each and every claim form.
12. Where a Work does not correspond to the list of publications provided pursuant to paragraph 5, the Claims Administrator may nonetheless determine that the Work is eligible for points in the distribution scheme based on the other information available to the Claims Administrator, including information received from Class Counsel.

Pro Rata Allocation

13. As soon as possible after (i) all timely Claim Forms have been processed; (ii) the time to request a reconsideration for disallowed claims under paragraph 21 below has expired; and (iii) all administrative reviews under paragraph 22 have concluded, the Claims

Administrator shall allocate to the Claimants the net amount of the Compensation Fund on a *pro rata* basis based upon each Claimant's points, subject to the following limitations:

- (a) A Claimant will not receive compensation where the amount allocated to that claimant based on the *pro rata* distribution would be less than the Minimum Award Threshold (i.e. \$5). Any such amounts allocated shall instead be paid to the Professional Writers Association of Canada (Canada Revenue Agency registration number 124191198RR0001) to be used for such charitable purposes as the Professional Writers Association of Canada deems fit.
- (b) No one Claimant, individually or in combination with any corporation or entity under his or her control (as determined by the Claims Administrator), shall be allocated more than 1% of the net amount of the Compensation Fund.

Compensation Cheques

- 14. The Claims Administrator shall mail the compensation cheques to the Claimants at their last known postal addresses. If, for any reason, a claimant does not cash a cheque within 6 months after the date of the cheque, the Claimant shall forfeit the right to compensation and the funds shall be distributed in accordance with paragraph 15..

Remaining Amounts

- 15. If, after all distributions to Class Members have been made and all other financial commitments have been met pursuant to the Order approving this settlement or in order to implement the settlement, the remaining amounts in the Compensation Fund shall be paid to the Professional Writers Association of Canada (Canada Revenue Agency registration number 124191198RR0001) to be used for such charitable purposes as the Professional Writers Association of Canada deems fit.

Completion of Claim Form

- 16. If, for any reason, a living Class Member is unable to complete the Claim Form then it may be completed by the Class Member's personal representative, or a member of the Class Member's family.

Irregular Claims

- 17. The claims process is intended to be expeditious, cost effective and "user friendly" and to minimize the burden on Class Members. The Claims Administrator shall, in the absence

of reasonable grounds to the contrary, assume the Class Members to be acting honestly and in good faith.

18. Where a Claim Form contains minor omissions or errors, the Claims Administrator shall correct such omissions or errors if the information necessary to correct the error or omission is readily available to the Claims Administrator.
19. The claims process is also intended to prevent fraud and abuse. If, after reviewing any Claim Form, the Claims Administrator believes that the claim contains unintentional errors which would materially exaggerate the number of points to be awarded to the claimant, then the Claims Administrator may disallow the claim in its entirety or make such adjustments so that an appropriate number of points is awarded to the Claimant. If the Claims Administrator believes that the claim is fraudulent, or contains intentional errors which would materially exaggerate the number of points to be awarded to the Claimant, then the Claims Administrator shall disallow the claim in its entirety.
20. Where the Claims Administrator disallows a claim in its entirety, the Claims Administrator shall send to the Claimant at the Claimant's last known postal address, a notice advising the Claimant that he or she may request the Claims Administrator to reconsider its decision. For greater certainty, where the Claims Administrator concludes the Claimant is not entitled to points for some of the Works listed in the claim form, but does not disallow the claim in its entirety, the Claimant is not entitled to a notice or a review.
21. Any request for reconsideration must be received by the Claims Administrator within 21 days of the date of the notice advising of the disallowance. If no request is received within this time period, the claimant shall be deemed to have accepted the Claims Administrator's determination and the determination shall be final and not subject to further review by any court or other tribunal.
22. Where a Claimant files a request for reconsideration with the Claims Administrator, the Claims Administrator shall advise Class Counsel of the request and conduct an administrative review of the Class Member's complaint.

23. Following its determination in an administrative review, the Claims Administrator shall advise the Claimant of its determination. In the event the Claims Administrator reverses a disallowance, the Claims Administrator shall send the Claimant at the Claimant's last known postal address, a notice specifying the revision to the Claims Administrator's disallowance.
24. The determination of the Claims Administrator in an administrative review is final and is not subject to further review by any court or other tribunal.
25. Any matter not referred to above shall be determined by analogy by the Claims Administrator in consultation with Class Counsel.

Points Allocation System

A Claimant shall receive the indicated number of points for the indicated items.

	Points
Tier 1 Works	
3000 or more words	100 points
501 to 2999 words	50 points
500 or fewer words	10 points
Tier 2 Works	
3000 or more words	50 points
501 to 2999 words	25 points
500 or fewer words	5 points
Tier 3 Works	
3000 or more words	10 points
501 to 2999 words	5 points
500 or fewer words	1 point

The following conditions apply to points allocation:

1. A “**Tier 1 Work**” is a Work published in the following publications and date ranges:

<i>National Post</i>	October 27, 1998 to April 11, 2011
<i>Vancouver Sun</i>	February 2, 1987 to April 11, 2011
<i>Calgary Herald</i>	December 7, 1988 to April 11, 2011
<i>Montreal Gazette</i>	January 2, 1985 to April 11, 2011
<i>Edmonton Journal</i>	March 10, 1989 to April 11, 2011
<i>The Ottawa Citizen</i>	September 3, 1985 to April 11, 2011
<i>Macleans</i>	January 6, 1992 to April 11, 2011
<i>Canadian Business</i>	January 1, 1993 to April 11, 2011
<i>Marketing</i>	January 1, 1996 to April 11, 2011
<i>Toronto Star</i>	May 23, 1985 to April 11, 2011
<i>Hamilton Spectator</i>	October 7, 1991 to April 11, 2011
<i>Kitchener-Waterloo Record</i>	October 1, 1990 to April 11, 2011

2. A “**Tier 2 Work**” is a Work published in the following publications and date ranges:

<i>Medical Post</i>	January 9, 1996 to April 11, 2011
<i>Canadian Grocer</i>	January 1, 1993 to April 11, 2011
<i>Today's Parent</i>	February 1, 1993 to April 11, 2011
<i>Chatelaine</i>	January 1, 1993 to April 11, 2011
<i>L'Actualite</i>	January 1, 1999 to April 11, 2011
<i>Food in Canada</i>	January 1, 1996 to April 11, 2011
<i>Guelph Mercury</i>	September 15, 1999 to April 11, 2011
<i>Niagara This Week</i>	September 17, 2004 to April 11, 2011
<i>The Independent & Free Press</i> (<i>Georgetown Independent</i>)	October 1, 2003 to April 11, 2011

<i>Kelowna Capital News</i>	September 26, 2004 to April 11, 2011
<i>The Vancouver Province</i>	March 20, 1989 to April 11, 2011
<i>The Victoria Times-Colonist</i>	January 4, 1993 to April 11, 2011
<i>The Windsor Star</i>	October 20, 1986 to April 11, 2011
<i>The Saskatoon Star-Phoenix</i>	May 1, 1996 to April 11, 2011
<i>Saint John Telegraph Journal</i>	January 2, 1998 to April 11, 2011
<i>Regina Leader Post</i>	January 1, 2000 to April 11, 2011
<i>Kingston Whig-Standard</i>	January 14, 1985 to May 31, 2006
<i>Fredericton Daily Gleaner</i>	January 2, 1998 to April 11, 2011
<i>Moncton Times-Transcript</i>	January 2, 1998 to April 11, 2011
<i>Sudbury Star</i>	July 8, 1999 to May 31, 2006
<i>Prince George Citizen</i>	August 17, 1999 to April 11, 2011
<i>Nanaimo Daily News</i>	October 14, 1998 to April 11, 2011
<i>Kamloops Daily News</i>	August 16, 1999 to April 11, 2011

3. A “**Tier 3 Work**” is any other Work not included in Tiers 1 or 2.
4. A Work published in serial form (i.e. divided into chapters or parts and published in several editions of a Print Media publication) shall be deemed to be a series of separate works for purposes of points allocation. For example, a 10,000-word short story divided into five 2,000-word parts and published in five editions of a magazine would be deemed to be five 2,000-word Works.
5. If a Work has been published in more than one publication or on different occasions, it shall be allocated a single set of points based on the highest applicable tier. For example, if a Work was published twice and in one circumstance it constituted a Tier 1 Work and in the other it was a Tier 3 Work, then it would be allocated points as a Tier 1 Work only and there would be no additional points for it also being a Tier 3 Work. As a second example, if a Work were published twice and in both circumstances it constituted a Tier 1 Work, then it would be allocated points as a Tier 1 Work only once.

SCHEDULE A

Robertson v. ProQuest Information and Learning LLC, CEDROM-SNi Inc., Toronto Star Newspapers Ltd. and Rogers Publishing Limited

CLASS ACTION CLAIM FORM

Part 1 - Your Contact Information

First (Given) Name:

Middle Names:

Last (Family) Name:

Street Address:

City/Town:

Province:

Postal Code:

Country:

Telephone number:

E-mail address:

Part 2 - Lists Your Works Published by Toronto Star, Rogers, Canwest or their Affiliates

Literary Works¹: list any articles and other literary works that

- (1) were published in print in Canada by Toronto Star Newspapers Ltd., Rogers Publishing Limited, Canwest Publishing Inc., their predecessors or their affiliates (including all divisions, subsidiaries, affiliated companies, parent companies, successors, assigns, licensees and sub-licensees) (collectively the “Publishers”); and
- (2) were made available through an electronic database (e.g. ProQuest) pursuant to the purported authorization or permission of one of these Publishers.

Note: the claims administrator will use the publication list (available on the claims administrator’s website) to determine whether articles or other literary works are eligible for compensation. *Works in publications not included on the publication list are not eligible for compensation unless you can provide sufficient documentation showing that they meet the above two criteria.*

¹ Literary works means any original literary work (including newspaper and magazine articles, book excerpt, etc.) that first appeared in a newspaper, magazine, periodical, book, newsletter, journal or other paper-based publication in Canada and a copy of which has been disseminated through commercial online databases operated by or authorized by the defendants containing text-based reproductions.

Part 3 - Entitlement, Election & Certification

Your Basis of Entitlement

What is the basis of your entitlement? (X appropriate boxes)

<input type="checkbox"/> Author of the works listed above.
<input type="checkbox"/> Assignee: the author assigned to me the copyrights in the works listed above: <input type="checkbox"/> I attach a copy of the written assignment(s) <input type="checkbox"/> I cannot attach a copy of the written assignment(s). ³
<input type="checkbox"/> Personal Representative of Deceased Author: the author is deceased and I am the personal representative of the estate of the author of the works listed above: <input type="checkbox"/> I attach a copy of the will appointing me as executor or trustee, or <input type="checkbox"/> I attach a copy of a court order appointing me as administrator, or <input type="checkbox"/> I attach other evidence showing I am the personal representative of the author's estate, or <input type="checkbox"/> I cannot attach evidence showing I am the personal representative of the Creator's estate. ⁴
<input type="checkbox"/> Author Living But Incapable: the author of the works listed above is not deceased, but is unable to complete the Claim Form. I am a member of the author's family or a personal representative. ⁵
<input type="checkbox"/> Other: (Please explain and attach any corroborating document ⁶) _____ _____ _____ _____ _____ _____ _____

³ No compensation will be awarded to assignees who cannot file copies of the written assignment(s) on which their entitlement is based.

⁴ No compensation will be awarded to personal representatives of estates who cannot file copies of will, court order or other evidence satisfactory to the claims administrator.

⁵ The Claims Administrator may request corroboration, e.g. showing that the claimant is a member of the author's family. If the claim is accepted on this basis, the compensation cheque will be made payable to the author, not to the claimant.

⁶ For example, if you are the personal representative of a deceased assignee's estate, you should attach copies of the assignment(s) as well as the will, court order or other evidence showing you represent that estate.

Certification

I hereby certify that

- (a) I am not claiming for any works that were created in the course of my or the author's employment;
- (b) I am not claiming for any works for which I have signed a written agreement granting the right to place the works in an electronic database; and
- (c) all information I have provided on this form is true to the best of my knowledge and belief.

Date

Signature

Print Name

IT IS A SERIOUS OFFENCE TO MAKE A FALSE STATEMENT.

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CLASS ACTION CLAIM FORM INSTRUCTION SHEET

General

In order to file a claim for compensation under the *Robertson v. ProQuest* settlement, class members are required to file a properly completed claim form, along with any required supporting documentation, with the claims administrator, Mr. William Dovey of Duff & Phelps [formerly Cole & Partners]. All claim forms must be submitted by no later than 5:00 p.m. (Toronto time), on _____, 2011, via mail or facsimile at

Duff & Phelps
80 Richmond Street West, Suite 2000
Toronto, Ontario, M5H 2A4
Fax: 416-364-2904

The claims administrator will use the publication list (available on the claims administrator's website, www.duffandphelps.com) to determine whether articles or other literary works are eligible for compensation. **Works in publications not included on the publication list are not eligible for compensation unless you can provide sufficient documentation showing that**

- (1) the works not on the list were published in print in Canada by Toronto Star Newspapers Ltd., Rogers Publishing Limited, Canwest Publishing Inc., their predecessors or their affiliates (including all divisions, subsidiaries, affiliated companies, parent companies, successors, assigns, licensees and sub-licensees) (collectively the "Publishers"); and
- (2) the works were made available through an electronic database (e.g. ProQuest) pursuant to the purported authorization or permission of one of these Publishers.

Further information regarding the claims process can be obtained by contacting the claims administrator by telephone (416-361-2590) or by contacting class counsel, Koskie Minsky LLP, at

Koskie Minsky LLP
900-20 Queen St. West, Suite 900, Box 52
Toronto, ON, M5H 3R3
Re: Robertson v. ProQuest et al. Class Action
Tel : 1.866.777.6343
Email : freelance1classaction@kmlaw.ca

Filling out the Claim Form

Part 1: Your Contact Information: Provide name and up to date address and all requested contact information. The claims administrator may need to contact you in regards to your claim.

Part 2: List Your Literary Works: compensation is allocated on the basis of a points system¹ that takes into account the number of works claimed, the publication in which the work first

¹ Further details regarding the points allocation system is set out in the claims process, which is available from the document links on the respective websites of class counsel (www.kmlaw.ca/freelanceclassaction) and the claims administrator (www.duffandphelps.com).

appeared and the length of the work. Accordingly, you should be as thorough as possible in completing this section. It is your obligation to provide all the requested information for each literary work on your Claim Form.

If there is not enough space on the Claim Form to list all of the works for which you are claiming compensation, you may attach additional pages in a fashion consistent with the Claim Form. Please be sure to clearly indicate that you are attaching such a list to the claim form, either on the claim form or in a covering note to the claims administrator.

Part 3: Basis of Your Entitlement: If you are the original author of the works claimed, check the first box (“**Author**”).

If your entitlement is based upon an assignment of the copyright in the works, check the second box (“**Assignee**”). In addition, check the appropriate box under assignee to indicate whether or not you are attaching a copy of the written assignment with the claim form.

If you are claiming on behalf of the estate of a deceased author, please check the third box (“**Personal Representative of Deceased Author**”). In addition, check the appropriate box to indicate the documentation you are filing in support of your claim that you are entitled to represent the estate of the deceased author.

If you are filing a claim on behalf of a class member who is unable to file a claim on his or her own behalf, please check the fourth box (“**Author Living But Incapable**”).

If you believe you are eligible to make a claim, but do not fall under any of the categories above (Author, Assignee, Personal Representative of Deceased Author or Author Living But Incapable), you may check the fifth box (“**Other**”). You should explain why you believe you are eligible to make a claim and provide any supporting documentation.

Although members are not required to file further documentation in support of their claim (other than Assignees or Estate Representatives), Class Members may file such supporting documentation. If such supporting documentation is filed, please be sure to check box 11 (“Other”). Supporting documents will not be returned to you so submit copies only.

Certification

Class members are responsible for ensuring that the information provided to the claims administrator is accurate, and must certify that they are entitled to compensation on the basis of the information set out in the Claim Form. A false statement in the Claim Form may disentitle you to any compensation.