

Court of Appeal File No.: C56961
Court of Appeal File No.: M42453
S.C.J Court File No: CV-12-9667-00-CL

COURT OF APPEAL FOR ONTARIO

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 AND
ARRANGEMENT OF SINO-FOREST CORPORATION

Court of Appeal File No.: C56961
Court of Appeal File No.: M42453
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

**MOTION RECORD CLASS ACTION PLAINTIFFS
(MOTION TO QUASH RETURNABLE JUNE 28, 2013)**

May 10, 2013

SISKINDS LLP

680 Waterloo Street
London, ON N6A 3V8

A. Dimitri Lascaris
Michael Robb

Tel: 519.672.2121 / Fax: 519.672.6065

KOSKIE MINSKY LLP

20 Queen Street West, Suite 900
Toronto, ON M5H 3R3

Kirk Baert
Jonathan Ptak

Tel: 416.595.2149 / Fax: 416.204.2903

**PALIARE ROLAND ROSENBERG
ROTHSTEIN LLP**

155 Wellington Street South, 35th Floor
Toronto, ON M5V 3H1

Ken Rosenberg
Massimo Starnino

Tel: 416.646.4300 / Fax: 416.646.4301

Lawyers for the Ad Hoc Committee of Purchasers
of the Applicant's Securities, including the
Representative Plaintiffs in the Ontario Class
Action

TO: ATTACHED SERVICE LIST

Court of Appeal File No.:
Court of Appeal File No.: M42404
Court of Appeal File No.: M42399
S.C.J. Court File No.: CV-12-9667-00CL

COURT OF APPEAL FOR ONTARIO

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.:
Court of Appeal File No.: M42404
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*

SERVICE LIST
(as of April 18, 2013)

TO: BENNETT JONES LLP
3400 One First Canadian Place,
P.O. Box 130
Toronto, Ontario M5X 1A4

Robert W. Staley
Tel: 416.777.4857
Fax: 416.863.1716
Email: staleyr@bennettjones.com

Derek J. Bell
Tel: 416.777.4638
Email: belld@bennettjones.com

Raj S. Sahni
Tel: 416.777.4804
Email: sahnir@bennettjones.com

Jonathan Bell
Tel: 416.777.6511
Email: bellj@bennettjones.com

Sean Zweig
Tel: 416.777.6254
Email: zweigs@bennettjones.com

Lawyers for the Applicant, Sino-Forest
Corporation

AND FTI CONSULTING CANADA INC.
TO: T-D Waterhouse Tower
79 Wellington Street West
Toronto-Dominion Centre, Suite 2010,
P.O. Box 104
Toronto, Ontario M5K 1G8

Greg Watson
Tel: 416.649.8100
Fax: 416.649.8101
Email: greg.watson@fticonsulting.com

Jodi Porepa
Tel: 416.649.8070
Email: Jodi.porepa@fticonsulting.com

Monitor

AND GOWLING LAFLEUR HENDERSON LLP
TO: 1 First Canadian Place
100 King Street West, Suite 1600
Toronto, Ontario M5X 1G5

Derrick Tay
Tel: 416.369.7330
Fax: 416.862.7661
Email: derrick.tay@gowlings.com

Clifton Prophet
Tel: 416.862.3509
Email: clifton.prophet@gowlings.com

Jennifer Stam
Tel: 416.862.5697
Email: jennifer.stam@gowlings.com

Ava Kim
Tel: 416.862.3560
Email: ava.kim@gowlings.com

Jason McMurtrie
Tel: 416.862.5627
Email: jason.mcmurtrie@gowlings.com

Lawyers for the Monitor

AND AFFLECK GREENE MCMURTY LLP
TO: 365 Bay Street, Suite 200
Toronto, Ontario M5H 2V1

Peter Greene
Tel: 416.360.2800
Fax: 416.360.8767
Email: pgreene@agmlawyers.com

Kenneth Dekker
Tel: 416.360.6902
Fax: 416.360.5960
Email: kdekker@agmlawyers.com

Michelle E. Booth
Tel: 416.360.1175
Fax: 416.360.5960
Email: mbooth@agmlawyers.com

Lawyers for BDO

AND **BAKER MCKENZIE LLP**
TO: Brookfield Place
2100-181 Bay Street
Toronto, Ontario M5J 2T3

John Pirie
Tel: 416.865.2325
Fax: 416.863.6275
Email: john.pirie@bakermckenzie.com

David Gadsden
Tel: 416.865.6983
Email: david.gadsden@bakermckenzie.com

Lawyers for Poyry (Beijing) Consulting Company
Limited

AND **LENCZNER SLAGHT ROYCE SMITH**
TO: **GRIFFIN LLP**
Suite 2600, 130 Adelaide Street West
Toronto, Ontario M5H 3P5

Peter H. Griffin
Tel: 416.865.9500
Fax: 416.865.3558
Email: pgriffin@litigate.com

Peter J. Osborne
Tel: 416.865.3094
Fax: 416.865.3974
Email: posborne@litigate.com

Linda L. Fuerst
Tel: 416.865.3091
Fax: 416.865.2869
Email: lfuerst@litigate.com

Shara Roy
Tel: 416.865.2942
Fax: 416.865.3973
Email: sroy@litigate.com

Lawyers for Ernst & Young LLP

AND **OSLER, HOSKIN & HARCOURT LLP**
TO: 1 First Canadian Place
100 King Street West
Suite 6100, P.O. Box 50
Toronto, Ontario M5X 1B8

Larry Lowenstein
Tel: 416.862.6454
Fax: 416.862.6666
Email: llowenstein@osler.com

Edward Sellers
Tel: 416.862.5959
Email: esellers@osler.com

Geoffrey Grove
Tel: (416) 862-4264
Email: ggrove@osler.com

Lawyers for the Board of Directors of Sino-Forest
Corporation

AND **SISKINDS LLP**
TO: 680 Waterloo Street
P.O. Box 2520
London, Ontario N6A 3V8

A. Dimitri Lascaris
Tel: 519.660.7844
Fax: 519.672.6065
Email: dimitri.lascaris@siskinds.com

Charles M. Wright
Tel: 519.660.7753
Email: Charles.wright@siskinds.com

Lawyers for an Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Representative
Plaintiffs in the Ontario Class Action against the
Applicant

AND **KOSKIE MINSKY LLP**
TO: 20 Queen Street West, Suite 900
Toronto, Ontario M5H 3R3

AND **MILLER THOMSON LLP**
TO: Scotia Plaza, 40 King Street West
Suite 5800
Toronto, Ontario M5H 3S1

Kirk M. Baert
Tel: 416.595.2117
Fax: 416.204.2899
Email: kbaert@kmlaw.ca

Jonathan Ptak
Tel: 416.595.2149
Fax: 416.204.2903
Email: jptak@kmlaw.ca

Jonathan Bida
Tel: 416.595.2072
Fax: 416.204.2907
Email: jbida@kmlaw.ca

Garth Myers
Tel: 416.595.2102
Fax: 416.977.3316
Email: gmyers@kmlaw.ca

Lawyers for an Ad Hoc Committee of Purchasers
of the Applicant's Securities, including the
Representative Plaintiffs in the Ontario Class
Action against the Applicant

Emily Cole
Tel: 416.595.8640
Email: ecole@millertomson.com

Joseph Marin
Tel: 416.595.8579
Email: jmarin@millertomson.com

Lawyers for Allen Chan

AND **McCARTHY TETRAULT LLP**
TO: Suite 2500, 1000 De La Gauchetiere St. West
Montreal, Québec, H3B 0A2

Alain N. Tardif
Tel: 514.397.4274
Fax : 514.875.6246
Email: atardif@mccarthy.ca

Mason Poplaw
Tel: 514.397.4155
Email: mpoplaw@mccarthy.ca

Céline Legendre
Tel: 514.397.7848
Email: clegendre@mccarthy.ca

Lawyers for Ernst & Young LLP

AND **DAVIS LLP**
TO: 1 First Canadian Place, Suite 6000
PO Box 367
100 King Street West
Toronto, Ontario M5X 1E2

Susan E. Friedman
Tel: 416.365.3503
Fax: 416.777.7415
Email: sfriedman@davis.ca

Bruce Darlington
Tel: 416.365.3529
Fax: 416.369.5210
Email: bdarlington@davis.ca

Brandon Barnes
Tel: 416.365.3429
Fax: 416.369.5241
Email: bbarnes@davis.ca

Lawyers for Kai Kat Poon

AND **PALIARE ROLAND ROSENBERG ROTHSTEIN**
LLP
TO: 155 Wellington Street, 35th Floor
Toronto, Ontario M5V 3H1

Ken Rosenberg
Tel: 416.646.4304
Fax: 416.646.4301
Email: ken.rosenberg@paliareroland.com

Massimo (Max) Starnino
Tel: 416.646.7431
Email: max.starnino@paliareroland.com

Lawyers for an Ad Hoc Committee of Purchasers
of the Applicant's Securities, including the
Representative Plaintiffs in the Ontario Class
Action against the Applicant

AND **TORYS LLP**
TO: 79 Wellington Street West
Suite 3000, Box 270
Toronto-Dominion Centre
Toronto, Ontario M5K 1N2

John Fabello
Tel: 416.865.8228
Fax: 416.865.7380
Email: jfabello@torys.com

David Bish
Tel: 416.865.7353
Email: dbish@torys.com

Andrew Gray
Tel: 416.865.7630
Email: agray@torys.com

Lawyers for the Underwriters named in Class Actions

AND KIM ORR BARRISTERS P.C.
TO: 19 Mercer St., 4th Floor
Toronto, ON M5V 1H2

James C. Orr
Tel: 416.349.6571
Fax: 416.598.0601
Email: jo@kimorr.ca

Won J. Kim
Tel: 416.349.6570
Fax: 416.598.0601
Email: wjk@kimorr.ca

Michael C. Spenser
Tel: 416.349.6599
Fax: 416.598.0601
Email: mcs@kimorr.ca

Megan B. McPhee
Tel: 416.349.6574
Fax: 416.598.0601
Email: mbm@kimorr.ca

Yonatan Rozenszajn
Tel: 416.349.6578
Fax: 416.598.0601
Email: yr@kimorr.ca

Tanya T. Jemec
Tel: 416.349.6573
Fax: 416-598.0601
Email: tji@kimorr.ca

Lawyers for Invesco Canada Ltd., Northwest &
Ethical Investments L.P., Comité Syndical
National De Retraite Batirente Inc., Matrix Asset
Management Inc., and Gestion Férique and
Montrusco Bolton Investments Inc.

AND WARDLE DALEY BERNSTEIN LLP
TO: 2104 - 401 Bay Street, P.O. Box 21
Toronto Ontario M5H 2Y4

Peter Wardle
Tel: 416.351.2771
Fax: 416.351.9196
Email: pwardle@wdblaw.ca

Simon Bieber
Tel: 416.351.2781
Email: sbieber@wdblaw.ca

Erin Pleet
Tel: 416.351.2774
Email: eplet@wdblaw.ca

Lawyers for David Horsley

AND **THORNTON GROUT FINNIGAN LLP**
TO: Suite 3200, 100 Wellington Street West
P. O. Box 329, Toronto-Dominion Centre
Toronto, Ontario M5K 1K7

James H. Grout
Tel: 416.304.0557
Fax: 416.304.1313
Email: jgrout@tgf.ca

Kyle Plunkett
Tel: 416-304-7981
Fax: 416.304.1313
Email: kplunkett@tgf.ca

Lawyers for the Ontario Securities Commission

GOODMANS LLP
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Benjamin Zarnett
Tel: 416.597.4204
Fax: 416.979.1234
Email: bzarnett@goodmans.ca

Robert Chadwick
Tel: 416.597.4285
Email: rchadwick@goodmans.ca

Brendan O'Neill
Tel: 416.979.2211
Email: boneill@goodmans.ca

Caroline Descours
Tel: 416.597.6275
Email: cdescours@goodmans.ca
Lawyers for Ad Hoc Committee of Bondholders

PARTIES WHO DID NOT RESPOND TO CONFIRM THEIR PARTICIPATION OR THEIR INTENTION TO REMAIN IN THE SERVICE LIST IN THE MOTION FOR LEAVE TO APPEAL AND FOR THE APPEAL

MERCHANT LAW GROUP LLP

Saskatchewan Drive Plaza
100-2401 Saskatchewan Drive
Regina, Saskatchewan S4P 4H8

E.F. Anthony Merchant, Q.C.
Tel: 306.359.7777
Fax: 306.522.3299
tmerchant@merchantlaw.com

Lawyers for the Plaintiffs re Saskatchewan action

THE BANK OF NEW YORK MELLON

Global Corporate Trust
101 Barclay Street – 4th Floor East
New York, New York 10286

David M. Kerr, Vice President
Tel: 212.815.5650
Fax: 732.667.9322
Email: david.m.kerr@bnymellon.com

Convertible Note Indenture Trustee

THE BANK OF NEW YORK MELLON

12/F Three Pacific Place
1 Queen's Road East, Hong Kong

Marelize Coetzee, Vice President
Relationship Manager, Default Administration
Group – APAC
Tel: 852.2840.6626
Mobile: 852.9538.5010
Email: marelize.coetzee@bnymellon.com

Tin Wan Chung
Tel: 852.2840.6617
Fax: 852.2295-3283
Email: tin.chung@bnymellon.com

Grace Lau
Email: grace.lau@bnymellon.com

Convertible Note Indenture Trustee

ERNST & YOUNG LLP

222 Bay Street, P.O. Box 251
Toronto, Ontario M5K 1J7

Mike P. Dean
Tel: 416-943-2134
Fax: 416-943-3300
Email: Mike.P.Dean@ca.ey.com

THE BANK OF NEW YORK MELLON

320 Bay Street, 11th Floor
Toronto, Ontario M5H 4A6

George Bragg
Tel: 416.933.8505
Fax: 416.360.1711 / 416.360.1737
Email: George.bragg@bnymellon.com

Convertible Note Indenture Trustee

THOMPSON HINE LLP

335 Madison Avenue – 12th Floor
New York, New York 10017-4611

Yesenia D. Batista
Tel: 212.908.3912
Fax: 212.344.6101
Email: yesenia.batista@thompsonhine.com

Irving Apar
Tel: 212.908.3964
Email: irving.apar@thompsonhine.com

Curtis L. Tuggle
3900 Key Center, 127 Public Square
Cleveland, Ohio 44114
Tel: 216.566.5904
Fax: 216.566.5800
Email: Curtis.tuggle@thompsonhine.com

Lawyers for Senior Note Indenture Trustee

LINKLATERS LLP

10th Floor, Alexandra House
18 Chater Road
Hong Kong China

Melvin Sng

Tel: 852 2901 5234

Fax: 852 2810 8133

Email: Melvin.Sng@linklaters.com

Lawyers for Sino-Forest Corporation (Hong Kong)

LINKLATERS LLP

10th Floor, Alexandra House
18 Chater Road
Hong Kong China

Hyung Ahn

Tel: 852 2842 4199

Fax: 852 2810 8133

Email: hyung.ahn@linklaters.com

Samantha Kim

Tel: 852.2842 4197

Email: Samantha.Kim@Linklaters.com

Jon Gray

Tel: 852.2842.4188

Email: Jon.Gray@linklaters.com

Lawyers for Sino-Forest Corporation (U.S.)

APPLEBY GLOBAL

Jayla Place, Wickham's Cay1
P.O. Box 3190, Road Town
Tortola VG1110 BVI

Eliot Simpson

Tel: 284.852.5321

Fax: 284.494.7279

Email: esimpson@applebyglobal.com

Andrew Willins

Tel: 284 852 5323

Email: awillins@applebyglobal.com

Andrew Jowett

Tel: 284 852 5316

Email: ajowett@applebyglobal.com

Lawyers for Sino-Forest Corporation (BVI)

KING AND WOOD MALLESONS

9th Floor, Hutchison House
Central, Hong Kong Island
Hong Kong (SAR)

Edward Xu

Tel: 852.2848.4848

Fax: 852.2845.2995

Email: Edward.Xu@hk.kwm.com

Helena Huang

Tel: 852.2848.4848

Email: Helena.huang@kingandwood.com

Tata Sun

Tel: 852.2848.4848

Email: tata.sun@kingandwood.com

Lawyers for Sino-Forest Corporation (PRC)

EMMET, MARVIN & MARTIN, LLP

120 Broadway, 32nd Floor
New York, NY 10271

Margery A. Colloff
Tel: 212.238.3068 or 212.653.1746
Fax: 212.238.3100
Email: mcolloff@emmetmarvin.com

U.S. Lawyers for the Convertible Note Indenture
Trustee (The Bank of New York Mellon)

FRASER MILNER CASGRAIN LLP

77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto Ontario M5K 0A1

Neil S. Rabinovitch
Tel: 416.863.4656
Fax: 416.863.4592
Email: neil.rabinovitch@fmc-law.com

Jane Dietrich
Tel: 416.863.4467
Email: jane.dietrich@fmc-law.com

Lawyers for Contrarian Capital Management,
LLC

DAVIES WARD PHILLIPS & VINEBERG LLP

155 Wellington Street West
Toronto, ON M5V 3J7

Jay Swartz
Tel: 416.863.5520
Fax: 416.863.0871
Email: jswartz@dwpv.com

James Doris
Tel: 416.367.6919
Fax: 416.863.0871
Email: jdoris@dwpv.com

Canadian Counsel for the Plaintiff and the
Proposed Class re New York action

ONTARIO SECURITIES COMMISSION

Suite 1900, 20 Queen Street West
Toronto, Ontario M5H 3S8

Hugh Craig
Senior Litigation Counsel
Tel: 416.593.8259
Email: hcraig@osc.gov.on.ca

**LAPOINTE ROSENSTEIN MARCHAND MELANÇON,
S.E.N.C.R.L.**

1250, boul. René-Lévesque Ouest, bureau 1400
Montréal (Québec) Canada H3B 5E9

Bernard Gravel
Tel: 514.925.6382
Fax: 514.925.5082
Email: bernard.gravel@lrmm.com

Bruno Floriani
Tel: 514.925.6310
Email: bruno.floriani@lrmm.com

Québec counsel for Pöyry (Beijing) Consulting
Company Ltd.

FASKEN MARTINEAU LLP

333 Bay Street, Suite 2400,
Bay-Adelaide Centre, Box 20
Toronto, Ontario M5H 2T6

Stuart Brotman
Tel: 416.865.5419
Fax: 416.364.7813
Email: sbrotman@fasken.com

Conor O'Neill
Tel: 416.865.4517
Email: coneill@fasken.com

Canadian Lawyers for the Convertible Note Indenture
Trustee (The Bank of New York Mellon)

DAVIES HOWE PARTNERS LLP

5TH Floor, 99 Spadina Avenue
Toronto, Ontario M5V 3P8

David Cherepacha

Tel: 416-977-7088

Fax: 416-977-8931

E-mail: davidc@davieshowe.com

Lawyers for Certain Underwriters at Lloyds of
London, being Sagicor Syndicate 1206 at Lloyds
and Barbican Financial \$ Professional Lines
Consortium Syndicate 9562 at Lloyds

COHEN MILSTEIN SELLERS & TOLL PLC

1100 New York, Ave., N.W.
West Tower, Suite 500
Washington, D.C. 20005

Steven J. Toll

Tel: 202.408.4600

Fax: 202.408.4699

Email: stoll@cohenmilstein.com

Matthew B. Kaplan

Tel: 202.408.4600

Email: mkaplan@cohenmilstein.com

Elizabeth Aniskevich

E-mail: eaniskevich@cohenmilstein.com

Attorneys for the Plaintiff and the Proposed Class re
New York action

COHEN MILSTEIN SELLERS & TOLL PLC

88 Pine Street, 14th Floor
New York, NY 10005

Richard S. Speirs

Tel: 212.838.7797

Fax: 212.838.7745

Email: rspeirs@cohenmilstein.com

Stefanie Ramirez

Tel: 202.408.4600

Email: sramirez@cohenmilstein.com

Attorneys for the Plaintiff and the Proposed Class
re New York action

PARTIES WHO CONFIRMED THAT THEY WILL NOT PARTICIPATE IN THE MOTION FOR LEAVE TO APPEAL OR THE APPEAL

CLYDE & COMPANY

390 Bay Street, Suite 800
Toronto, Ontario M5H 2Y2

Mary Margaret Fox
Tel: 416.366.4555
Fax: 416.366.6110
Email: marymargaret.fox@clydeco.ca

Paul Emerson
Tel: 416.366.4555
Email: paul.emerson@clydeco.ca

Lawyers for ACE INA Insurance and Chubb
Insurance Company of Canada

**LAW DEBENTURE TRUST COMPANY OF
NEW YORK**

400 Madison Avenue – 4th Floor
New York, New York 10017

James D. Heaney
Tel: 646-747-1252
Fax: 212-750-1361
Email: james.heaney@lawdeb.com

Senior Note Indenture Trustee

RICKETTS, HARRIS LLP

Suite 816, 181 University Ave
Toronto ON M5H 2X7

Gary H. Luftspring
Tel: 647.288.3362
Fax: 647.260.2220
Email: GLuftspring@rickettsharris.com

Sam Sasso
Tel: 416.364.6211 (ext. 285)
Fax: 647.260.2220
Email: ssasso@rickettsharris.com

Lawyers for Travelers Insurance Company of Canada

CHAITONS LLP

5000 Yonge Street, 10th Floor
Toronto, Ontario M2N 7E9

Harvey G. Chaiton
Tel: 416.218.1129
Fax: 416.218.1849
Email: Harvey@chaitons.com

Lawyers for the Law Debenture Trust Company of New
York

Court of Appeal File No.: C56961
Court File No.: CV-12-9667-00-CL

COURT OF APPEAL FOR ONTARIO

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 AND
ARRANGEMENT OF SINO-FOREST CORPORATION

Court of Appeal File No.: C56961
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

INDEX

Document	Tab	Page No.
Notice of Motion dated April 30, 2013.....	1.	1
<u>Amended</u> Notice of Motion, dated May 10, 2013	2.	8

TAB 1

Court of Appeal File No.: C56961

COURT OF APPEAL FOR ONTARIO

**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 AND
ARRANGEMENT OF SINO-FOREST CORPORATION**

Court of Appeal File No.: C56961

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 BANC OF
AMERICA SECURITIES LLC

Defendants

Proceeding under the *Class Proceedings Act, 1992*

NOTICE OF MOTION

The Ad Hoc Committee of Purchasers of the Applicant's Securities (the "Class Action Plaintiffs") will make a motion to a panel of the Court of Appeal on a date to be fixed by the Registrar at Osgoode Hall, 130 Queen Street West, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THIS MOTION IS FOR:

- a) an Order quashing the appeal herein commenced by Notice of Appeal dated April 18, 2013 served by the Objectors (as defined below);
- b) costs of this motion; and
- c) such further and other relief as counsel may advise and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

1. The Objectors (Invesco Canada Ltd., Northwest & Ethical Investments L.P., Comité Syndical de Retraite Bâtirente Inc., Matrix Asset Management Inc., Gestion Férique and Montrusco Bolton Investments) served a Notice of Appeal on April 19, 2013 seeking to appeal:

- (a) the order dated March 20, 2013 of the Honourable Justice Morawetz approving the settlement between Ernst & Young LLP ("Ernst & Young") and the Ad Hoc Committee of Purchasers of Sino-Forest Corporation's Securities (the "Settlement Approval Order"); and
- (b) the order dated March 20, 2013 of the Honourable Justice Morawetz dismissing the Objectors motion for a representation order (the "Dismissal Order").

2. The Settlement Approval Order and the Dismissal Order were entered pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the

“CCAA”) and as contemplated in Sino-Forest Corporation’s plan of arrangement and compromise dated December 3, 2012;

3. On December 13, 2012, Regional Senior Justice Then appointed the Honourable Justice Morawetz to hear the motion to approve the Ernst & Young settlement under the *Class Proceedings Act, 1992*, S.O. 1992, c. 6 (the “CPA”) and the CCAA;

4. The Honourable Justice Morawetz approved the settlement presiding in his dual capacity as both CCAA judge and judge under the CPA;

5. In granting the Settlement Approval Order and dismissing the motions brought by the Objectors for representative status and other relief, the Honourable Justice Morawetz held that the Ernst & Young Settlement was fair and reasonable in all the circumstances;

6. The sole and proper route of appeal of the Settlement Approval Order and the Dismissal Order is with leave to appeal from this court;

7. The Objectors may only appeal the Settlement Approval Order and the Dismissal Order if leave to appeal is granted;

8. The Objectors arguably have no standing to appeal from the Settlement Approval Order and the Dismissal Order at all, but in any event, they have no such right without leave of this court;

9. The Objectors are attempting to circumvent the appropriate legal test, as provided under the *Rules of Civil Procedure*, the *Courts of Justice Act*, R.S.O. 1990, c. C-4 (the “CJA”), the *CPA* and the *CCAA*;

10. Contrary to what the Objectors maintain, the Settlement Approval Order did not enter judgment on the common issues pursuant to s. 30(3) of the *CPA*;

11. Contrary to what the Objectors maintain, the Settlement Approval Order did not enter an aggregate assessment of monetary relief pursuant to s. 24 of the *CPA*;

12. The Objectors have concurrently brought a motion for leave to appeal from the Settlement Approval Order pursuant to the *CCAA*;

13. The Objectors have concurrently brought a motion for leave to appeal from the Dismissal Order pursuant to the *CCAA*;

14. The Objectors have concurrently brought a motion for leave to act as a representative party for their motions for leave to appeal the Settlement Approval Order and the Dismissal Order;

15. Facta have been filed addressing the Objector’s inability to act as a representative party for their motions for leave to appeal the Settlement Approval Order and the Dismissal Order;

16. The oral hearing addressing the inability of the Objectors to act as a representative party for their motions for leave to appeal the Settlement Approval Order and the Dismissal Order is scheduled for May 1, 2013;

17. Section 6(1)(b) of the *CJA*;
18. Rule 61 of the *Rules of Civil procedure*, R.R.O. 1990 reg. 194;
19. Section 30 of the *CPA*;
20. Section 14 of the *CCAA*; and
21. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- a) The affidavit of Tanya T. Jemec sworn April 22, 2013; and
- b) Such further and other material as counsel may advise and this Honourable Court may permit.

April 30, 2013

KOSKIE MINSKY LLP

20 Queen Street West, Suite 900

Toronto, ON M5H 3R3

Kirk Baert

Jonathan Ptak

Tel: 416.595.2149 / Fax: 416.204.2903

SISKINDS LLP

680 Waterloo Street

London, ON N6A 3V8

A. Dimitri Lascaris

Michael Robb

Tel: 519.672.2121 / Fax: 519.672.6065

**PALIARE ROLAND ROSENBERG
ROTHSTEIN LLP**

155 Wellington Street South, 35th Floor

Toronto, ON M5V 3H1

Ken Rosenberg

Massimo Starnino

Tel: 416.646.4300 / Fax: 416.646.4301

Lawyers for the Ad Hoc Committee of
Purchasers of the Applicant's Securities,
including the Representative Plaintiffs in
the Ontario Class Action

TO:

ATTACHED SERVICE LIST

**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.: C56961

COURT OF APPEAL FOR ONTARIO

PROCEEDING COMMENCED AT TORONTO

NOTICE OF MOTION TO QUASH

**PALJARE ROLAND ROSENBERG
ROTHSTEIN LLP**

155 Wellington Street South, 35th Floor
Toronto, ON M5V 3H1
Ken Rosenberg
Massimo Starnino
Tel: 416.646.4300 / Fax: 416.646.4301

KOSKIE MINSKY LLP

20 Queen Street West, Suite 900
Toronto, ON M5H 3R3
Kirk Baert
Jonathan Ptak
Tel: 416.595.2149 / Fax: 416.204.2903

SISKINDS LLP

680 Waterloo Street
London, ON N6A 3V8
A. Dimitri Lascaris
Charles Wright
Tel: 519.672.2121 / Fax: 519.672.6065

000007

Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Representative Plaintiffs in
the Ontario Class Action

TAB 2

Court of Appeal File No.: C56961
Court of Appeal File No.: M42453
S.C.J Court File No: CV-12-9667-00-CL

COURT OF APPEAL FOR ONTARIO

**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 AND
ARRANGEMENT OF SINO-FOREST CORPORATION**

Court of Appeal File No.: C56961
Court of Appeal File No.: M42453
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 BANC OF
AMERICA SECURITIES LLC

Defendants

Proceeding under the *Class Proceedings Act, 1992*

AMENDED NOTICE OF MOTION

The Ad Hoc Committee of Purchasers of the Applicant's Securities (the "Class Action Plaintiffs") will make a motion to a panel of the Court of Appeal on a date to be fixed by the Registrar at Osgoode Hall, 130 Queen Street West, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THIS MOTION IS FOR:

- a) an Order quashing the appeal herein commenced by Notice of Appeal dated April 18, 2013 served by the Objectors (as defined below);
- b) costs of this motion; and
- c) such further and other relief as counsel may advise and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

1. The Objectors (Invesco Canada Ltd., Northwest & Ethical Investments L.P., Comité Syndical de Retraite Bâtirente Inc., Matrix Asset Management Inc., Gestion Férique and Montrusco Bolton Investments) served a Notice of Appeal on April 19, 2013 seeking to appeal:

(a) the order dated March 20, 2013 of the Honourable Justice Morawetz approving the settlement between Ernst & Young LLP ("Ernst & Young") and the Ad Hoc Committee of Purchasers of Sino-Forest Corporation's Securities (the "Settlement Approval Order"); and

(b) the order dated March 20, 2013 of the Honourable Justice Morawetz dismissing the Objectors motion for a representation order (the "Dismissal Order").

2. The Settlement Approval Order and the Dismissal Order were entered pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the

“CCAA”) and as contemplated in Sino-Forest Corporation’s plan of arrangement and compromise dated December 3, 2012;

3. On December 13, 2012, Regional Senior Justice Then appointed the Honourable Justice Morawetz to hear the motion to approve the Ernst & Young settlement under the *Class Proceedings Act, 1992*, S.O. 1992, c. 6 (the “CPA”) and the CCAA;

4. The Honourable Justice Morawetz approved the settlement presiding in his dual capacity as both CCAA judge and judge under the CPA;

5. In granting the Settlement Approval Order and dismissing the motions brought by the Objectors for representative status and other relief, the Honourable Justice Morawetz held that the Ernst & Young Settlement was fair and reasonable in all the circumstances;

6. The sole and proper route of appeal of the Settlement Approval Order and the Dismissal Order is with leave to appeal from this court;

7. The Objectors may only appeal the Settlement Approval Order and the Dismissal Order if leave to appeal is granted;

8. The Objectors arguably have no standing to appeal from the Settlement Approval Order and the Dismissal Order at all, but in any event, they have no such right without leave of this court;

9. The Objectors are attempting to circumvent the appropriate legal test, as provided under the *Rules of Civil Procedure*, the *Courts of Justice Act*, R.S.O. 1990, c. C-4 (the “*CJA*”), the *CPA* and the *CCAA*;

10. Contrary to what the Objectors maintain, the Settlement Approval Order did not enter judgment on the common issues pursuant to s. 30(3) of the *CPA*;

11. Contrary to what the Objectors maintain, the Settlement Approval Order did not enter an aggregate assessment of monetary relief pursuant to s. 24 of the *CPA*;

12. The Objectors have concurrently brought a motion for leave to appeal from the Settlement Approval Order pursuant to the *CCAA*;

13. The Objectors have concurrently brought a motion for leave to appeal from the Dismissal Order pursuant to the *CCAA*;

14. The Objectors have concurrently brought a motion for leave to act as a representative party for their motions for leave to appeal the Settlement Approval Order and the Dismissal Order;

15. Facta have been filed addressing the Objector’s inability to act as a representative party for their motions for leave to appeal the Settlement Approval Order and the Dismissal Order;

16. The oral hearing addressing the inability of the Objectors to act as a representative party for their motions for leave to appeal the Settlement Approval Order and the Dismissal Order is scheduled for May 1, 2013;

17. Sections 6(1)(b) and 134(3) of the *CJA*;
18. Rule 61 of the *Rules of Civil procedure*, R.R.O. 1990 reg. 194;
19. Section 30 of the *CPA*;
20. Section 13 and 14 of the *CCAA*; and
21. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- a) The affidavit of Tanya T. Jemec sworn April 22, 2013;
- b) The Motion Record of Ernst & Young LLP (Motion to Quash Returnable June 28, 2013); and
- c) Such further and other material as counsel may advise and this Honourable Court may permit.

April 30, 2013
Amended May 10, 2013

KOSKIE MINSKY LLP
20 Queen Street West, Suite 900
Toronto, ON M5H 3R3
Kirk Baert
Jonathan Ptak
Tel: 416.595.2149 / Fax: 416.204.2903

SISKINDS LLP

680 Waterloo Street
London, ON N6A 3V8

A. Dimitri Lascaris

Michael Robb

Tel: 519.672.2121 / Fax: 519.672.6065

**PALIARE ROLAND ROSENBERG
ROTHSTEIN LLP**

155 Wellington Street South, 35th Floor
Toronto, ON M5V 3H1

Ken Rosenberg

Massimo Starnino

Tel: 416.646.4300 / Fax: 416.646.4301

Lawyers for the Ad Hoc Committee of
Purchasers of the Applicant's Securities,
including the Representative Plaintiffs in
the Ontario Class Action

TO:

ATTACHED SERVICE LIST

**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 Nos.: C56961/M42453
S.C.J. Court File Nos.: CV-12-9667-00-CL/
CV-11-431153-00CP

COURT OF APPEAL FOR ONTARIO

PROCEEDING COMMENCED AT TORONTO

AMENDED NOTICE OF MOTION TO QUASH

**PALLARE ROLAND ROSENBERG
ROTHSTEIN LLP**

155 Wellington Street South, 35th Floor
Toronto, ON M5V 3H1
Ken Rosenberg
Massimo Starnino
Tel: 416.646.4300 / Fax: 416.646.4301

KOSKIE MINSKY LLP

20 Queen Street West, Suite 900
Toronto, ON M5H 3R3
Kirk Baert
Jonathan Ptak
Tel: 416.595.2149 / Fax: 416.204.2903

SISKINDS LLP

680 Waterloo Street
London, ON N6A 3V8
A. Dimitri Lascaris
Charles Wright
Tel: 519.672.2121 / Fax: 519.672.6065

Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Representative Plaintiffs in
the Ontario Class Action

000014

COURT OF APPEAL FOR ONTARIO

Proceedings Commenced at **Toronto**

**MOTION RECORD OF THE CLASS ACTION
PLAINTIFFS (MOTION TO QUASH
RETURNABLE JUNE 28, 2013)**

**PALIARE ROLAND ROSENBERG
ROTHSTEIN LLP**

155 Wellington Street South, 35th Floor
Toronto, ON M5V 3H1
Ken Rosenberg
Massimo Starnino
Tel: 416.646.4300 / Fax: 416.646.4301

KOSKIE MINSKY LLP

20 Queen Street West, Suite 900
Toronto, ON M5H 3R3
Kirk Baert
Jonathan Ptak
Tel: 416.595.2149 / Fax: 416.204.2903

SISKINDS LLP

680 Waterloo Street
London, ON N6A 3V8
A. Dimitri Lascaris
Charles Wright
Tel: 519.672.2121 / Fax: 519.672.6065

Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Representative Plaintiffs in
the Ontario Class Action