

Court of Appeal File No.: M42068
Court of Appeal File No.: M42399
S.C.J. Court File No.: CV-12-9667-00CL

COURT OF APPEAL FOR ONTARIO

THE HONOURABLE JUSTICE MACFARLAND) WEDNESDAY, THE
THE HONOURABLE JUSTICE WATT) 26TH DAY OF JUNE,
THE HONOURABLE JUSTICE EPSTEIN) 2013

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED, AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF SINO-FOREST CORPORATION**

Court of Appeal File No.: M42068
Court of Appeal File No.: M42399
S.C.J. Court File No.: CV-11-431153-00CP

COURT OF APPEAL FOR ONTARIO

B E T W E E N :

**THE TRUSTEES OF THE LABOURERS' PENSION FUND OF CENTRAL AND
EASTERN CANADA, THE TRUSTEES OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS LOCAL 793 PENSION PLAN FOR OPERATING
ENGINEERS IN ONTARIO, SJUNDE AP-FONDEN, DAVID GRANT and
ROBERT WONG**

Plaintiffs

- and -

**SINO-FOREST CORPORATION, ERNST & YOUNG LLP, BDO LIMITED
(formerly known as BDO MCCABE LO LIMITED), ALLEN T.Y. CHAN, W.
JUDSON MARTIN, KAI KIT POON, DAVID J. HORSLEY, WILLIAM E.
ARDELL, JAMES P. BOWLAND, JAMES M.E. HYDE, EDMUND MAK, SIMON
MURRAY, PETER WANG, GARRY J. WEST, PÖYRY (BEIJING)
CONSULTING COMPANY LIMITED, CREDIT SUISSE SECURITIES
(CANADA), INC., TD SECURITIES INC., DUNDEE SECURITIES
CORPORATION, RBC DOMINION SECURITIES INC., SCOTIA CAPITAL
INC., CIBC WORLD MARKETS INC., MERRILL LYNCH CANADA INC.,
CANACCORD FINANCIAL LTD., MAISON PLACEMENTS CANADA INC.,
CREDIT SUISSE SECURITIES (USA) LLC and MERRILL LYNCH, PIERCE,
FENNER & SMITH INCORPORATED (successor by merger to Banc of America
Securities LLC)**

Defendants

Proceeding under the *Class Proceedings Act, 1992*



ORDER

THIS MOTION, made by the moving parties Invesco Canada Ltd., Northwest & Ethical Investments L.P. and Comité Syndical National de Retraite Bâtirente Inc. for leave to appeal from the order of the Honourable Justice Morawetz dated December 10, 2012 (“Sanction Order”, Court of Appeal File No.: M42068) was heard in writing at Osgoode Hall, 130 Queen Street West, Toronto.

AND THIS MOTION, made by the moving parties Invesco Canada Ltd., Northwest & Ethical Investments L.P., Comité Syndical National de Retraite Bâtirente Inc., Matrix Asset Management Inc., Gestion Férique and Montrusco Bolton Investments Inc. (the “Appellants”), for leave to appeal from the orders of the Honourable Justice Morawetz dated March 20, 2013 approving the Ernst & Young LLP settlement and for leave to appeal from the order of the Honourable Justice Morawetz dated March 20, 2013 dismissing the Appellants’ motion for a representation order (“Settlement Approval Order” and “Representation Dismissal Order”, Court of Appeal File No.: M42399) was heard in writing at Osgoode Hall, 130 Queen Street West, Toronto.

WHEREAS by Order dated May 1, 2013 this Court ordered that the motion for leave to appeal the Sanction Order shall be consolidated and heard together with the motion for leave to appeal the Settlement Approval Order and Representation Dismissal Order,

ON READING the motion record of Invesco Canada Ltd., Northwest & Ethical Investments L.P. and Comité Syndical National de Retraite Bâtirente Inc. seeking leave to appeal the Sanction Order, the responding records of Sino-Forest Corporation, Ernst & Young LLP (“E&Y”) and Credit Suisse Securities (Canada) Inc., TD Securities Inc.,

Dundee Securities Corporation (now known as DWM Securities Inc.), RBC Dominion Securities Inc., Scotia Capital Inc., CIBC World Markets Inc., Merrill Lynch Canada Inc., Canaccord Financial Ltd. (now known as Canaccord Genuity Corp.), Maison Placements Canada Inc., Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, successor by merger to Banc of America Securities LLC.) (“Underwriters”), and the facta of Invesco Canada Ltd., Northwest & Ethical Investments L.P. and Comité Syndical National de Retraite Bâtirente Inc., FTI Consulting Canada Inc. solely in its capacity as Monitor, Sino-Forest Corporation, E&Y, the Ad Hoc Committee of Purchasers of the Applicant’s Securities (“Class Action Plaintiffs”), the Ad Hoc Committee of Noteholders, the Underwriters and BDO Limited and the reply factum of the Appellants (specifically Invesco Canada Ltd., Northwest & Ethical Investments L.P. and Comité Syndical National de Retraite Bâtirente Inc.),

AND ON READING the motion record of the Appellants seeking leave to appeal the Settlement Approval Order and Representation Dismissal Order, the responding records of Sino-Forest Corporation, E&Y and the Underwriters, and the facta of the Appellants, Sino-Forest Corporation, E&Y, Class Action Plaintiffs, Underwriters and the reply factum of the Appellants,

1. **THIS COURT ORDERS** that the motion for leave to appeal the Sanction Order is dismissed.
2. **THIS COURT ORDERS** that the motion for leave to appeal the Settlement Approval Order and Representation Dismissal Order is dismissed.

3. **THIS COURT ORDERS** that the Appellants shall pay to the respondents the Class Action Plaintiffs and E&Y, each, costs in the amount of \$1,500, inclusive of disbursements and applicable taxes, ^D~~within 30 days of this order.~~ ^D

THIS ORDER BEARS INTEREST at the rate of 3.0 percent per year commencing on June 26, 2013.

DPiencaw
Registrar
Court of Appeal for Ontario

ENTERED AT/INSCRIT À TORONTO
ON/BOOK NO:
LE/DANS LE REGISTRE NO:

AUG - 2 2013

PER/PAR: DPiencaw

Court of Appeal File No.: M42068
Court of Appeal File No.: M42399
Commercial Court File No.: CV-12-9667-00CL

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC 1985, c. C-36, AS AMENDED,
AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF SINO-FOREST CORPORATION**

Court of Appeal File No.: M42399
Superior Court File No.: CV-10-414302CP

**THE TRUSTEES OF THE LABOURERS' PENSION FUND OF CENTRAL -and- SINO-FOREST CORPORATION, et al.
AND EASTERN CANADA, et al.**

Plaintiffs/Appellants

Defendants/Respondents

COURT OF APPEAL FOR ONTARIO

(Proceeding Commenced at Toronto)

ORDER

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Férique and Montrusco Bolton Investments Inc.