

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

MARSHA MARTIN and FERN CAMIRAND

Plaintiffs

- and -

**MICHAEL BARRETT, JOHN REBRY, LLOYD CRAWFORD,
WILLIAM DEMERLING, CLAUDE GAUTHIER, CLARE HAYES,
JIM MADILL, MICHAEL STEVENS, BRIAN ASHFORD,
JOHN BLACK, JOHN HILL, CHARLES MACDAID,
JOSEPH MARTIN, JUNE MCFARLANE, LARRY MELNYK,
JOHN STAFFORD, as trustees of the Participating Co-Operatives
of Ontario Trusteed Pension Plan (FSCO Reg. No. 345736),
THE CANADA TRUST COMPANY, CIBC MELLON TRUST COMPANY,
CIBC MELLON GLOBAL SECURITIES SERVICES COMPANY,
CANADIAN IMPERIAL BANK OF COMMERCE,
MARK EDWARD WORKMAN carrying on business as
WHITTACAT CONSULTING ASSOCIATES,
WHITTACAT HOLDINGS LTD., TURNBULL AND TURNBULL LTD.,
THE ESTATE OF JOHN A. TURNBULL, deceased, LOUIS ELLEMENT,
ANTHONY F. COOPER and ANTHONY F. COOPER
ACTUARIAL SERVICES LIMITED and TORYS LLP**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

AMENDED STATEMENT OF DEFENCE AND CROSSCLAIM

1. The defendants, Mark Edward Workman ("Workman") carrying on business as Whittacat Consulting Associates, and Whittacat Holdings Limited (collectively, "the Workman defendants"), admit the allegations contained in paragraphs 40 and 43 (first sentence).
2. The Workman defendants deny the allegations contained in paragraphs 1-7, 26, 34, 35, and 44-130 of the Statement of Claim.
3. The Workman defendants have no knowledge in respect of the allegations contained in paragraphs 8-25, 27-33, 36-39, and 43 (other than the first sentence thereof).

AMENDED THIS 14 Nov. 05 PURSUANT TO
MODIFIE CE CONFORMEMENT A
RÈGLE/LA RÈGLE 26.02 (1) B

THE ORDER OF
L'ORDONNANCE DU
DATED / FAIT LE

REGISTRAR
SUPERIOR COURT OF JUSTICE
BREFIER
COUR SUPÉRIEURE DE JUSTICE

4. Workman is an individual residing in the Cayman Islands. The defendant Whittacat Holdings Ltd., is a company incorporated pursuant to the laws of Ontario, and carries on business as Whittacat Consulting Associates. Beginning in the late 1980's, and continuing until the arrangement ended in February, 2001, the Workman defendants were retained to provide advice with respect to the selection and monitoring of Investment Managers and to provide investment allocation advice to the Participating Co-Operatives of Ontario Trusteed Pension Plan (the "Plan").

5. The Workman defendants deny all allegations of liability made by the plaintiffs. At all material times, the Workman defendants carried out any and all obligations to the Plan and its beneficiaries in accordance with all applicable legal or equitable duties and obligations.

6. The Workman defendants deny that the Plan and its beneficiaries suffered any damages that are compensable in law. In the alternative, any damages suffered by the Plan and its beneficiaries were not caused by any action of the Workman defendants.

7. The Workman defendants ask that this claim be dismissed as against them with costs on a substantial indemnity basis.

CROSSCLAIM

8. The Workman defendants crossclaim against each of the other defendants, with the exception of The Canada Trust Company, CIBC Mellon Trust Company, CIBC Mellon Global Securities Services Company, and Canadian Imperial Bank Of Commerce (the "Canada Trust and CIBC Defendants"), for:

- (a) contribution, indemnity and relief over for any amount for which the Workman defendants may be found to be liable to the Plaintiffs or proposed class members in this action;

- (b) the Workman defendants' costs of defending the main action and of this crossclaim on a substantial indemnity basis; and
- (c) such further and other relief as to this Honourable Court may seem just.

9. The Workman defendants repeat and rely upon the statements contained in the Statement of Defence herein.

10. If the plaintiffs sustained damages (as alleged in the Statement of Claim or otherwise), which is not admitted but is specifically denied, then such damages were caused or contributed to by the defendants other than the Workman defendants and the Canada Trust and CIBC Defendants. In the event that the Workman defendants are found to be liable to the plaintiffs or to potential class members, the Workman defendants are entitled to contribution, indemnity and other relief from the other defendants, with the exception of the Canada Trust and CIBC Defendants. In this regard only, the Workman defendants adopt the allegations against the other defendants (other than the Canada Trust and CIBC Defendants) as contained in the Statement of Claim.

11. The Workman defendants plead and rely upon the provisions of the *Negligence Act*, R.S.O. 1990, c. N-1, as amended.

November 11, 2005

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MARSHA MARTIN and FERN CAMIRAND

- and -

MICHAEL BARRETT, ET AL,

Plaintiffs

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SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT
Toronto, Ontario**

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AND CROSSCLAIM**

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