

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC.,	)	
doing business as Bear	)	
Mountain Travel Stop;	)	
MAHWAH FUEL STOP;	)	
GERALD F. KRACHEY,	)	Civil Action
doing business as Krachey's	)	No. 07-cv-01078
BP South; and	)	
WALT WHITMAN TRUCK STOP, INC.,	)	
on Behalf of Themselves and	)	
All Others Similarly Situated,	)	
	)	
Plaintiffs	)	
	)	
vs.	)	
	)	
COMDATA NETWORK, INC.,	)	
doing business as Comdata	)	
Corporation, et al.;	)	
CERIDIAN CORPORATION;	)	
TRAVELCENTERS OF AMERICA LLC;	)	
TA OPERATING LLC;	)	
TRAVEL CENTERS OF AMERICA	)	
HOLDING COMPANY LLC;	)	
PETRO STOPPING CENTERS, L.P.;	)	
PILOT TRAVEL CENTERS LLC;	)	
PILOT CORPORATION; and	)	
LOVE'S TRAVEL STOPS & COUNTRY	)	
STORES, INC.,	)	
	)	
Defendants	)	

O R D E R

NOW, this 8th day of October, 2014, upon consideration of Plaintiffs' Unopposed Motion for Distribution of Net Settlement Fund, which motion was filed September 12, 2014 (Document 719) together with Exhibits 1 and 2 (Documents 719-1); and upon consideration of plaintiffs' Notice of Untimely Additional Claims,

which notice was filed September 16, 2014 (Document 720) together with Exhibit A (Document 720-1):

WHEREAS, on July 14, 2014, this Court entered an Order, *inter alia*, Granting Final Approval of Class Action Settlement whereby the Court approved a Settlement Agreement between and among Marchbanks Truck Service, Inc. d/b/a Bear Mountain Travel Stop, Gerald F. Krachey d/b/a Krachey's BP South, Walt Whitman Truck Stop, Inc., and Mahwah Fuel Stop (collectively "Plaintiffs") and Defendants (a) Comdata Network, Inc. d/b/a Comdata Corporation ("Comdata") n/k/a Comdata Inc.; (b) its parent Ceridian Corporation n/k/a Ceridian LLC ("Ceridian"); (c) Pilot Travel Centers LLC and Pilot Corporation (collectively "Pilot Defendants"); (d) TravelCenters of America LLC and its wholly owned subsidiaries TA Operating LLC f/k/a TA Operating Corporation d/b/a TravelCenters of America, TravelCenters of America Holding Company LLC f/k/a TravelCenters of America, Inc., and Petro Stopping Centers, L.P. (collectively "TA Defendants"); and (e) Love's Travel Stops & Country Stores, Inc. ("Love's"), dated March 3, 2014 (Document 711)("Final Approval Order") and the Plan of Allocation and Distribution approved therein;

WHEREAS, on March 17, 2014, the Court issued an order requiring Court-appointed settlement administrator Rust Consulting, Inc. to, among other things, mail Claim Forms to potential Settlement Class Members that included an estimate of

(a) the number of transactions, (b) the total amount of the transactions, and (c) the Merchant Transaction Fees paid for processing of Comdata proprietary transactions and an initial estimate of the Claimant's *pro rata* share of the Net Settlement Fund using those estimated Merchant Transaction Fees by April 14, 2014 and establishing a deadline for Class Counsel to submit a motion for distribution of Net Settlement Fund, which deadline was extended to September 13, 2014 pursuant to the Court's August 7, 2014 Order;

WHEREAS, Rust sent pre-populated Claim Forms to potential Settlement Class Members on or before April 14, 2014 by first class mail, and Class Counsel submitted a motion for distribution of Net Settlement Fund on September 12, 2014, as required;

WHEREAS, Class Counsel has submitted the Declaration of Elizabeth Levine, the Project Manager for Rust, dated September 12, 2014 ("Levine Distribution Decl.") verifying the actions taken by Rust to (i) mail all Claim Forms to Settlement Class Members (*see also*, Declaration of Elizabeth Levine in Support of Plaintiffs' Unopposed Motion for Final Approval dated June 16, 2014, Document 709-3); (ii) verify the accuracy of submitted Claim Forms; (iii) in concert with Econ One, Inc., the Court-appointed economic consulting firm, and consultation with Co-Lead Class Counsel (a) analyze transaction data provided by

Claimants, where applicable and (b) work with Settlement Class Members to cure deficiencies and discrepancies in submitted Claim Forms, if possible; and (iv) make a final determination as to the 2,218 Claimants that are eligible to share in the Net Settlement Fund, which shares are to be calculated by Econ One using the Court-approved methodology set forth in the Plan of Allocation and Distribution;

WHEREAS, on September 16, 2014, Class Counsel submitted a Notice of Untimely Additional Claims explaining that three Settlement Class Members submitted otherwise valid claims after September 4, 2014 (when Rust finalized the database of all eligible claims), but before September 12, 2014 (the "Three September Claims") that, if received before September 4, 2014, would have been deemed eligible by Rust, bringing the total number of Claimants that are eligible to share in the Net Settlement Fund -- which shares will be calculated by Econ One using the Court-approved methodology set forth in the Plan of Allocation and Distribution -- to 2,221;

WHEREAS, the Levine Distribution Decl. lists certain expenses necessarily incurred in connection with administration of the Settlement and the distribution of the Net Settlement Fund;

WHEREAS, Class Counsel has submitted the Declaration of Andrew C. Curley, Esq., dated September 12, 2014 identifying

additional reasonable expenses incurred in connection with the litigation of this case;

WHEREAS, as set forth in ¶18 of the Final Approval Order, the Court has retained jurisdiction over the action, the parties, and Settlement Class Members.

NOW THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Three September Claims are accepted as valid and those Claimants are permitted to share in the Net Settlement Fund.<sup>1</sup>

2. Otherwise, the administrative determinations of Rust, the Court-appointed Settlement Administrator in this case, concerning the Claims submitted in this case are hereby APPROVED.

3. The settlement funds in the above-captioned action, less any taxes, fees and expenses awarded by the Court, including deduction of the payments specified herein (the "Net Settlement Fund") shall be distributed to Settlement Class Members whose Proof of Claim forms have been accepted by Rust using the Court-approved methodology set forth in the Plan of Allocation and Distribution, including the Three September Claims;

4. Payment of \$250,754.52 to Rust Consulting, Inc. and \$44,604.50 to Econ One, Inc. for the fees and expenses in

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<sup>1</sup> A District Court has equitable authority to excuse late filings in matters of class settlement, and therefore may decide to accept or not accept such filings so long as such decision is not an abuse of the court's discretion. See In re Orthopedic Bone Screw Products Liability Litigation, 246 F.3d 315, 320 (3d Cir. 2001). Accordingly, I have decided to include the Three September Claims in the Net Settlement Fund distribution because had the claims been filed merely one week earlier, they would have been deemed eligible by Rust.

connection with the services performed in processing the Proof of Claim forms and in administering the Settlement is hereby APPROVED;

5. Payment of \$2,185 to Class Counsel for additional reasonable expenses incurred in the litigation of this case is hereby APPROVED;

6. No further Claims received by Rust shall be allowed.

7. Any further claims against the Net Settlement Fund established for purposes of this Settlement are finally and forever barred.

8. Plaintiffs, Class Counsel, Econ One, Rust, and all persons who were involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the claims filed in this action, or who are otherwise involved in the administration or taxation of the Net Settlement Fund, are hereby released and discharged from any and all claims arising out of such involvement, and, pursuant to the release terms of the Settlement Agreement, all Settlement Class Members, whether or not they are to receive payment from the Net Settlement Fund, are hereby barred from making any further claim against the Net Settlement Fund beyond the amount allocated to them by the Settlement approved by the Court.

9. Class Counsel, Rust and Econ One are hereby authorized to discard (a) paper or hard copies of Proof of Claim forms and related documents not less than one year after the distribution of the Net Settlement Fund to Settlement Class Members with accepted claims; and (b) electronic media or data not less than three years after the distribution of the Net Settlement Fund to Settlement Class members with accepted claims.

10. The Court retains jurisdiction over any further application or matter which may arise in connection with the administration of this Settlement.

BY THE COURT:

/s/ JAMES KNOLL GARDNER  
James Knoll Gardner  
United States District Judge